

**AMENDED AND RESTATED BYLAWS
OF
WASHINGTON PREMIER FOOTBALL CLUB**

ARTICLE 1. NAME, MISSION, VISION, OFFICES & CLUB COLORS

1.1 Name. This corporation shall be known as Washington Premier Football Club (hereinafter referred to as the "Corporation" or the "Club").

1.2 Mission Statement. Through competitive soccer and a commitment to excellence we provide young men and women an experience that will guide the development of their character, athletic, academic and leadership abilities and their sense of community.

1.3 Vision Statement. The vision for the Corporation is to be the national soccer club standard for youth development, college preparation/placement, and student-athlete community involvement in the United States. In true support of gender equality the Corporation and its leaders commit to continuous innovation, training evolution, ultra high quality competition, application for entry into leagues and organizations that reflect our vision and mission, and pushing for the continued progression of youth soccer in our community.

1.4 Offices. The principal office of the Corporation shall be located at its principal place of business or such other place within the State of Washington as the Board of Directors may designate. The Corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Washington a registered office, and a registered agent whose office is identical with such registered office, as required by the Washington nonprofit corporation act (the "Act"). The registered office may be but need not be identical with the principal office in the State of Washington, and the address of the registered office may be changed from time to time by the Board of Directors.

1.5 Colors. The designated colors of the Club are black, white and blue.

ARTICLE 2. AFFILIATION

The Club shall be affiliated with, and shall operate under the authority of, the Pierce County Soccer Association ("PCSA"), Washington Youth Soccer ("WYS"), the United States Youth Soccer Association ("USYSA"), the United States Soccer Federation (USSF) and US Club Soccer ("US Club"). As a member of PCSA, WYS, USSF, USYSA, and US Club, the Club shall act to be in compliance with all bylaws, policies, rules, regulations and requirements applicable to member Clubs in each organization.

ARTICLE 3. MEMBERSHIP

3.1 General. The membership of the Corporation (the “Members”) shall consist of the following:

- (a) Current players and parents or legal guardians of current players;
- (b) Members of the Board of Directors;
- (c) Head coaches and designated primary assistant coaches for each Club team; and
- (d) Life Members.

3.2 Members in Good Standing.

A Member must be in good standing to enjoy the rights, privileges and responsibilities of Club membership. Only Members in good standing may vote. A Member is considered to be in good standing when the Member is current in their financial obligations to the Club, is in compliance with the Club's Articles of Incorporation, Bylaws, rules, policies, and procedures, and is not subject to suspension under the bylaws of the Club or under the bylaws of WYS, USYS, US Club or USSF, or to any amateur soccer organization in their territories.

3.3 Equal Rights. Except to the extent specifically set forth herein, all Members shall enjoy equally all the rights, privileges, and responsibilities of the Club membership.

3.4 Authority for Electronic Meetings. If authorized by the Board of Directors in its sole discretion, and subject to the requirements of the Washington nonprofit corporation act (the “Act”) and guidelines and procedures the Board of Directors may adopt, Members not physically present in person at a meeting of the Members may, by electronic transmission by and to the Corporation or by electronic video screen communication, participate in a meeting of Members, be deemed present in person and vote at a meeting of the Members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the Corporation or by electronic video screen communication, subject to the requirements of these Bylaws.

3.5 Requirements for Electronic Meetings. A meeting of the Members may be conducted, in whole or in part, by electronic transmission by and to the Corporation or by electronic video screen communication: (1) if the Corporation implements reasonable measures to provide Members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any Member votes or takes other action at the meeting by means of electronic transmission to the Corporation or electronic video screen communication, a record of that vote or action is maintained by the Corporation. For any meeting at which one or more Members may participate by means of remote communication, the Corporation shall

deliver notice of the meeting to each Member by a means which the member has authorized and provide complete instructions for participating in the meeting by remote communication.

3.6 Annual Meeting. An annual meeting of the Club membership ("AGM") shall be held on the third Monday of September of each year (at a location to be determined and announced by the Directors) for the purpose of announcing the election of Directors and for the transaction of any other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the state of Washington, such meeting will be held on the next succeeding Monday. If the election of Directors has not been held prior to the AGM, the Board of Directors shall cause the election to be held as soon thereafter as is practical. Meetings of the Members, the Board or any Committee shall be conducted in accordance with Roberts' Rules of Order on Parliamentary Procedure, as amended, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution. If, at the time of the AGM, any age and gender group has not completed tryouts and team formation for the then current playing year, Members from the prior playing year for that age and gender shall be eligible to participate as Members.

3.7 Special Meetings. A special meeting of the Members for any lawful purpose may be called at any time by the Board, the President, or by ten percent (10%) or more of the Members.

3.8 Meeting Notices.

3.8.1 General Notice Requirements. Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Section 3.8.2 of these Bylaws, to each Member entitled to vote at that meeting. The notice shall specify the place, date, and hour of that meeting and, (1) for a special meeting, the general nature of the business to be transacted, and that no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the Members, together with any proper matter that may be presented at the meeting.

3.8.2 Manner of Giving Notice. Notice of any meeting of the Members shall be in writing and shall be given at least ten (10) but no more than fifty (50) days before the meeting date. The notice shall be given either personally, by electronic transmission by the Corporation, or by mail or other means of written communication, to each Member entitled to vote, at the address of that Member appearing on the books of the Corporation or at the address given by the Member to the Association for purposes of notice.

3.9 Voting.

3.9.1 Voting. There shall be one vote for each Member in good standing entitled to vote, with the following exception: the parent or guardian who is eligible to vote shall have one vote per player currently enrolled in the Club. A Member who is a Member as a parent or guardian shall not have an additional vote as a member of the Board of Directors or as a coach. Player Members vote through their parent or legal/guardian;

provided, however, a registered player who has reached the age of eighteen may vote instead of his or her parent/guardian.

3.9.2 Manner of Casting Votes. Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any Member at the meeting before the voting begins.

3.9.3 Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the Members, unless the vote of a greater number, or voting by classes, is required by the Washington nonprofit corporation act or by the Corporation's Articles of Incorporation filed with the Secretary of State of Washington.

3.9.4 Action by Written Ballot. Any action which may be taken at any regular or special meeting of the Members may be taken without a meeting if the Corporation distributes a written ballot to every Member entitled to vote on the matter. If approved by the Board, such written ballot and any related material may be sent by electronic transmission by the Corporation and responses may be returned to the Corporation by electronic transmission to the Corporation. That ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot pursuant to this Section 3.9.4 shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Ballots shall be solicited in a manner consistent with the notice requirements of Section 3.8 of these bylaws. Directors may be elected by written ballot under this Section 3.9.4.

3.10 Quorum. Ten percent (10%) of the voting power, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the Members held in accordance with the notice requirements of Section 3.8 of these bylaws.

3.11 Non-Discrimination. The Club will not discriminate against any individual on the basis race, color, religion, age, sex or national origin.

3.12 Discontinuation of Membership.

3.12.1 Any violation of the membership requirements of these bylaws by a Member as certified by the Secretary shall require a probationary hearing by the Board of Directors within thirty (30) days, to determine what actions are necessary by the Member to come into compliance with these bylaws and to establish a probationary period of up to ninety (90) days for the Club to take such actions and shall provide for suspension of all membership privileges if not satisfied.

3.12.2 Members failing or refusing to follow the Corporation's bylaws, policies, procedures, or rules or attempting to circumvent a decision rendered by the Corporation, or seriously damaging the interest of the Corporation, face suspension or expulsion.

3.12.3 Notification of suspension or expulsion shall be made in writing, with a thirty (30) day notice.

3.12.4 Suspension or expulsion shall require a two-thirds (2/3) vote of the Corporation's Board of Directors.

3.13 Life Members. A member eligible to vote at the AGM may nominate an individual to be a Life Member of the Club. The nomination must be submitted in writing to the Secretary at least sixty (60) days before the AGM at which the nomination is to be considered. The nomination shall be included in the AGM meeting notice to the Members. A majority vote of the members shall be required to grant Life Membership to an individual nominated under this bylaw. A Life Member only has voting rights as provided at the AGM and has no other voting or representational rights related to the activities and programs of the Club.

ARTICLE 4. BOARD OF DIRECTORS

4.1 General Powers. All authority of the Corporation shall be vested in the Board of Directors. The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall also have the power to adopt policies regulating the affairs and the prescribing of duties of the Board, staff and members. These policies shall not be inconsistent with these bylaws.

4.2 Number. The Board shall consist of not fewer than five (5) nor more than eleven (11) Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

4.3 Qualifications.

4.3.1 Directors shall have such qualifications as the Board may prescribe by resolution or amendment to these bylaws.

4.3.2 The Directors shall be elected by the Members.

4.3.3 Neither paid coaches nor paid staff shall be eligible to serve as Directors.

4.4 Terms of Office. Unless a Director dies, resigns or is removed, he or she shall hold office for a term of three (3) years or until his or her successor is elected, whichever is later. A Director may serve for no longer than three (3) three-year terms

without vacating office for at least one year. Terms shall be staggered so that approximately one half of the positions come up for election each year.

4.5 Election of Directors. Directors shall be elected annually. Election of directors may be held at the annual meeting of the Members, at any special meeting of the Members held for that purpose, or by written ballot pursuant to Section 3.9 of these bylaws. Each director, including a director elected to fill a vacancy or elected at a special meeting of the Members or by written ballot, shall hold office until expiration of the term for which elected or until a successor is elected and qualified.

4.6 Annual Meeting. The annual meeting of the Board shall be held immediately following the AGM each year for the purposes of electing officers and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

4.7 Regular Meetings. By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

4.8 Special Meetings. Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

4.9 Meetings by Telephone or Other Telecommunications Equipment. Any meeting of the Board may be held by conference telephone, video screen communication, or other communications equipment, and shall be legally binding as if the Board members had met at one location at the same time. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

(1) Each director participating in the meeting can communicate concurrently with all other directors;

(2) Each director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation;

(3) The Board has adopted and implemented a means of verifying both of the following:

(i) A person participating in the meeting is a director or other person entitled to participate in the Board meeting; and

(ii) All actions of or votes by the Board are taken or cast only by the directors and not by persons who are not directors.

4.10 Place of Meetings. All meetings shall be held at the principal office of the or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

4.11 Notice of Special Meetings. Notice of special Board or committee meetings shall be given to a director in writing or by personal communication with the director not less than ten (10) days before the meeting. Notices in writing may be delivered or mailed to the director at his or her address shown on the records of the Club. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

4.12 Waiver of Notice.

4.12.1 In Writing. Whenever any notice is required to be given to any director under the provisions of these bylaws, the Articles of Incorporation or applicable Washington law, 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 deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

4.12.2 By Attendance. The attendance of a director at a 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.

4.13 Quorum. A majority of the number of directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

4.14 Manner of Acting. The act of the majority of the directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these bylaws, the Articles of Incorporation or applicable Washington law. An officer, director, or member may vote by proxy by means of a proxy appointment form, which is executed in writing by the officer, director or member. All proxy appointment forms shall be filed with the Secretary of the meeting before or at the commencement of the applicable meeting. A proxy appointment form shall be valid only for a specific meeting date and its posted agenda items.

4.15 Presumption of Assent. A director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Corporation

immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

4.16 Action by Board Without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

4.17 Resignation. Any director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.18 Removal. At a meeting of the Board called expressly for that purpose, one or more directors may be removed from office, with or without cause, by two-thirds (2/3) of the votes cast by Directors then in office.

4.19 Vacancies. A vacancy in the position of director may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board. A director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

4.20 Compensation. The directors shall receive no compensation for their services as directors but may receive reimbursement for expenditures incurred on behalf of the Corporation.

4.21 Code of Ethics. The Board of Directors shall adopt a Code of Ethics that comports with applicable state and federal requirements. Each director shall, on an annual basis, sign a Code of Ethics Statement in which he or she agrees to act according to the Code of Ethics.

ARTICLE 5. OFFICERS

5.1 Number and Qualifications. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

5.2 Election and Term of Office. The officers of the Corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies,

resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected, whichever comes later.

5.3 Resignation. Any officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.4 Removal. Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.5 Vacancies. A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

5.6 President. The President shall, subject to the Board's control, supervise and control all of the assets, business and affairs of the corporation. The President shall preside over meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these bylaws to some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

5.7 Vice President. In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or the Board.

5.8 Secretary. The Secretary shall: (a) keep the minutes of the meetings of the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address of each Director and each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) 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.

5.9 Treasurer. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as

the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these bylaws; sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and in general perform all of the 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.

ARTICLE 6. COACHING DIRECTORS

The Board of Directors shall hire one or more Coaching Directors who shall oversee the soccer operations of the Club, including development and implementation of policies, philosophies, training methods and values of the Club as established, by the Board of Directors. The Coaching Directors shall be employed by the Board of Directors on whatever terms the Board of Directors deems appropriate.

ARTICLE 7. COMMITTEES

7.1 Standing or Temporary Committees. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of one or more Directors. Such committees shall be chaired by a Director. Such committees may have other members that are not Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation as delegated by the Board, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

7.2 Standing Committees. The Board shall establish the following governance and operating committees as standing committees:

- (a) Election Committee
- (b) Audit Committee
- (c) Soccer Operations Committee

7.3 Quorum; Manner of Acting. A majority of the number of Committee Members composing any committee shall constitute a quorum as long as at least one Director is present. The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

7.4 Resignation. Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified there, the acceptance of such resignation shall not be necessary to make it effective.

7.5 Removal of Committee Member. The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

ARTICLE 8. TEAMS

8.1 Teams. The Club shall endeavor to form teams ("Team" or "Teams") based upon player demand and availability of field and other resources.

8.1.1 Teams shall exist and continue until the age designation of the Team is beyond the age limit established for youth soccer teams in the United States or until disbanded by vote of the Board of Directors. The seasonal year for each team shall be deemed to end on the date of the highest level State Cup final game for that team's age and gender. Teams qualifying for Regional and National level shall continue as a Team until eliminated from competition.

8.1.2 Each Team will have a designated Team Manager and Team Treasurer. The Team's head coach, with input from Club staff, will identify individuals to fill the roles of Team Manager and Team Treasurer.

8.2 Team Manager. The Team Manager works with the Team coach, shall assist with all administrative matters of the Team and shall be responsible for communicating all Club information to each player's family. Team managers shall distribute workload to Team parents and other volunteers and abide by the bylaws, rules, and procedures of the Club.

8.3 Team Treasurer. The Team Treasurer reports to the Club Treasurer and shall maintain the accounts of the Team. All Team accounts shall be under the auspices of the Club Treasurer.

ARTICLE 9. ADMINISTRATIVE PROVISIONS

9.1 Books and Records. The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of

each Director, and each officer; and such other records as may be necessary or advisable. All book and records of the Corporation may be inspected by any Member or their agent or attorney, for any proper purposes at any reasonable time upon at least thirty (30) days prior written notice.

9.2 Fiscal Year. The fiscal year of the Corporation shall begin at 12:00 a.m. on March 1, and end at 11:59 p.m. on the last day of February of the following year.

9.3 Annual Review or Audit. The Board shall retain an independent accounting firm to review or audit financial statements for each fiscal year, and the Board shall review the results of such audit or review as soon as practical, but no later than 180 days following the end of the fiscal year.

10.49.4 Rules of Procedure. The rules of procedure at meetings of the Members, Board and the committees of the Board shall be 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 any resolution of the Board.

9.5 Insurance. The Corporation shall provide Directors and Officers Liability Insurance covering Directors and Officers for performing acts and responsibilities directly related to the Corporation.

9.6 Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. The Corporation may, in the discretion of the Directors, pay an officer, employee or other person providing services to the Corporation for such services, provided that such payment shall not exceed the reasonable market value for such services and provided there are no conflicts of interest as provided under these bylaws.

9.7 Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Directors. In the absence of such determinations by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or the Vice President of the Corporation.

9.8 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, saving institutions, brokerage accounts or other FDIC insured depositories as the Corporation Treasurer may select. No single account may exceed the FDIC insurance limit at any particular financial institution.

9.9 Gifts. The Directors may accept on behalf of the Corporation any contribution, gift, grant, bequest or devise for the general purposes or for any specific purpose of the Corporation. Gifts of non-marketable securities or items such as real estate, that may have associated liability, will not be accepted without prior Board approval. Each

gift or donation shall be acknowledged with a receipt from the Club Treasurer to the donor confirming IRS tax deductibility of the contribution to the extent benefits were not received by contributor in accordance with IRS regulations.

9.10 Loans. No loans shall be made by the Corporation to its officers or directors.

ARTICLE 10. INDEMNIFICATION OF DIRECTORS AND OFFICERS

10.1 Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 10.2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Section 10.1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Director or Officer, to repay all amounts so advanced if it shall ultimately be determined that such Director or Officer is not entitled to be indemnified under this Section 10.1 or otherwise.

10.2 Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 11.1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in

advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

10.3 Non-exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

10.4 Insurance, Contracts and Funding. The Corporation shall maintain insurance at its expense, to protect itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Corporation may enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article 11 and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

10.5 Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of Directors and Officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

ARTICLE 12. AMENDMENTS

These bylaws or any part thereof may be amended or repealed, or new bylaws adopted, by majority vote of the Board of Directors and, if required by the Washington nonprofit corporation act, by approval of the Members entitled to vote.

ARTICLE 13. CHARITABLE PURPOSE; LIMITATIONS

All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, religious, scientific, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("the Code") or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provisions.

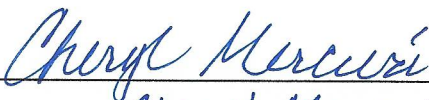
No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provisions of these bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members (if any), directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations, as determined by the Board of Directors, that are recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which this Corporation is organized.

The undersigned, being the Secretary of the corporation, hereby certifies that these bylaws are the bylaws of Washington Premier Football Club, adopted by resolution of the Board of Directors on October 18, 2021.



Printed Name: Cheryl Mercuri
Title: Secretary