

BYLAWS
OF
PUGET SOUND PREMIER LEAGUE

A Washington Non-profit Corporation

Pursuant to RCW 24.03.070, the undersigned Board of Directors of the Puget Sound Premier League, a Washington nonprofit corporation, hereby adopt the following Bylaws for such Corporation, as follows:

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be Puget Sound Premier League. The business of the corporation may be conducted as Puget Sound Premier League or PSPL.

1.02 Name Change

The Corporation may, at its pleasure, change its name by vote of a majority of the members. Any such name change shall be done implemented by filing notice of the use of an assumed name by the Corporation or by amendment to the Bylaws of the Corporation and the Articles of Incorporation with the Washington Secretary of State

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

The purpose of the Puget Sound Premier League is to develop, implement and facilitate a statewide youth soccer program through education and training, to provide administration and to assist and provide oversight in the development of clubs and leagues that have affiliated with the PSPL and US Club Soccer. The purpose for which the Corporation is organized are exclusively religious, charitable, literary, scientific and educational within the 501(c)(3) of the Internal Revenue Code of 1954 or the

corresponding provision of any future Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any provision hereinafter set forth, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt for Federal income tax pursuant to 501(c)(3) of the Revenue Code of 1986 or the corresponding provisions

2.02 Powers

The Puget Sound Premier League has authority to take the actions set forth in the Governing and Operating Documents, including without limitation its Articles of Incorporation, Bylaws, Policies, Procedures and Rules. The Puget Sound Premier League shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

- A. Nonprofit Legal Status. Puget Sound Premier League is a Washington State non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- B. Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no Director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended or the corresponding section of any future income tax code; or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code as it now exists or may be amended or the corresponding section of any future income tax code.
- C. Compensation. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any Director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
- D. Distribution upon Dissolution. Upon termination or dissolution of the Puget Sound Premier League, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.
 - a. The organization to receive the assets of the Puget Sound Premier League hereunder shall be selected in the discretion of a majority of the managing body of the Corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Puget Sound Premier League, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or

organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Washington.

- b. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Puget Sound Premier League, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Washington to be added to the general fund.

ARTICLE III

MEMBERSHIP

3.01 Membership Classes

The Corporation shall consist of one class of voting members and multiple classes of non-voting members. The voting members shall consist of the Board of Directors. These voting members are entitled to vote at the annual meeting herein after established by the Board of Directors.

- A. Member classes shall be defined pursuant to the PSPL Members and Membership Standards document.

3.02 Condition of Membership

Condition of Membership shall be defined pursuant to the PSPL Members and Membership Standards Policy with all rights and restrictions set forth in said document.

3.03 Voting Rights

Voting members of Puget Sound Premier League shall be the Board of Directors with each member having the ability to cast ONE (1) vote on each matter brought up at the Annual Meeting or any special meeting called by the Board of Directors. Non-voting members will have no interest in or to the corporation, its properties and franchises, its strategic planning, voting and/or day to day operations. These duties are specifically reserved for the Board of Directors and the Corporation's Officers as defined herein.

3.04 Dues

Any dues for affiliates shall be determined by the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

4.01 Powers

All corporate powers shall be exercised by or under authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors except as may be otherwise provided in Title 23B RCW, the Washington Business Corporation Act, Title 24.03 the Washington Nonprofit Corporation Act, the Articles of Incorporation, and these Bylaws.

4.02 Number of Directors

Puget Sound Premier League shall have a Board of Directors consisting of at least four (4) and no more than fifteen (15) Directors. Within these limits, the Board of Directors may increase or decrease, by majority vote, the number of Directors serving on the board, including for the purpose of staggering the terms of Directors.

4.03 Founders

A minimum of four positions on the Board of Directors shall be designated Founders' positions, and shall be permanently occupied by the Directors holding those positions until resignation or removal of the Director, at which time they shall be replaced by a new Director pursuant to the process outlined herein.

4.03 Terms

- A. Founders Terms. Directors considered Founders shall have a perpetual term on the Board, subject to the terms and provisions contained in these Bylaws and the Articles of Incorporation.
- B. Directors Terms. All Directors not considered Founders shall be elected to serve a 3-year term, however the term may be extended until a successor has been elected, unless otherwise addressed herein.
- C. Staggering of Terms. Director terms shall be staggered so that no more than one-half the number of Directors will end their terms in any given year.
- D. Successive Terms. Directors may serve terms in succession, subject to the terms and provisions contained in these Bylaws and the Articles of Incorporation.
- E. Term Calendar. The term of office shall be considered to begin June 1 and end May 31 of the third year in office, unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a Director on the Board of Directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the Board of Directors. The election of Directors to replace those who have fulfilled their term on the board shall take place at the Puget Sound Premier League's Annual Meeting of each year.

- A. Founders. Any Director may be elected and designated a Founder by two-thirds majority vote of a quorum **and** unanimous vote of the Founders in office. Directors may be elected and designated a Founder at the Annual Meeting, any Regular Meeting or any Special Meeting of the Board of Directors.

- B. Directors. Any eligible individual may be elected to the Board of Directors by two-thirds majority vote of a quorum **and** unanimous vote of the Founders in office. Directors may be elected at the Annual Meeting, any Regular Meeting or any Special Meeting of the Board of Directors.

4.05 Vacancies

- A. Term Expiration. The Board of Directors may fill vacancies due to the expiration of a Director's term of office, subject to the maximum number of Directors under these Bylaws.
- B. Existing Vacancies and Newly Created Board Positions. The Board of Directors may appoint new Directors to fill a previously unfilled or newly created board positions, subject to the maximum number of Directors under these Bylaws.
- C. Unexpected Vacancies. Vacancies on the Board of Directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the Director being replaced (or) the Board of Directors, by majority vote, may eliminate the board position, subject to the minimum and maximum number of Directors under these Bylaws.

4.06 Removal of Directors

- A. A Director not designated a Founder may be removed by two-thirds vote of the Board of Directors then in office, if:
- The Director is absent and unexcused from two or more meetings of the Board of Directors in a twelve month period. The board president is empowered to excuse Directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:
 - For cause or no cause, if before any meeting of the board at which a vote on removal will be made the Director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.
- B. A Director designated a Founder may be removed by two-thirds majority vote of a quorum **and** unanimous vote of the remaining Founders then in office, if:
- The Director is absent and unexcused from two or more meetings of the Board of Directors in a twelve month period. The board president is empowered to excuse Directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:
 - For cause or no cause, if before any meeting of the board at which a vote on removal will be made the Director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.
- C. A Director designated a Founder may have their Founder designation removed by two-thirds majority vote of a quorum **and** unanimous vote of the remaining Founders then in office. Said individual will still be considered a Director and serve on the Board of Directors, serving a term expiring at end of the calendar year, December 31, at which time the position will be considered "Vacant" and filled pursuant to these bylaws.

4.07 Board of Directors Meetings.

- A. Annual Meeting. The Puget Sound Premier League will hold its Annual Meeting on or after June 15th and before the end of the calendar year. At the Annual Meeting vacant Director positions will be filled pursuant to these bylaws
 - a. Annual Meeting Notice. At least twenty (20) days, but not more than fifty (50) calendar days before the Annual Meeting, the President or the Secretary shall either personally deliver or mail a written notice of the annual meeting to each Member of record entitled to vote at such meeting. Such notice shall state the place, day, and hour of the annual meeting.
- B. Regular Meetings. Regular meetings of the Board of Directors shall be held immediately subsequent to the Annual Meeting. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board.
 - a. Regular Meetings Notice. Board meetings shall be held upon two (2) days notice by first-class mail, electronic mail, or facsimile transmission or twenty-four (24) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.
- C. Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any three (3) other Directors of the Board of Directors.
 - a. Special Meetings Notice. A special meeting must be preceded by at least ten (10) days notice to each Director of the date, time, and place, but not the purpose, of the meeting. Additionally, the President, the Secretary, or the officer or persons calling the meeting shall either personally deliver or mail a written notice to each Director of record no less than two (2) days prior to such meeting. Such notice shall state the place, day, and hour of such meeting, and the purpose or purposes for which such meeting is called. No business shall be transacted at any special meeting except as stated in the notice sent to the Directors, unless by the unanimous consent of all voting Directors at such meeting, either in person or by proxy
- D. Mailing of Notices. If mailed, notices shall be deemed to be delivered when deposited in the United States mail, first class postage prepaid:
 - a. Addressed to the Director at his or her address as it appears on the Corporation's record; and
 - b. If the Corporation has a more current address for the Director, then also to the Director at such address.
- E. Waiver of Notice. Any Director may waive notice of any meeting, in accordance with Washington law.
 - a. Attendance of a Director or a committee member at a meeting shall constitute a waiver of notice of such meeting, except where a Director or committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.08 Manner of Acting.

- A. Quorum. A majority of the Directors either in person, or by proxy, shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

- a. Quorum Not Present at Annual Meeting. If a quorum is not present at the annual meeting, the affirmative vote of the majority of those Directors at the meeting, in person or by proxy, may adjourn the annual meeting to a future place, day and hour. Notice of such adjournment shall be either electronically delivered, personally delivered or mailed postage prepaid, to each Director at least ten, but not more than sixty, business days before the meeting to be held pursuant to such Resolution of Adjournment.
 - b. Quorum Present at Annual Meeting. If a quorum is present at the annual meeting, the affirmative vote of the majority of those Directors at the meeting, in person or by proxy, may adjourn the annual meeting to a future place, day and hour. No notice of such adjournment need be given. A quorum must be present at all such adjournments, otherwise, subsequent adjournments and notice shall be given to Directors as provided in 4.08 (A) (a).
- B. Majority Vote. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the board.
 - C. Hung Board Decisions. On the occasion that Directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.
 - D. Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.
 - E. Proxy Voting. A Director may vote either in person or by proxy. All proxies shall be written and shall bear the notarized signature of the person giving the proxy or the notarized signature of his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.
 - F. Informal Action by the Board of Directors without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of board members gives consent.
 - G. Telephonic Meetings. Pursuant to RCW 24.03.120, members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as Directors. The board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

ARTICLE V

COMMITTEES

5.01 Committees

The Board of Directors may, by the resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of one or more Directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- A. Take any final action on matters which also requires board members' approval or approval of a majority of all members;
- B. Fill vacancies on the Board of Directors of in any committee which has the authority of the board;
- C. Amend or repeal Bylaws or adopt new Bylaws;
- D. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- E. Appoint any other committees of the Board of Directors or the members of these committees;
- F. Expend corporate funds to support a nominee for Director; or
- G. Approve any transaction;
 - a. To which the corporation is a party and one or more Directors have a material financial interest; or
 - b. Between the corporation and one or more of its Directors or between the corporation or any person in which one or more of its Directors have a material financial interest.

5.2 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

MEETINGS OF COMMITTEES. Regular or special meetings of any committee designated by the Board of Directors may be called by any member of such committee by giving one business day oral notice to every other committee member.

ARTICLE VI

OFFICERS

6.01 Board Officers

The officers of the corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine.

6.02 Fulfillment of Multiple Offices

One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

6.03 Election of Officers

The officers shall be elected by the Directors after the organization of the Corporation, and thereafter by Directors at the Annual Meeting, any regular meeting or any special meeting, pursuant to Article 4.07 and 4.08. All officers shall hold office for three (3) years or until their successors are elected and qualified.

6.04 Term of Office

Each officer shall serve a three (3) year term of office. Unless unanimously elected by the board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

6.05 Removal and Resignation

The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall also serve as the Chairman of the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors. The president shall perform all other

duties incident to the office and shall have general charge of the control over the affairs of the Corporation, subject to and properly required by the Board of Directors.

6.05 Vice President

In the absence or disability of the board president, the ranking vice-president or vice-president designated by the Board of Directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the board president. The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

6.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of Directors and committees as required by the Bylaws. The Secretary shall have custody of all books, records, and papers of the Corporation, except such as shall be in the charge of the Treasurer or some other person authorized to have custody and possession thereof by resolution of the Board of Directors. The Secretary shall have custody of the corporate seal and shall affix said seal to such instruments as are deemed proper by the Board of Directors. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the board president. The secretary may appoint, with approval of the board, a Director to assist in performance of all or part of the duties of the secretary.

6.07 Treasurer

The treasurer shall be the lead Director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other Directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The treasurer shall perform all duties properly required by the Board of Directors or the board president. The treasurer may appoint, with approval of the Board of Directors, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

The Treasurer shall oversee all accounts of all moneys of the Corporation received or disbursed, and shall deposit, or designate for deposit, all monies and valuables in the name of and to the credit of the Corporation in such bank or banks or other depository as the Board of Directors shall designate. All checks for the payment of money shall be signed by such officer or officers or employees as may be designated by the Board of Directors. The Treasurer shall be responsible for the maintenance of the financial records of the Corporation and shall such periodic reports and render such statements as the Board of Directors shall require.

6.08 Non-Director Officers

The Board of Directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the Board of Directors or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the president, treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board of Directors.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence 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 Board of Directors.

7.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the Board of Directors may select.

7.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

7.05 Indemnification

- A. Mandatory Indemnification. The corporation shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- B. Permissible Indemnification. The corporation shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made

in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

- C. Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the Director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.
- D. Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a Director, consistent with Montana Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE VIII

MISCELLANEOUS

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the corporation shall be from June 1 to May 31 of each year.

8.03 Conflict of Interest

The board shall adopt and periodically review a Conflict of Interest Policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

8.04 Harassment and Non-discrimination Policy

The board shall adopt and periodically review a Non-discrimination Policy to protect the corporation's interest. Officers, Directors, committee members, employees, and persons served by the Puget Sound Premier League will be selected entirely on a non-discriminatory basis with respect to age, sex, race,

religion, national origin, and sexual orientation. It is the policy of Puget Sound Premier League not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE IX

CODE OF ETHICS POLICY

9.01 Purpose

Puget Sound Premier League requires and encourages Directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. All Directors, officers and employees will be subject to the PSPL Code of Ethics Policy.

ARTICLE X

AMENDMENT OF BYLAWS

10.01 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of two-thirds majority of the Board of Directors then in office at a meeting of the Board, provided, however,

- A. That no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- B. That an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by two-thirds majority vote of a quorum **and** unanimous vote of the Founders in office; and,
- C. That all amendments be consistent with the Articles of Incorporation.

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

11.01 Articles of Incorporation Amendment

The Articles of Incorporation may be amended only by the written consent or affirmative vote of two-thirds (66.7%) of the voting members, except that any section of these Articles of Incorporation that provides for a greater vote of the voting members may be amended only upon the written consent or affirmative vote of the voting members provided for in that section. Members must be notified of proposed amendments no less than 10 days before they are voted upon. Amendments shall become effective at the beginning of the next seasonal year unless otherwise specified.
