

*Sting Premier Soccer
Club Inc. dba
Timbers Thorns North FC
Bylaws*



TABLE OF CONTENTS

ARTICLE 1- CLUB NAME, PRINCIPAL OFFICE, AND PURPOSES.....	1
Section 1.1 Name: Incorporation	1
Section 1.2 Principal Office	1
Section 1.3 Purpose of the Club	1
ARTICLE 2- DEFINITIONS	1
Section 2.1 Articles	1
Section 2.2 Annual General Meeting "AGM"	1
Section 2.3 Bylaws	1
Section 2.4 Club	1
Section 2.5 Director(s).....	1
Section 2.6 Member	1
Section 2.7 Officer(s)	1
ARTICLE 3- MEMBERSHIP; ANNUAL GENERAL MEETINGS; SPECIAL MEETINGS AND VOTING RIGHTS	2
Section 3.1 Classes of Members	2
Section 3.2 Voting Membership	2
Section 3.3 Nonvoting (Associate) Membership	2
Section 3.4 Member Discipline.....	2
Section 3.5 Member Voting Requirements	2
Section 3.6 Votes Allowed for Multiple "Members" of the Same Family	2
Section 3.7 Equal Opportunity	2
Section 3.8 Meetings.....	2
Section 3.8.1 Quorum	2
Section 3.8.2 Annual Meetings.....	2
Section 3.8.3 Special Meetings	3
Section 3.8.4 Notice and Location of Meetings.....	3
Section 3.8.5 Adjournment.....	3
Section 3.8.6 Rules at Meetings.....	3
ARTICLE 4- ARTICLE 4--BOARD OF DIRECTORS	3
Section 4.1 Number and Term of Directors	3
Section 4.2 Election of Board of Directors	3
Section 4.2.1 Nomination.....	4
Section 4.2.2 Election of Directors.....	4
Section 4.2.3 Removal of Director	4
Section 4.2.4 Vacancies	4
Section 4.3 Meetings	4
Section 4.3.1 Regular Meetings.....	4
Section 4.3.2 Special Meetings	4

Section 4.3.3 Waiver of Notice	5
Section 4.3.4 Quorum	5
Section 4.3.5 Proxies	5
Section 4.3.6 Action by Consent of Directors	5
Section 4.3.7 Adjournment - Executive Session	5
Section 4.3.8 Board Meetings Open to Members	5
ARTICLE 5- POWERS AND DUTIES OF THE BOARD OF DIRECTORS	5
Section 5.1 Administration	5
Section 5.2 Selection, Appointment, Supervision and Removal.....	5
Section 5.3 Policies.....	6
Section 5.4 Enforcement of Policies/Bylaws.....	6
Section 5.5 Compliance	6
Section 5.5.1 Bylaws of National Soccer Organizations	6
Section 5.5.2 IYSA	6
Section 5.6 Governance Individuals Associated with Club	6
Section 5.7 Insurance	6
Section 5.8 Delegation of Powers	6
Section 5.9 Financial/Accounting Duties of the Board.....	7
Section 5.9.1 Accounting Records of the Club	7
Section 5.9.2 Borrow Money/Incur Indebtedness	7
Section 5.9.3 Dues of the Club	7
Section 5.9.4 Tax Returns.....	7
Section 5.9.5 Payment of Taxes/Charges	7
Section 5.10 Discipline of Members	7
ARTICLE 6- -OFFICERS	7
Section 6.1 Enumeration and Term.....	7
Section 6.2 Election of Officers	7
Section 6.3 Resignation and Removal.....	7
Section 6.4 Vacancies	8
Section 6.5 Multiple Offices.....	8
Section 6.6 Duties.....	8
Section 6.6.1 President.....	8
Section 6.6.2 Preside at Meetings	8
Section 6.6.3 Voting Rights of President.....	8
Section 6.6.4 Chief Executive Officer.....	8
Section 6.7 Vice President.....	8
Section 6.8 Secretary	8
Section 6.9 Treasurer	8
Section 6.10 The Executive Committee	8
Section 6.10.1 Composition of the Executive Committee, The Executive Committee shall be composed of the following:	9
Section 6.10.2 Authority to Conduct Business	9

Section 6.10.3 Meetings	9
Section 6.10.4 Authority and Procedure for Meetings	9
Section 6.10.5 Recording of and Ratification of Actions Taken by Executive Committee.....	9
ARTICLE 7- DISCIPLINE OF MEMBERS; SUSPENSION OF RIGHTS.....	9
ARTICLE 8- -BUDGETS, FINANCIAL STATEMENTS, BOOKS AND RECORDS	9
Section 8.1 Budgets and Financial Statements	9
Section 8.2 Fiscal Year	9
Section 8.3 Inspection of Club's Books and Records	10
ARTICLE 9- AMENDMENT OF BYLAWS.....	10
ARTICLE 10- MISCELLANEOUS PROVISIONS.....	10
Section 10.1 Compensation and Indemnity of Officers and Directors	10
Section 10.2 Indemnity of Officers and Directors	10
Section 10.3 Committees	10
Section 10.4 Notices	11

BYLAWS OF
STING PREMIER SOCCER CLUB INC.

ARTICLE 1- CLUB NAME, PRINCIPAL OFFICE, AND PURPOSES

Section 1.1 Name: Incorporation. The name of this association (the "Club") is Sting Premier Soccer Club Inc. The Club has been incorporated as a nonprofit Idaho corporation, by the filing of Articles of Incorporation ("Original Articles") with the Idaho Secretary of State on May 15, 1985, which Articles were amended and restated by the Amended and Restated Articles of Incorporation dated August 31, 2023 (the "Articles").

Section 1.2 Principal Office. The principal office of the Club shall be in at its principal place of business within Kootenai County, Idaho or such other place within the State of Idaho as the Board of Directors may designate.

Section 1.3 Purpose of the Club. The purpose of the Club is to provide an atmosphere for players to develop their soccer skills both technically and tactically, as well as to develop positive off- field characteristics, such as sportsmanship, dedication, honesty, commitment, respect for others, a strong work ethic, and a sense of self-worth.

ARTICLE 2- DEFINITIONS

As used in these Bylaws, the following terms shall be defined as follows:

Section 2.1 Articles. Shall refer to the Articles of Incorporation for the Club, as amended from time to time.

Section 2.2 Annual General Meeting "AGM". Shall refer to the meeting held annually each July for the membership as described in Sections 3.2 and 3.3.

Section 2.3 Bylaws. Shall refer to these Bylaws, as amended from time to time.

Section 2.4 Club. Shall refer to the Sting Premier Soccer Club Inc., as incorporated non-profit under the laws of the State of Idaho.

Section 2.5 Director(s). shall refer to one or more of the members of the Board of Directors of the Club, who shall be elected, serve, and have the responsibility for administration of the Club as provided herein.

Section 2.6 Member. Shall refer to both voting and nonvoting (associate) members.

Section 2.7 Officer(s). Shall refer to the individuals elected by the Board to carry out specific functions of the Club. Officers shall have the responsibilities set forth herein and any others delegated to them by the Board.

ARTICLE 3- MEMBERSHIP; ANNUAL GENERAL MEETINGS; SPECIAL MEETINGS AND VOTING RIGHTS

Section 3.1 Classes of Members. The Club shall include the following classes of membership:

Section 3.2 Voting Membership. The voting membership shall include all current parents of players, all Directors, all paid employees of the Club and all team coaches and assistant coaches. For voting rights for multiple "Members" of a family, see Section 3.6.

Section 3.3 Nonvoting (Associate) Membership. The nonvoting membership (also referred to as associate membership) shall include players, referees, administrative personnel, volunteers, and others involved in the functions of the Club who do not meet the above criteria for voting membership.

Section 3.4 Member Discipline. The Board shall have the authority to deny or revoke membership status to anyone having a moral character inconsistent with the stated purposes of the Club; whose participation in the Club is potentially disruptive to the operations of the Club or dangerous to the other Members; or who has failed to abide by or violated the provisions set out in the TTNFC Parent Expectations Form, the TTNFC Player Code of Conduct, or the IYSA Coaches' Code of Ethics (as applicable to each individual) as determined by the Board. (See also, Article 7.)

Section 3.5 Member Voting Requirements. Any action by the Club which must have the approval of the Club membership before being undertaken shall require the vote or written assent of the prescribed percentage of a quorum of the voting membership. Except on matters otherwise specifically provided for in the Articles or these Bylaws, the vote of a majority of a quorum of voting Members present at any meeting shall constitute the vote of the Members.

Section 3.6 Votes Allowed for Multiple "Members" of the Same Family. Only one (1) vote shall be allowed to each family although multiple eligible voting family "members" may be in attendance at a meeting. Members must be present to vote.

Section 3.7 Equal Opportunity. Club membership shall be open to anyone desiring to participate in Club programs and activities, without regard to age, sex, race, national origin, ethnic background, sexual preference, or place of residence.

Section 3.8 Meetings.

Section 3.8.1 Quorum. Those present at any meeting of the membership of the Club, shall constitute a quorum.

Section 3.8.2 Annual Meetings. Regular annual meetings of the Members of the Club shall be held in the month of July, or as otherwise scheduled by the Board.

Section 3.8.3 Special Meetings. A special meeting of Members of the Club may be called by the President or majority of the board. Additionally, a special meeting can be called by the Board upon receipt of a written request signed by a minimum of twenty (20) voting Members.

Section 3.8.4 Notice and Location of Meetings. At the direction of the President, the Secretary, or the Officers or other persons calling a meeting, notice of regular and special meetings of the members shall be given to all voting Members in the manner specified for said notices under these Bylaws, and in accordance with the Idaho Nonprofit Corporation Act. Such notice shall specify the place, day, and hour of the business to be undertaken, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Except in the case of an emergency, at least ten (10) days' notice (but not more than sixty (60) days' notice) of any meeting shall be provided prior to the meeting. Meetings of the Club membership shall be held at a convenient place in Kootenai County. All Members of the Club shall be entitled to attend any meeting of the membership, but only voting Members shall be entitled to vote upon any matter submitted to the membership for a vote, with only one vote per family allowed to be cast.

Section 3.8.5 Adjournment. A majority of those present in person or by proxy at any meeting of the membership may adjourn the meeting to another time. No additional notice shall be required for the reconvening of a meeting that has been adjourned.

Section 3.8.6 Rules at Meetings. Except as otherwise provided in these Bylaws or the Articles, all meetings of the Members shall be governed by Roberts Revised Rules of Order.

ARTICLE 4- ARTICLE 4--BOARD OF DIRECTORS

Section 4.1 Number and Term of Directors. The Board shall consist of five (5) Directors, each of whom shall serve a two (2) year term. Directors will be elected at the Annual General Meeting to staggered two-year terms with three (3) directors elected during even years and two (2) directors elected during odd years. The exceptions to this would be the President and Vice President as delineated by Section 6.1 of the bylaws. The Immediate Past President has the option to stay on the board in a nonvoting advisory capacity. Board members shall not be salaried staff members, a relative or an immediate family member of a salaried staff member, or a team coach.

Section 4.2 Election of Board of Directors.

Section 4.2.1 Nomination. Nominations for election to the Board of Directors may be made in writing no later than ten (10) days prior to the AGM. Additionally, the Board may appoint a Nominating Committee, which shall consist of a Chairman, who shall be a member of the Board of Directors, the Club secretary, and two (2) or more Members of the Club. If the Board determines to appoint a Nominating Committee, the Committee shall be appointed at least thirty (30) days prior to the AGM, to serve until the close of such annual meeting, and shall make as many nominations for election. Nominees must submit a resume and written acceptance of their nomination by a set date prior to the AGM to the board president. The board shall publish the name of candidates ten (10) days prior to the AGM.

Section 4.2.2 Election of Directors. Elections of Board members shall be by secret written ballot, with each voting Member having the right to vote for the number of Directors to be elected. Cumulative voting shall not be allowed. Voting Members must be present to vote. Ballots will be counted by the acting Secretary and Treasurer of the club in a separate disclosed location. Ballots will be held for thirty (30) days after the AGM.

Section 4.2.3 Removal of Director. An individual Director may be removed by 75% vote of the Board of Directors present in person at a regular meeting or at a special meeting called for such a purpose.

Section 4.2.4 Vacancies. Vacancies in the Board caused by any reason, other than the removal of a Director by the voting in of a replacement by the Members, shall be appointed by the President and filled by vote of the majority of the remaining Directors, and each person so elected shall be a Director for the remainder of the term of the Director he or she replaces, or until a successor is elected at a special meeting of the Members called for that purpose.

Section 4.3 Meetings.

Section 4.3.1 Regular Meetings. Regular meetings of the Board shall be conducted at least quarterly at a time and place within Kootenai County, as may be fixed by the Board. Regular meetings shall be held on a prescribed schedule adopted by the Board, which schedule shall be announced at a meeting of the Board, and subject to changes approved by the Board. The President shall have the authority to cancel, postpone, or reschedule the date and place of any regular meeting for a particular month, by giving reasonable advance notice to all Directors, in the manner prescribed for notices under these Bylaws and the Idaho Nonprofit Corporation Act. Directors shall not miss more than three meetings in a fiscal year. The regular meeting for the month in which the annual meeting of the membership occurs shall at the discretion of the Board, be held immediately following the annual membership meeting.

Section 4.3.2 Special Meetings. A special meeting of the Board may be called by notice given or authorized by the President or majority of the board. Notice shall be provided to all Directors, in accordance with the Idaho Nonprofit Corporation Act (not less than 10 days before said meeting and not more than (60) sixty days before said meeting) and shall include a description of the nature of any special business to be considered by the Board.

Section 4.3.3 Waiver of Notice. Before or at any meeting of the Board, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice to that Director. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him/her of the time and place of the meeting, except where such attendance is for the limited and express purpose of objecting to the transaction of any business at the meeting because the meeting is not properly called or convened.

Section 4.3.4 Quorum. The presence in person of a majority of the Directors at any meeting of the Board shall constitute a quorum. The vote of a majority of the quorum actually present at any meeting shall constitute the vote of the Board unless expressly provided to the contrary in these Bylaws.

Section 4.3.5 Proxies. Proxy voting will be allowed by a Director, by the Director giving written or verbal instruction to the Secretary of the Club or if a proxy is given to another Director in attendance, providing the Secretary of the Club with a written proxy.

Section 4.3.6 Action by Consent of Directors. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action.

Section 4.3.7 Adjournment - Executive Session. The Board may, with the approval of a majority of a quorum of the Directors, adjourn a meeting and reconvene in executive session to discuss personnel matters, litigation in which the Club is or may become involved, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

Section 4.3.8 Board Meetings Open to Members. Regular and special meetings of the Board shall be open to all Members of the Club; provided, however, that Club Members who are not on the Board may not participate in any deliberation or discussion unless expressly so authorized by the Board.

ARTICLE 5- POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 5.1 Administration. The Board shall have the powers and duties necessary for the administration of the affairs of the Club. Without limitation on the generality of the foregoing powers and duties, the Board shall be vested with, and responsible for, the following powers and duties:

Section 5.2 Selection, Appointment, Supervision and Removal. To select, appoint, supervise, and remove all Officers, agents and employees of the Club; to prescribe such powers and duties for them as may be consistent with law, and with these Bylaws; and to require from them security for faithful service when deemed advisable by the Board;

Section 5.3 Policies. To consider and adopt Policies for the operation and management of the Club. Matters to be incorporated into Policies shall include, without limitation, player eligibility, dues or charges for participation in Club activities, financial controls, disciplinary matters, job descriptions, and committee responsibilities.

Section 5.4 Enforcement of Policies/Bylaws. To enforce the applicable provisions of these Bylaws, and all duly adopted Policies;

Section 5.5 Compliance. To the extent consistent with applicable law:

Section 5.5.1 Bylaws of National Soccer Organizations. Cause the Club to comply with the bylaws of Idaho Youth Soccer Association (IYSA), US Youth Soccer Association (USYSA), US Soccer Federation (USSF), and US Club Soccer (USCS);

Section 5.5.2 IYSA. Cause the Club to comply with the policies, procedures, and requirements of IYSA's internal operations and the administration of IYSA programs.

Section 5.5.2.1 Submission of Club Governance Changes to IYSA. Submit to IYSA any amendment to the Club's Articles, Bylaws, Policies, rules, and regulations.

Section 5.5.2.2 Registration with IYSA. Annually register with IYSA every team, coach, assistant coach, player, and administrator.

Section 5.5.2.3 Players to be Registered with IYSA Before First Game. Require that all players be registered prior to their first game appearance.

Section 5.5.2.4 Employee/Volunteer Disclosure Statements to IYSA. Submit to the IYSA Risk Management Director an employment/volunteer disclosure statement for all volunteers, employees, coaches, assistant coaches, and program administrators who are involved with any approved or sponsored program of IYSA, USYSA, USSF or USSC, or their members; and

Section 5.5.2.5 Payment of Fees to IYSA. Pay all required fees to IYSA by the deadline fees are due; and

Section 5.6 Governance Individuals Associated with Club. Be responsible for governing all persons associated with the Club.

Section 5.7 Insurance. To contract for casualty, liability and other insurance on behalf of the Club, Board, Employees, and/or its Members.

Section 5.8 Delegation of Powers. To delegate its powers to committees, Officers, employees, or other agents of the Club; provided that all official action of the Club shall be approved or ratified by the Board before becoming final.

Section 5.9 Financial/Accounting Duties of the Board.

Section 5.9.1 Accounting Records of the Club. To keep complete and accurate books and records of the receipts and expenditures of the Club, specifying and itemizing the income received and expenses incurred, and to prepare budgets and financial statements for the Club as required in these Bylaws in accordance with good accounting procedures; to provide for independent audits if and as required by law.

Section 5.9.2 Borrow Money/Incur Indebtedness. To borrow money and incur indebtedness for purposes of the Club, and to cause to be executed and delivered therefor, in the Club's name, promissory notes or other evidence of debt, subject to the approval requirements of any applicable law.

Section 5.9.3 Dues of the Club. To fix and collect dues and charges for participation in Club activities.

Section 5.9.4 Tax Returns. To prepare and file annual tax returns with the federal and state governments and to make such elections as may be necessary to reduce or eliminate the tax liability of the Club.

Section 5.9.5 Payment of Taxes/Charges. To pay any taxes or other charges which may be assessed against the Club by any governmental or quasi-governmental jurisdiction having authority, or by any soccer organization with which the Club may be affiliated;

Section 5.10 Discipline of Members. To initiate and execute disciplinary proceedings against Members of the Club for violations of the provisions of these Bylaws and/or duly adopted Policies relating to discipline. (See also, Article 7.)

ARTICLE 6- -OFFICERS

Section 6.1 Enumeration and Term. The Officers of this Club shall be a President, Vice President, Secretary, and Treasurer, and such other Officers as the Board may, from time to time, by resolution create. Officers will be elected to a board position for one year with an option if they choose to maintain that position for a second year. The President and Vice President will have an option for a third year in office if they are approved by a 75% vote of the current board, unless any of said officers shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 6.2 Election of Officers. The election of Officers shall take place at the first meeting of the Board of Directors following the AGM each annual meeting of the Members.

Section 6.3 Resignation and Removal. Any Officer of the Club may be removed from office by a 75% majority of the entire Board at any time with or without cause. Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified

therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.4 Vacancies. A vacancy in any office may be filled by appointment of the President and a majority vote by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he/she replaces.

Section 6.5 Multiple Offices. No two offices may be held by the same person.

Section 6.6 Duties. The duties of the Officers are as follows:

Section 6.6.1 President. The President shall-

Section 6.6.2 Preside at Meetings. Preside at all meetings of The Club and the Board of Directors;

Section 6.6.3 Voting Rights of President. The President shall have the same voting rights as all other Directors; and

Section 6.6.4 Chief Executive Officer. Be the Chief Executive Officer of The Club, including directing the staff of The Club, and shall have the general powers and duties usually vested in that office of a corporation.

Section 6.7 Vice President. Shall generally assist the President in the execution of his/her duties, thereby observing and learning the duties and responsibilities of the 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 also work in conjunction with the Secretary and act as parliamentarian for the Club.

Section 6.8 Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members, serve notice of meetings of the Board and of the Members, when such notice shall be required, keep or cause to be kept in conjunction with the Club administrator, appropriate current records showing the Members of the Club, together with their addresses, and shall perform such other duties as required by the Board.

Section 6.9 Treasurer. The Treasurer in conjunction with the Club accountant and Club President, shall receive and deposit, in appropriate bank accounts, all monies of the Club and shall disburse such funds as directed by resolution of the Board of Directors pursuant to approval of vouchers, when appropriate; shall cosign all checks (unless the authority to sign checks in the ordinary course of Club business has been delegated to an agent of the Board); and shall keep proper books of account and prepare or have prepared financial statements and tax returns as required in these Bylaws.

Section 6.10 The Executive Committee.

Section 6.10.1 Composition of the Executive Committee, The Executive Committee shall be composed of the following:

- (1) the President;
- (2) the Vice President;
- (3) the Secretary; and
- (4) the Treasurer.

Section 6.10.2 Authority to Conduct Business. The Executive Committee has the authority to conduct the business of The Club should the need arise between meetings of the Board of Directors.

Section 6.10.3 Meetings. The Executive Committee shall meet on the call of the President or on the written request of at least 3 members of the Committee.

Section 6.10.4 Authority and Procedure for Meetings. The Executive Committee may conduct the business of The Club by meeting, by telephone, or written consent without written notice, except that the Committee may not conduct business about general procedures or specific rules.

Section 6.10.5 Recording of and Ratification of Actions Taken by Executive Committee. All actions taken by the Executive Committee must be recorded in meeting minutes and ratified by the Board of Directors at the next Board meeting.

ARTICLE 7- DISCIPLINE OF MEMBERS; SUSPENSION OF RIGHTS

The Board shall have the power to impose reasonable non-monetary penalties and/or suspensions of a Member's rights (e.g., voting rights, playing rights, or other rights of participation in Club activities) or other appropriate discipline for failure to comply with the Bylaws or duly adopted Policies; provided that all such discipline shall be imposed in accordance with duly adopted Policies, and that the accused shall be given notice and the opportunity to be heard by the Board with respect to the alleged violations before a decision to impose discipline is reached (provided that temporary discipline may be taken by the Board in the event of an emergency, where based on reasonably reliable evidence that such discipline is warranted).

ARTICLE 8- BUDGETS, FINANCIAL STATEMENTS, BOOKS AND RECORDS

Section 8.1 Budgets and Financial Statements. Financial statements and pro forma operating budgets for the Club shall be regularly prepared (at least annually) and copies shall be made available to Members of the Club upon request and payment of reasonable copying charges.

Section 8.2 Fiscal Year. The fiscal year of the Club shall be as designated by resolution of the Board. In the absence of such a resolution, the fiscal year shall be the calendar year.

Section 8.3 Inspection of Club's Books and Records. The membership register, books of account, vouchers authorizing payments, minutes of meetings of the Members, of the Board, and of committees of the Board of the Club, and copies of the current Articles of Incorporation, Bylaws and Policies of the Club shall be made available for inspection and copying by any Member of the Club, at any reasonable time and for a purpose reasonably related to his/her interest as a Member. Such inspection may take place at the convenience of the Secretary, following reasonable advance notice to the Board (or the Secretary) by the Member desiring to make the inspection. Any Member or other person desiring copies of any document shall pay the reasonable cost of reproduction.

ARTICLE 9- AMENDMENT OF BYLAWS

These Bylaws may be amended at any time in accordance with the Articles of Incorporation of The Club and in any manner by resolution approved by two-thirds (2/3) of the entire Board of Directors (without reference to quorum requirements), subject to repeal or change by action of a majority of the voting power of the voting Members, provided any such amendment shall not be inconsistent with the Articles of incorporation or the law.

ARTICLE 10- MISCELLANEOUS PROVISIONS

Section 10.1 Compensation and Indemnity of Officers and Directors. No Director or Officer shall receive any loan from the Club or shall receive any compensation for services rendered for or on behalf of the Club, except reimbursement for actual sums spent on behalf of the Club, to the extent authorized by the Board. Notwithstanding the foregoing, two-thirds (2/3) of the entire Board may determine that a Board member may serve in a paid capacity pursuant to a written contract, which shall provide that it may be cancelled immediately on written notice from a majority of a quorum of the Board. In the event a Board member is so compensated, such Board member shall not, during the term of his/her contract: a. have any voting rights with respect to any matter coming before the Board (including matters relating to the subject contract); or b. be counted toward the establishment of a quorum for any reason.

Section 10.2 Indemnity of Officers and Directors. To the maximum extent permitted by Idaho law, each Director and Officer shall be indemnified by the Club against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him/her by judgment or settlement in connection with any proceeding to which he/she may be a party, or in which he/she may become involved, by reason of his/her being or having been a Director or Officer of the Club, except in cases of fraud, gross negligence or bad faith of the Director or Officer in the performance of his/her duties.

Section 10.3 Committees. The Board may appoint such committees as may be deemed appropriate in carrying out its purposes; provided, however, that the power and authority of any such committee shall be limited according to Idaho law, and that all official action of any committee shall be expressly authorized, approved, or ratified by the Board. Each member of the Board shall be expected to participate on at least one 2. committee, and each committee shall include at least one (1) member of Board, who shall be the liaison between the committee and the

Board. Each committee may consist of as few as one (1) member, and the members of each committee shall be appointed by the Board, unless the power to appoint members shall be delegated to the Board member assigned to such committee. The functions of each committee shall be set forth in a written Policy relating to such committee.

For example, and not by way of limitation, the Board shall contemplate establishing the following committees/positions: Player/Membership Registration; Equipment/Fields; Risk management; Nominations; Scholarships; Parent Representatives; Recreation; Fund Raising; Public Relations; Discipline; Tournaments; and Special Events

Section 10.4 Notices. Any notice permitted or required to be given under these Bylaws may be delivered personally, by telephone, e-mail, or regular mail. If delivery is by any method other than personal delivery or telephone, it shall be deemed to have been given forty-eight (48) hours after completion of all actions necessary to effectuate delivery (e.g., deposit in the regular mail, or the sending of e-mail).

ADOPTION OF AMENDED BYLAWS

We, the undersigned, being the President and Secretary of the Sting Premier Soccer Club Inc., do hereby certify that the within and foregoing Bylaws were adopted in accordance with the Idaho Nonprofit Corporation Act and the Club's Articles of Incorporation and that the same does constitute the Bylaws of said Club.

EXECUTED on August 31, 2023 by:



Heidi Jump, President



Jeff Hanna, Secretary