



**RESTATED BYLAWS  
OF  
THE ALASKA GOLDSTRIKERS SOCCER CLUB  
D/B/A  
ALASKA RUSH SOCCER CLUB**

**ARTICLE I - NAME**

**Section 1.1 Business Name.**

The Alaska Goldstrikers Soccer Club ("Corporation") shall also conduct its business under the d.b.a. of "Alaska Rush Soccer Club" or "Alaska Rush" or "Rush" to the extent permitted by its agreement with Soccer Partners America, d.b.a Rush Soccer. The Corporation shall register such d.b.a. names with the State of Alaska.

**ARTICLE II - OBJECTIVES AND PURPOSES**

**Section 2.1 Purpose.**

In fulfilling the purpose of the Corporation, as set out in its Articles of Incorporation, the Corporation will seek to advance and foster the game of soccer among all ages, and to teach, develop, promote and administer the game, as well as to foster and develop facilities suitable to the organization and conduct of the game. The Corporation may also foster local, state, national and international competition through affiliation with (but not control by) the United States Soccer Federation (U.S.S.F.) and its affiliates the Federation Internationale de Football Association (F.I.F.A)

**Section 2.2 No Private Benefit or Lobbying.**

In observing the provisions of the Articles of Incorporation, the Corporation shall not engage in the lobbying of any legislative body or any elected or administrative official of any federal or state government in any fashion that would result in loss of the Corporation's exemption under Section 501(c)(3) of the Internal Revenue Code. All revenues from business operations conducted by the Corporation, net of any operating expenses, shall be devoted exclusively to the furtherance of the purposes for which the Corporation is organized and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers, directors or employees or to other private persons; provided, however, the Corporation shall be authorized and empowered to make payment in good faith of reasonable and proper compensation to any officer, director or employee of the Corporation, or to any other person, organization, firm, association, corporation or institution in return for any services actually rendered to the Corporation.

**ARTICLE III - OFFICES**

**Section 3.1 Principal Office.**

The principal office of the Corporation shall be located at such location within the State of Alaska as the Board of Directors may designate from time to time. The Corporation may have such other offices within or without the State of Alaska as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**Section 3.2 Registered Office.**

The registered office of the Corporation required by the Alaska Nonprofit Corporation Act to be maintained in Alaska may be, but need not be, identical with the principal office of the Corporation in Alaska. The address of the registered office and the identity of the registered agent may be changed from time to time by the Board of Directors.



**ARTICLE IV - MEMBERSHIP**

**Section 4.1 Membership.**

The membership of the corporation shall consist of the members of the Board of Directors.

**Section 4.2 Election of Directors.**

At an election of the Board of Directors, each voting board member may cast one vote for each position of Director to be elected. A Voting Member's votes may not accumulate. The candidates receiving the highest number of votes for each position of Director shall be elected; provided, if there is a tie vote between two candidates for the same position, then there shall be a run-off between those candidates who have received the same number of votes, and the candidate receiving the greatest number of votes in the run-off shall be elected.

**Section 4.3 Voting by E- Mail.**

The Board of Directors may provide that such election may be held by email.

**Section 4.4 Voting by Proxy.**

No attendance or voting by proxy is allowed.

**Section 4.5 Nominations.**

Nominations for election to the Board of Director may be made by the Board of Directors. Such nominations shall be made by the board of directors or by a nominating committee established by the board of directors. The Board of Directors may establish a Nominating Committee for the purpose of soliciting potential candidates that have the best interest of the Corporation. No person may serve on the Nominating Committee if they are or will be a candidate for the position of a board member.

**ARTICLE V - BOARD OF DIRECTORS**

**Section 5.1 General Powers.**

All corporate powers of the Corporation shall be exercised by and under the authority of, and the affairs of the Corporation shall be managed under the direction of the Board of Directors.

**Section 5.2 Number of Directors; Qualifications.**

The Board of Directors shall be comprised of no less than 7 board of directors and a maximum of nine (9) Directors. All Directors shall be natural persons who have attained the age of eighteen (18) years.

**Section 5.3 Election of Directors.**

Notwithstanding the provisions of the prior Bylaws of the Corporation, the terms of all Directors who are serving irrespective of class, shall be elected to a three (3) year term. Each director shall hold office until their successors have been elected and been deemed qualified to serve.

**Section 5.4 Vacancies.**

Any Director may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein; the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A Director elected to fill a vacancy



shall be elected for the unexpired term of his predecessor in office and shall be qualified to hold the position to which he is elected. In no case, however, may a vacancy continue for longer than six (6) months or until the next annual meeting, whichever occurs first.

**Section 5.5 Regular Meetings.**

Meetings of the Board of Directors shall be held monthly without other notice than this Bylaw. The Board of Directors may provide by resolution the time and place, either within or outside Alaska, for the holding of additional regular meetings without other notice than such resolution.

**Section 5.6 Special Meetings.**

A special meeting of the Board of Directors may be called by or at the request of the President or three (3) Directors.

**Section 5.7 Notice.**

Notice of any special meeting shall be given at least two (2) days prior to the meeting by notice e-mail. 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

**Section 5.8 Telephone Conference Meetings.**

The Directors may conduct a valid meeting of the Board by communicating simultaneously with each other through means of conference, telephone or similar communications equipment.

**Section 5.9 Quorum.**

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 5.10 Manner of Acting.**

The act of the majority of the Directors present at a meeting at which a quorum is in communication shall be the act of the Board of Directors.

**Section 5.11 Compensation.**

It is anticipated that the directors will be unpaid volunteers and will serve without compensation for their services as directors, except for the reimbursement of expenses, which shall be made pursuant to policies adopted by the Board of Directors. A Board of Director is eligible to be paid on special projects outside of the board duties for the corporation.

**Section 5.12 Presumption of Assent.**

A Director of the Corporation who is present at a meeting of the Board of Directors at which any action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**Section 5.13 Action Without a Meeting.**



Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a written waiver of the meeting and consent to the action is signed by all of the Directors. The business transacted at any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present at such meeting and if before or after the meeting or approval of the minutes thereof, each of the Directors not present signs a written waiver of notice or a consent to holding such meeting or approval of the minutes thereof, and all such waivers, consents or approvals shall be made a part of the minutes of the meeting.

**Section 5.14 Removal.**

Any individual Director may be removed from office without assigning any cause, by the affirmative vote of fifty percent (50%) of the Voting Members. In case any one or more of the Directors are so removed, new Directors may be elected at the same meeting of Voting Members for the unexpired term of the Director or Directors so removed and such replacement Director shall be qualified to hold the position to which he or she is elected. Failure to elect Directors to fill the unexpired term of the Directors so removed shall be deemed to create a vacancy or vacancies in the Board of Directors. Any Director who fails to attend three consecutive meetings of the Board of Directors shall be deemed to have resigned from the Board of Directors and the remaining Directors shall fill the vacancy created by such resignation.

**ARTICLE VI - OFFICERS**

**Section 6.1 General.**

The officers of the Corporation ("Officers") shall be a President, a Vice President, a Secretary and a Treasurer and shall be elected by the Board of Directors. No person may hold more than one Office unless one of the offices is that of the Vice President. The Board of Directors may appoint such other officers, assistant officers, committees, agents, assistant secretaries and assistant treasurers, as it may consider necessary, which additional officers shall be chosen in such manner and hold their Offices for such terms and have such authority and duties as from time to time may be determined by the Board of Directors. Officers are held by positions of board of directors.

**Section 6.2 Election and Term of Office.**

The Officers of the Corporation shall be elected by the Board of Directors annually at that board meeting following the beginning of the fiscal year. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold Office until the first of the following to occur: until his successor shall have been duly elected and shall have qualified; or until his death; or until he shall resign; or until he shall have been removed in the manner hereinafter provided. Any Officer may resign his Office by giving written notice to the President, Chairman or Secretary. Election or appointment of an officer or agent shall not in itself create contract rights.

**Section 6.3 Removal.**

Any Officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 6.4 Vacancies.**

A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 6.5 President.**



The President shall, subject to the direction and supervision of the Board of Directors, be the chief executive officer of the Corporation and shall have general and active control of its affairs and business and general supervision of its officers, agents and employees. The President shall implement or cause to be implemented all policies and directives of the Board of Directors.

**Section 6.7 Vice President.**

The Vice President shall assist the President and shall perform such duties as may be assigned to them by the President or by the Board of Directors. In the absence of the President, the Vice President shall have the powers and perform the duties of the President. If no such designation shall be made, the Vice President first elected to office may exercise such powers and perform such duties.

**Section 6.8 Secretary.**

The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors; (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 and of the seal of the Corporation and affix the seal to all documents when authorized by the Board of Directors; and (d) in general, perform all duties customarily incident to the office of secretary. The Secretary shall have such other powers and perform such other duties as may be from time to time prescribed by the Board of Directors or the President.

**Section 6.9 Treasurer.**

The Treasurer shall be the principal financial officer of the Corporation and shall have the care and custody of all funds, securities, evidence of indebtedness, and other personal property of the Corporation, and shall deposit the same in accordance with the instructions of the Board of Directors. The Treasurer shall also serve as Chair of the Finance Committee of the Corporation. The Treasurer (i) shall receive and give receipts for monies paid in or on account of the Corporation, (ii) shall pay out of the funds on hand all bills, payrolls and other just debts of the Corporation of whatever nature upon maturity, (iii) shall perform all other duties customarily incident to the office of the treasurer and (iv) upon request of the Board, shall make such reports to it as may be required at any time. The Treasurer shall also, if required by the Board, give the Corporation a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of the duties of Treasurer and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind belonging to the Corporation in the possession or under the control of the office of the Treasurer. The Treasurer shall also have such other powers and perform such other duties as may be from time to time prescribed by the Board of Directors or the President. The Treasurer shall also be the principal accounting officer of the Corporation, shall prescribe and maintain the methods and systems of accounting to be followed, keep state and federal tax returns, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the Corporation and the results of its operations.

**Section 6.10 Delegation of Authority and Duties.**

Nothing in these Bylaws shall limit the authority of the Board of Directors to empower an Officer or Director to take such action as the Board deems to be in the best interest of the Corporation, even if another Officer would otherwise have the authority to take the action.

**ARTICLE VII COMMITTEES**

**Section 7.2 Committees.**



The Board of Directors shall designate such committees as it from time to time determines to be appropriate. All such committees, which are not Standing Committees, shall be created for a purpose and have a term defined by the Board of Directors.

**ARTICLE VIII - CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 8.1 Contracts.**

The Board of Directors may authorize any officer or officers, agent or agents, 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.

**Section 8.2 Loans.**

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

**Section 8.3 Checks, Drafts, etc.**

All checks, drafts, or other 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 Board of Directors.

**Section 8.4 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 depositories as the Board of Directors may elect.

**ARTICLE IX - INDEMNIFICATION; INSURANCE; CHARITABLE GAMING PROCEEDS**

**Section 9.1 Suits.**

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer or agent of another Corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the full extent permitted under Alaska Nonprofit Business Corporation Act, and any amendments thereto. Any determination required by said Act to be made as to the propriety of any indemnification shall, whenever appropriate and permitted by the Act, be made by a vote of a quorum consisting of disinterested Directors, or by any other person which such Directors may by law appoint. Any indemnification under this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of Members or disinterested Directors, provisions of law or otherwise, including without limitation, the right to have the expenses incurred by such person in such proceedings in advance of final disposition paid by the Corporation, and such indemnification shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of heirs, executors and administrators of such person.

**Section 9.2 Insurance.**

The Corporation shall have power, to the extent not prohibited by the Alaska law, to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, coach, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director,



Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such Individual and incurred by the individual in any such capacity or arising out of the individual's status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

**Section 9.3 Distribution of Charitable Gaming Proceeds upon Dissolution.**

Upon the dissolution of the Corporation, an amount of the assets of the Corporation, which is equal to the net proceeds received by the Corporation from charitable gaming conducted pursuant to the permit issued under Alaska law, shall be distributed to a charitable organization which is defined in Alaska Statutes Section 05.15.690 as an organization, not for pecuniary profit, that is operated for the relief of poverty, distress, or other condition of public concern in the State of Alaska, or another qualified organization that is authorized to conduct an activity under Alaska Statutes 05.15.

**ARTICLE X - RECORDS AND REPORTS**

**Section 10.1 Corporate Records.**

The Corporation shall maintain in accordance with a records policy adopted by the Board of Directors, minutes of all meetings of its Members and Board of Directors, appropriate accounting records, lists of its Voting Members in showing their respective addresses and relationship to the Corporation and such other records as are appropriate.

**Section 10.2 Annual Financial Statements.**

The Corporation shall prepare annual financial statements, which include a balance sheet and income statement in accordance with generally accepted accounting principles.

**Section 10.3 Inspection of Books and Records.**

All books and records of the Corporation may be inspected by any Voting Member, or his authorized agent or attorney, during regular business hours, following a written request by the Member for a proper purpose, which request is received by the Corporation at least five (5) business days before the date the Member desires to inspect. The Corporation may impose a reasonable charge, covering the costs for labor and material, for copies of any documents provided to the Voting Member. Personnel records and other records which are customarily regarded as confidential shall not be disclosed pursuant to this Section.

**ARTICLE XI - MISCELLANEOUS**

**Section 11.1 Waivers of Notice.**

Whenever notice is required by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the Director, or other person entitled to said notice, whether before or after the time stated therein, or his appearance at such meeting in person shall be equivalent to such notice.

**Section 11.2 Seal.**

The corporate seal of the Corporation shall be circular in form and shall contain the name of the Corporation and the state of incorporation and the words "Corporate Seal."

**Section 11.3 Fiscal Year.**

The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August.



**Section 11.4 Amendments.**

Amendments to these Bylaws may be made by the affirmative vote of sixty percent (60%) of the membership of the Board of Directors. Any amendment adopted by the Board of Directors which violates the Corporation's tax exempt status under Section 501(c)(3) of the Internal Revenue Code shall be void ab initio and a nullity.

**The undersigned Secretary of ALASKA GOLDSTRIKERS SOCCER CLUB, organized and existing under the laws of the State of Alaska, does hereby certify that these Amended and Restated Bylaws of said Corporation were duly adopted at the meeting of the Board of Directors at Anchorage, Alaska, on the 13th day of November, 2019.**

\_\_\_\_\_

**Secretary  
Alaska Goldstrickers Soccer Club**