



Seattle Sounders Football Club Alliance

CONSTITUTION

PREAMBLE

We, the united fans and supporters of the Seattle Sounders Football Club, are dedicated to protecting, upholding, and furthering the interests of the greater Sounders community. For this purpose, we join together to create this Alliance, where we shall find strength in our common purpose: the success of the Seattle Sounders FC on the field and in the community.

ARTICLE 1. NAME

The name of this organization shall be the Seattle Sounders Football Club Alliance (hereafter referred to as the "Alliance").

ARTICLE 2. DURATION

The Alliance shall have perpetual existence.

ARTICLE 3. AIMS AND OBJECTIVES

The aims and objectives of the Alliance shall be:

- To speak with a unified voice on behalf of the Sounders community.
- To ensure that fans and supporters have an impact on specific matters regarding or affecting the community.
- To provide the community with an open forum for all fans to express their opinions about the Club, the League, and American soccer.
- To be a compass, always striving to guide the Sounders towards triumph on and off the field.
- To protect the crest, which is the symbol of our Club, our city and our region—our home.
- To serve as the conscience of the Sounders community.
- To do any and all lawful activities which may be necessary.

ARTICLE 4. THE ALLIANCE

4.1 Membership Eligibility. The primary account holder of a multi-match ticket package sold through the Club or its commercial ticket selling partner is an Alliance Member. If the account has more than one seat, the account holder may designate one additional person for Alliance Membership for each additional seat on the account. This designation is irrevocable and lasts until the end of the Business Year when it was made. Additional membership criteria above and beyond the criteria laid out in this section may be created and managed by the Council as laid out in the Bylaws.

4.2 General Meeting. The Alliance shall hold an annual General Meeting, also known as the End of the Year Business Meeting or Annual Business Meeting, open to all Alliance Members. This meeting shall be held within eight (8) weeks of the conclusion of the last regular season match. This meeting shall be planned by the Council and the Club collectively.

ARTICLE 5. THE COUNCIL

The Alliance Council (hereafter referred to as either "Council" or "Alliance Council") is an elected body, which shall serve as the representative of the Alliance and has a responsibility to the community as a whole.

5.1 Eligibility. To serve on the Council a person must be an Alliance member pursuant to section 4.1, and must be at least 18 (eighteen) years of age at the start of the Council Business Year. Council Members shall adhere to any existing Alliance Council Code of Conduct. Procedures for being elected to the Council shall be established in the Bylaws.

5.2 Term. Council members shall serve up to a two (2) year term. The actual dates of this term shall be specified in the Bylaws of the Alliance.

5.3 Business Meetings. The Council shall hold regular business meetings. The first (1st) meeting of a term shall be held in December; then business meetings shall be held monthly, with last meeting of the term to be in November. Notice of meetings shall be sent via electronics means to all Council members at least two (2) weeks in advance of a meeting and shall include the agenda for that meeting. The Council may set its own rules regarding visitors or observers to these meetings. Minutes of these meetings shall be kept and posted regularly.

5.4 Ownership Meetings. The Council shall invite the Club ownership to attend Council meetings on a quarterly basis.

ARTICLE 6. OFFICERS OF THE ALLIANCE

6.1 Honorary Chairperson(s). The Council shall have the option of designating Honorary Chairperson(s) of the Alliance.

6.1.1 Process. The Council may vote to declare the Honorary Chairperson(s) by the process of passing an Opinion Statement at any meeting where quorum is present.

6.1.2 Removal. The Council or the Executive Committee may vote to remove the distinction of Honorary Chairperson(s) by the process of majority vote where quorum is present. The Executive Committee shall make best efforts to survey the Council for input prior to voting outside of a regular Business Meeting.

6.1.3 Duties. Duties of the Honorary Chairperson(s), should they ever be declared, will be established and maintained in the Council Bylaws.

6.2 Council President. The Council shall elect, from its membership, a Council President to a term that expires at the end of the Business Year. The President shall preside over Council Meetings and General Meetings. The President shall be responsible for setting meeting agendas and distributing Council-determined or Alliance-determined opinions and resolutions to the Alliance, Club, media, and public, but shall not act in a manner contrary to or that contravenes any vote, resolution, opinion statement, or Bylaw of the Alliance Council. The President shall retain full voting rights and privileges on the Council. If President shall at any time no longer be an Alliance Council Member, then the President is considered to have resigned.

6.3 Council Vice President. The Council shall elect, from its membership, a Vice President to a term that expires at the end of the Business Year. The Vice President shall preside over Council Meetings and General Meetings if/when President is not available. The Vice President shall assist the President in carrying out the Presidential duties and is limited to the same powers as the President. If the Vice President shall at any time no longer be an Alliance Council Member, then the Vice President is considered to have resigned.

6.4 Council Secretary. The Council shall elect, from its membership, a Secretary to a term that expires at the end of the Business Year. The Secretary shall keep minutes of Council meetings and shall publish those meetings to the Council, Alliance, and general public. The Secretary shall maintain, and keep current, a record of the Council Constitution, Bylaws, Resolutions, Commendations, and Membership. If the Secretary shall at any time no longer be an Alliance Council Member, then the Secretary is considered to have resigned.

6.5 Council Treasurer. The Council may elect, from its membership, a Treasurer to a term that expires at the end of the Business Year. If the Council Treasurer shall at any time no longer be an Alliance Council Member, then the Treasurer is considered to have resigned. The Treasurer shall have the following powers:

6.5.1 Custody of Funds. Charge and custody of, and be responsible for, all funds and securities of the Alliance, and deposit all such funds in the name of the Alliance in any banks or other depositories as shall be selected by the Executive Committee;

6.5.2 Receipts. Receive, and give receipt for, monies due and payable to the Alliance from any source whatsoever;

6.5.3 Disbursement of Funds. Disburse, or cause to be disbursed, the funds of the Alliance as may be directed by the Alliance Council, taking proper vouchers for such disbursements;

6.5.4 Records. Keep and maintain adequate and correct accounts of the Alliance's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

6.5.5 Reports. Render to the Executive Committee and Alliance Council, whenever requested, an account of any or all transactions as Treasurer and of the financial condition of the Alliance;

6.5.6 Certification. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and

6.5.7 General Duties. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Constitution or Bylaws, or which may be assigned to Treasurer from time to time by the Executive Committee.

ARTICLE 7. EXECUTIVE COMMITTEE

7.1 General Powers. An Executive Committee of the Alliance Council shall exist to act as a steering committee. The Executive Committee shall have and exercise the authority of the Alliance Council as a whole, subject to such limitations as may be prescribed by the Alliance Council; except that Executive Committee shall never have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint, or remove any officer of the Alliance Council; (c) amend, alter, or repeal any resolution of the Alliance Council; (d) act in a manner contrary to or that contravenes any vote, resolution, opinion statement, or Bylaw of the Alliance Council. Unless another person is specifically appointed as chairperson of the Executive Committee, the President shall preside at all meetings of the Executive Committee, and may speak and act on behalf of the Executive Committee on any resolutions they pass.

7.1.1 Duties. It shall be the duty of the Executive Committee Members to:

- (a) Perform any and all duties imposed on them collectively or individually by this Constitution and by these bylaws;
- (b) Create a vision for the Alliance Council as a whole;
- (c) Create temporary or standing committees of the Alliance Council;
- (d) Meet at least one (1) time prior to any General Meeting of the Alliance Council;
- (e) Transmit information to and advocate on behalf of the Alliance Council with the Front Office of the Club, including but not limited to the enforcement of issues voted upon by the Council and binding votes and non-binding opinion statements as may be defined by the Bylaws of the Alliance.

7.2 Number. The Executive Committee shall consist of not less than three (3) nor more than nine (9) Members at any given time.

7.3 Qualifications. The Executive Committee shall consist of the President, Vice President, and Secretary of the Alliance Council, and as many at-large members as necessary to comply with section 7.2 of this document.

7.4 Election of Executive Committee Members.

7.4.1 Automatic Membership. The President, Vice President, and Secretary of the Alliance Council shall automatically be Executive Committee Members.

7.4.2 At-Large Membership. At-Large Executive Committee Members may be elected at any meeting of the Alliance Council by majority vote. If an At-Large Executive Committee Member shall at any time no longer be an Alliance Council Member, the member

immediately resigns as an Executive Committee Member.

7.5 Term of Office. Unless an Executive Committee Member dies, resigns or is removed, that person shall hold office until a successor is elected and qualifies. A new Executive Committee shall be elected at the beginning of each Business Year. If duly elected in accordance with the Constitution and Bylaws, Executive Committee Members may hold unlimited successive terms.

7.6 Minutes. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with any Council records, and report the same to the Alliance Council.

7.7 Meetings by Telephone & Electronic Means. Members of the Executive Committee or any committee designated by the Executive Committee may participate in a meeting of such by means of a conference telephone or similar electronic communications on the internet by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

7.8 Quorum. Half of the number of Executive Committee Members in office shall constitute Quorum for the transaction of business at any Executive Committee meeting.

7.9 Stalemate. In the event of a stalemate vote of the Executive Committee, the then presiding President will be the sole deciding vote.

7.10 Manner of Acting. The act of the majority of the Executive Committee Members present at a meeting at which there is Quorum shall be the act of the Executive Committee, unless the vote of a greater number is required by this Constitution, the Bylaws, or applicable Washington State law.

7.11 Resignation. Any At-Large Executive Committee Member may resign at any time by delivering written or electronic notice to the President or by giving oral or written notice at any Executive Committee Meeting. 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.

7.12 Removal. At a meeting of the Alliance Council, one or more At-Large Executive Committee Members may be removed from office, by two-thirds of the votes cast at a meeting where Quorum is present.

7.13 Vacancies. Vacancies on the Executive Committee shall exist (1) on the death, resignation, or removal of any Executive Committee Member, or (2) whenever the number of authorized Executive Committee Member is increased. A vacancy in the position of Executive Committee Member may be filled by the affirmative vote of a majority of the Alliance Council. A person elected to fill a vacancy on the Executive Committee shall hold office until the next election of the Executive Committee or until said Executive Committee Member's death, resignation, or removal from office.

ARTICLE 8. SUPPORTER GROUPS

A Supporter Group is a recognized, independent organization made up of passionate supporters of the Sounders.

Because Supporter Groups have unique requirements, their activities within their Front Office-designated seating sections shall not be infringed upon by the Alliance without the approval of the Supporter Group affected.

Supporter Groups have a unique relationship with the Club that exists outside of the Alliance. The Alliance recognizes this and shall not interfere with it. Likewise, the Supporter Groups shall not use that relationship to interfere with the Alliance or its business.

ARTICLE 9. RATIFICATION & AMENDMENT PROCEDURES

This constitution shall be put forward to the Alliance for ratification by gaining at least two-thirds of all legal votes cast by the Council, with a Quorum as defined by the Bylaws; and it shall be declared ratified if it is approved by at least a two-thirds majority of all legal votes cast by Alliance members.

Amendments to this constitution may be proposed by any Alliance member. Proposed amendments shall be reviewed by the Council and to be approved require a two-thirds vote of all legal votes cast by the Council with Quorum as defined by the Bylaws; then require a two-thirds vote of all legal votes cast by the Alliance general membership.

ARTICLE 10. GENERAL MANAGER VOTE & RECALL

The Alliance shall have the right to decide on the retention of the Club's General Manager via an Alliance-wide vote as scheduled by the Club, as outlined in 10.3.

10.1 Objectives. The Alliance Council endeavors to honor the above statement as best serves the interests of the Alliance members, the fan base at large, the growth of the sport, and the Club. The Club retains all authority to recruit, hire and terminate a General Manager. The Alliance Council recognizes and agrees that it is in our mutual interest to attract and retain the best management in order to be the best Club. In all instances, the Club and Alliance shall work together in good faith to (a) effectively and timely communicate all information pertaining to the GM voting and recall process to all Alliance Members, and (b) to maximize the number of votes cast in all Alliance voting processes on the subject of the General Manager.

10.2 Definitions. For purposes of the General Manager Vote and General Manager Recall Vote process, the following definitions will apply:

10.2.1 Major League Soccer. *"Major League Soccer, LLC", "Major League Soccer", "MLS", and "The League"* shall mean the entity currently known as Major League Soccer, LLC and its successors and assigns.

10.2.2 General Manager. *"General Manager" or "GM"* of the Club shall mean that

individual who is an employee of the Club whom is identified and recognized by the League as the senior most soccer decision maker, whom is designated to represent the Club at all league wide competition related committees and meetings. Should a vote for recall succeed, this individual shall, as soon as possible, be removed from representing the Club in this capacity and MLS committee and MLS regular meetings.

10.2.3 Voting Members. “*Voting Members*” shall have the meaning ascribed to it by the then current Alliance Council Bylaws, as may from time to time be amended.

10.3 General Manager Vote. The GM Vote will take place every four seasons after the hiring of a new Sounders FC General Manager, subject to the provision contained herein.

10.3.1 Time Period to Trigger Vote. For purposes of calculating the time period triggering a GM Vote, the following rule shall apply:

If a GM does not start their tenure in the off- season, July 1st will be used as the line of delineation for whether that year counts as a season or not. If a GM is hired prior to July 1, then the ensuing GM Vote will be scheduled four (4) years after, including the season in which he/she starts. If hired on after July 1st, then the GM vote will be scheduled four (4) years after the start of the ensuing MLS season.)

10.3.2 Voting Window. When eligible, a GM Vote will include a voting window that shall be opened on the first day of the last month of the then current MLS season and remain open for a period of not less than four (4) weeks.

10.3.3 Club Support of GM Vote. The Club shall support the GM Vote with the following:

- a) That GM Vote shall be administered electronically through the Club’s voting software and the Club shall keep and record all votes. Alliance Council shall formulate the text of the GM Vote, with advice from Club, if requested;
- b) The Club and Alliance Council shall mutually agree on the location and opportunity for votes to be cast; and
- c) The Club and Alliance Council shall mutually agree on the joint communication sent to all Alliance Members, and the Club shall in its ordinary and customary manner send no less than three (3) emails to the Alliance Member email distribution list communicating the (i) purpose and scope of the GM Vote process; (ii) the methods of voting, including a ‘click through’ button to the voting platform; (iii) time window of voting; and (iv) procedures taken after the voting window is closed.

10.3.4 Validity. At least forty percent (40%) of all Alliance Members must cast votes in order for then GM Vote to be valid.

10.3.5 Alliance Action. Action in the Alliance GM Vote can only be taken by a super majority of not less than sixty-seven percent (67%).

10.3.6 No-Confidence Vote. In the event that the GM Vote results in a vote of no-confidence in the GM, the then-current GM shall be removed in accordance with the definition of GM above.

10.4 General Manager Recall. The GM may be subject to Recall provided that at least two (2) full MLS seasons in their entirety have passed under his/her tenure. A full MLS season shall include any regular season in which the GM is hired before July 1st of the then current year.

10.4.1 Timing of Recall. When eligible, a GM Recall Vote may take place at any point during the MLS Regular Season.

10.4.2 Procedure. The following procedure shall be used to initiate a GM Recall Vote:

Step 1: Any member of the Alliance may ask the Alliance Council to add the agenda item to certify a bonafide question of competence of the GM at any time. All Alliance Council members will act in good faith to bring a bonafide question of competence of the GM to the next, regularly scheduled Alliance Council meeting.

Step 2: When brought forward, the Alliance Council must reach an agreement that the bonafide question of competence of the GM is valid and in the best interest of the SFC Alliance, Alliance Council and the Club to move forward ("Qualification"). The Alliance Council will not determine the merits of the bonafide question of competence of the GM; instead is tasked with evaluating of whether the claim is valid and setting it as the first item on the Agenda for the next regularly scheduled meeting.

Step 3: If the bonafide question of competence is Qualified, then a Member of the Executive Committee of the Alliance Council will, within two (2) business days, serve an official notice ("Notice") on the Club to include the following information: (a) the full nature and scope of the bonafide question of competence, which shall include at minimum a concise statement as to the reason for the question of competence, including any specific rationale that formed the basis for the Qualification, or other details that in the exclusive discretion of the Alliance Council, are relevant or necessary to provide the Club in order to reasonably prepare ownership to address the issue; and (b) the date of the next regularly scheduled meeting, upon which the discussion, debate and decision will take place; the Notice shall serve as an invitation to the Club to send ownership or another designee to present a case of retention or otherwise to the Alliance Council. The ownership will be provided no less than sixty (60) minutes on the agenda at the next meeting to present the position of ownership and the Club. Notice will be served on Club's General Counsel and

Club's Alliance Council Liaison. At the conclusion of discussion and Ownership presentation, the Alliance Council shall vote on whether to proceed to the Alliance Members for Certification, with the following percentages necessary to so proceed:

0-34 Voting Members on Council: 80% must vote, 67% of the votes cast must be in favor of recall

35-50 Voting Members on Council: 75% must vote, 67% of the votes cast must be in favor of recall

51 or greater Voting Members on Council: 70% must vote, 67% of the votes cast must be in favor of recall

If the vote fails to progress at Step 3 (Alliance Council votes against recall), a vote to recall cannot be proposed to Council again for a vote for a minimum of ninety days after the date of the Alliance Council vote to Recall.

Step 4: 20% of all Sounders FC Alliance Members must agree that a GM Recall Vote is necessary to proceed ("Certification"). Certification shall be conducted through an online voting process which shall remain open until the twenty percent (20%) threshold is reached or for 4 weeks.

Club Liaison will provide Alliance Council with weekly totals related to the Certification (numbers only, not who voted or how they voted but how many voted and cumulative results of the vote).

If the vote fails to progress at Step 2 (Alliance votes against recall, or not enough votes are cast in favor of a recall within the four weeks), a vote to recall cannot be proposed to Council again for a vote for a minimum of 180 days after the date of the Alliance Council vote to Recall.

10.4.3 Recall Certification. When Certified, a GM Recall Vote will include a voting window which shall remain open for a period of not less than four (4) weeks.

10.4.4 Club Support of Recall. The Club shall support the GM Recall Vote with the following:

a) That GM Vote shall be administered electronically through the Club's voting software and Club shall keep and record all votes. Alliance Council shall formulate the text of the GM Vote, with advice from Club, if requested.

b) Club will send, in its usual and customary manner three (3) email blasts to all Alliance email accounts which shall include notice of the GM Recall Vote and (i) the purpose and scope of the GM Recall Vote process; (ii) the methods of voting, including a 'click through' button to the voting platform; (iii) time window of voting; and (iv) procedures taken after the voting window is closed. One (1) email will be sent when the voting period opens. One (1) email will be sent when the voting period has seven (7) days remaining. One (1) email will be sent when the voting period has twenty-four (24) hours remaining.

10.4.5 Press Release. The Club will, in its exclusive discretion and control prepare a press release in its usual and customary manner identifying the GM Recall process. All content will be controlled by Club, however, where possible, input and/or quotations from Alliance Council will be included.

10.4.6 Validity. At least forty percent (40%) of all Alliance Members must cast votes in order for then GM Recall Vote to be valid.

10.4.7 Alliance Council Action. Action in the Alliance GM Recall Vote can only be taken by a super majority of not less than sixty-seven percent (67%).

10.4.8 Successful Recall. In the event that the GM Recall Vote results in a vote of recall of the GM, the then-current GM shall be removed in accordance from all activities pursuant to the definition of GM above.

10.4.9 Restriction on Multiple Recalls. If the vote fails to progress at Step 3 (Alliance votes against recall, or not enough votes are cast in favor of a recall within the four weeks), a vote to recall cannot be proposed to Council again for a vote for a minimum of 180 days after the date of the Alliance Council vote to Recall.

10.5 Weighted Vote. Both the GM Vote and the GM Recall Vote will be a *weighted vote*, meaning an Alliance Member with four tickets will have four votes attached their account. If this account has not designated, then all undesignated tickets will have votes cast in the same direction as the primary account holder.

ARTICLE 11. BYLAWS

Bylaws of the Alliance may be adopted by the Alliance Council at any regular meeting, or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.