



Seattle Sounders Football Club Alliance

BYLAWS

BYLAW 1. ALLIANCE MEMBERSHIP

The Council may designate one (or more as needed) of its members to work with the Club to implement methods and procedures for identifying Alliance members via the Club's season ticket holder records and records of paid memberships.

BYLAW 2. ALLIANCE-WIDE VOTING

The Alliance Council may call for an Alliance-wide vote at any time for any reason.

BYLAW 3. METHODS OF INTRODUCING TOPICS FOR A BINDING VOTE OR NON-BINDING OPINION STATEMENT

There are two types of statements that the Council may make.

3.1 Procedure for Proposing a Binding Resolution or Non-Binding Opinion Statement.

1. Provide a copy of the proposed resolution or statement to the Executive Committee;
2. If approved by majority vote of the Executive Committee, best efforts shall be made to schedule the first reading of the proposed resolution or statement on the Council agenda within the next sixty (60) days;
3. At the meeting where the first reading takes place, the individual or individuals who made the proposal shall read the proposal and a discussion on the matter shall take place;
4. At the next scheduled Council Meeting where quorum is present, a vote shall be taken on whether to pass the proposal.

3.2 Binding Resolution to be Proposed for Alliance-Wide Vote. To initiate an Alliance-wide vote on a binding resolution by the entire Alliance, the question must be approved for an Alliance-wide ballot by a two-thirds vote of Quorum. Prior to voting to put an issue to the entire Alliance, the Council shall invite the Club to attend a meeting and discuss the issue fully. After an affirmative vote to place a binding resolution on an Alliance-wide ballot, and with at least thirty (30) days prior notice, the question shall be considered by the entire Alliance during the next Alliance-wide voting period as established in the bylaws.

3.3 Opinion Statement by the Council. To pass an opinion statement by the Alliance Council, the question must be approved by a majority vote of Quorum.

3.4 Council Votes on Matters Proposed by the Club. Notwithstanding the foregoing, the Club may request the Council make a statement on any issue that the Club sees fit; such a request does not require a sponsoring Council member or second. All requests from the Club shall receive consideration, discussion, and a vote by the Council or Executive Committee and the Club shall be entitled to send a Club representative to the Council meeting to speak on the issue during the discussion.

BYLAW 4. ELECTION RULES FOR COUNCIL

To be elected and retain membership on the Council, a prospective member must be a member in good standing of the Alliance.

Election to the Council requires twenty-five (25) votes in a single Annual Election Period. The Annual Election Period shall begin and end in accordance with the Business Year.

If a member achieves the required vote total on or before the last day of the sixth (6th) month of the Business Year, their term starts immediately and runs through the end of the next Business Year.

If a member achieves the required vote total on or after the first day of the seventh (7th) month of the Business Year, their term shall begin the first day of the following Business Year and runs two (2) full Business Years.

If a current Council member in the final year of their term achieves the required vote total, their next term shall begin at the conclusion of their current term and runs two (2) full Business Years.

The Council shall work with the Club to create and maintain a web page where declared candidates for election may publish biographical information to the Alliance membership for the purpose of facilitating their candidacy.

BYLAW 5. PROCEDURE FOR CREATING & AMENDING BYLAWS

Bylaws shall be proposed and amended by this procedure.

5.1 Procedure for Creating & Amending Bylaws

1. Provide a copy of the proposed bylaw or amendment to the Executive Committee;
2. If approved by majority vote of the Executive Committee, best efforts shall be made to schedule the first reading of the proposed vote or bylaw on the Council agenda within the next sixty (60) days;
3. At the meeting where the first reading takes place, the individual or individuals who made the proposal shall read the proposal and a discussion on the matter shall take place;
4. At the next scheduled Council Meeting where quorum is present, a vote shall be taken on whether to pass the proposal.

BYLAW 6. RULES OF ORDER, QUORUM IS DEFINED

The rules of order for the Alliance and Council shall be the latest edition of "The Standard Code of Parliamentary Procedure", by Alice Sturgis. These rules shall apply unless otherwise specified in the Alliance constitution or bylaws.

At a scheduled Alliance Council meeting, a Council quorum shall be determined at any time a vote is called.

A Council quorum for any voting actions by the Council (other than approving minutes of previous meetings, discussing current or future meeting agendas) shall be calculated as at least 50% of the number of elected Alliance Council members who have:

- a) been marked as present for the current meeting at the time the vote is called, and
- b) who were also marked as present at the previous Alliance Council meeting plus 1.

BYLAW 7. SUPPORTER GROUP RECOGNITION

7.1 Standards. The relationship between Supporter Groups, the Alliance, and the Club, has a unique nature. As such, it benefits all parties to have a set of minimum standards for groups to attain, demonstrating their commitment.

Therefore, for formal recognition as a supporter group, groups must meet and maintain the following standards to receive Active Status.

- Identified group leadership which is responsible for coordination and can speak on behalf of the group
- At least twenty-five (25) identified, paid members
- Organized participation as a group in support activities
- Established history of conducting supporter group activities in support of the Club
- Have appropriate corporate entity registration with their local state (for example non-profit, 501(c)3 etc)

7.2 Procedure for recognition. The following procedure is used for a proposed Supporter Group to receive Alliance Council recognition:

- Make a request for recognition as a Supporter Group to the Executive Committee or other Committee created by the Alliance Council assigned to this task.
- Provide documentation to the Executive Committee showing that all the required standards set forth in Paragraph 7.1 have been met.

7.3 List of Supporter Groups. At the start of the Business Year Alliance Council will confirm active status of Supporter Groups through contact with that Supporter Group leadership that they are active for the forthcoming year. Alliance Council will provide a list of active Supporter Groups to the Club.

7.4 No Longer Active Supporter Groups. Supporter Groups which are not meeting the requirements of Bylaw 7.1 will be deemed to be in a No Longer Active status. No Longer Active Supporter Groups may not receive benefits from the MLS Supporter Group Exemptions..

BYLAW 8. STANDING OR TEMPORARY COMMITTEES

The Alliance Council, by resolution, or Executive Committee, by majority vote of its Members, may designate and appoint one (1) or more standing or temporary committees, each of which shall consist of two (2) or more Members of the Alliance Council. Such committees shall take on whatever task has been designated to them. Each Committee shall report directly to the Executive Committee and may present updates on their

work at each Council Meeting.

BYLAW 9. ALLIANCE COUNCIL ATTENDANCE AND PARTICIPATION

To encourage and protect the integrity of the Alliance Council and its duties, the Council hereby creates the following rules regarding attendance:

9.1 Regular Meetings. Council members are expected to attend more than fifty percent (50%) of the regularly scheduled monthly meetings. The percentage calculation resets at the beginning of each council year.

9.1.1 Phone Participation. Calling in is acceptable for this attendance calculation.

9.1.2 Non-Business Meetings. Meetings outside of the regularly scheduled meeting calendar (ownership meetings, special meetings, rescheduled meetings, etc.) are not included in this calculation.

9.2 Ownership - Management Meetings. Council recognizes that meetings between Sounders owners, Sounders senior management, and Council are an integral part of the role of the Alliance Council. A member not only needs to be in-tune with the Alliance, but also needs to be in-tune and connected with the activities, conversations, and concerns of the Council itself.

9.2.1 Eligibility. All Council Members, except those who have missed fifty percent (50%) or more of the preceding meetings of that council year (by the Members' fourth (4th) eligible meeting or later), or who have missed the previous three (3) consecutive meetings are ineligible to attend meetings with owners. Ex-Officio Members are eligible to attend.

9.2.2 Other Statuses. Members who have been moved to Non-Voting Member status, or who have opted to take a leave of absence are ineligible to participate in meetings with ownership and/or senior management.

9.2.3 Ineligible for Perks. A Council Member with Non-Voting Member status is ineligible to participate in or receive any Council Member perks or incremental activities as a Council Member or a guest of a Council Member.

9.3 Non-Voting Member Status. Council recognizes that in order to be an informed voter, a Council Member must actively participate in the council meetings.

9.3.1 Consecutive Absences. A Council Member shall be moved to Non-Voting Member status at the fourth (4th) consecutive absence.

BYLAW 10. ALLIANCE MEMBER ELIGIBILITY

The Alliance Council may allow additional memberships into the Alliance beyond those members with commercially purchased ticket packages.

10.1 Purchase Price: Membership in the Alliance may be purchased; the price shall be \$75 per season.

10.2 Funds: The Alliance Council shall have the right to allocate or use the funds collected for payment to join the Alliance.

10.3 Rejection of Membership: The Alliance Council may at any time create a process to reject or eliminate members who appear to be working against our commitment to protecting, upholding, and furthering the interests of the greater Sounders community.

10.4 GM Vote and Recall voting eligibility:

10.4.1 Eligible Alliance Voters: Only Alliance Members who have purchased Full Season Ticket or Half Season Ticket packages through the Club are eligible to vote in a GM vote.

10.4.2 Ticket Brokers: Club-identified commercial Ticket Brokers are not eligible to vote in a GM Vote.

BYLAW 11. EMERGENCY MEETINGS AND SCHEDULING CHANGES

There are occasions which may cause it to be necessary to deviate from the set meeting schedule. Some of those occasions may be known in advance and necessitate rescheduling of a regular Business Meeting.

Other occasions may be caused by special circumstances and may cause the need for an incremental meeting.

11.1 Emergency Meetings. The President of the Alliance Council may schedule a Special Meeting with no less than twenty-four (24) hours of notice to Council Members.

11.2 Rescheduling Meetings. The President of the Alliance Council may reschedule regular Business Meetings for business reasons only no later than April of each Business year to accommodate known conflicts. For conflicts not known by the end of April of that Business Year, best efforts shall be made to give at least thirty (30) days of notice to Council Members.

BYLAW 12. VOTING PROCEDURES FOR EXECUTIVE COMMITTEE

Voting for members of the Executive Committee is carried out at the first business meeting of the Alliance Council business year as defined in the Constitution and Bylaws.

Vote tallying, scrutineering and counting is performed by an Election Committee, convened exclusively for this annual election.

The order of elections is:

1. President
2. Vice President
3. Secretary
4. Treasurer (if required)
5. At Large positions

The composition of the Executive Committee is described in the Alliance Council Constitution and Bylaws.

12.1 Election Committee. At least two Alliance Council members, who are present at the first meeting of the business year, and who are not standing for membership of the Executive Committee shall be chosen to conduct the election and act as the Election Committee.

12.2 Nominations. Alliance Council members may self-nominate, or be nominated, for any of the positions on the Executive Committee.

- An Alliance Council Member may contact the outgoing Executive Committee by email after the final business meeting of the business year, but prior to the first business meeting of the next business year and state which position for which they would like to be nominated.
- Any Council Member can give a nomination from the floor during the announcements of the nominations by the Election Committee.

12.3 Nomination and Voting. The following procedure is used to nominate and vote for the members of the Executive Committee:

- The outgoing Alliance Council President, or other member of the outgoing Executive Committee, will pass any nominations for each Executive Committee position to the Election Committee.
- The Election Committee will first give the names of the nominees for the office of Alliance Council President received prior to the first business meeting.
- The Election Committee will then ask for nominations from the floor for the office of Alliance Council President.
- Voting will then take place for the office of Alliance Council President.
- This process will continue for each office until all have been completed.
- The order of nomination and voting is:
 - President
 - Vice President
 - Secretary
 - Treasurer (if required)
 - At Large positions
- An Alliance Council member can be nominated for multiple positions.
- An Alliance Council member nominated for multiple positions is removed from the nomination pool for subsequent positions once elected.
- An Alliance Council member can withdraw from the election at any point during nomination or voting
- If a nominee is unopposed, the nominee is elected by declaration
- For offices with two or more nominees, each nominee will be given up to five minutes to speak to and take questions from the Alliance Council as to why they should be elected.
- If a nominee cannot be present at the meeting, they can submit a speech ahead of time to a member of the Alliance Council to read on their behalf.
- After the conclusion of the speeches, the Election Committee will manage ballots for Council Members to cast their votes. The votes will be returned to the Election Committee.
- Members of the Election Committee will count the votes to ensure the validity of the vote.
- In the event of a tie with three (3) or more nominees: The lowest vote nominee will be removed from the election pool, and the vote re-run
- In the event of a tie with two (2) nominees: there will be a drawing of lots (for example drawing a name from a hat). This drawing of lots will be overseen by the Election Committee.
- At Large positions are separate positions on Executive Committee and each vote is independent of the others.
- Voting is in-person. There is no proxy or voting by telephone.

12.4 Recording of Election results.

- Vote totals are not retained outside of the count and scrutiny requirements of the Election Committee.
- Vote totals are not recorded in official minutes.

- Official minutes should record the nominations, the winner of the election and whether the nomination was unopposed.

12.5 Voting for Vacancies outside of the first business meeting.

If an Executive Committee position becomes open, through resignation or expansion of the Executive Committee, the above procedures should be used to elect a replacement member of the Executive Committee from the Alliance Council.