

NORTHEAST UNITED SOCCER CLUB, INC.  
(A KANSAS NOT FOR PROFIT CORPORATION)

ARTICLE I

Offices

The principal office of the corporation shall be located in Johnson County, Kansas at such location as the Board of Directors shall determine.

The corporation may have such other offices, wither within or without the State of Kansas as the Board of Directors may determine, or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Kansas a registered office and a registered agent whose office is identical with such registered office. The registered office need not be identical with the principal office and the address may be changed from time to time by the Board of Directors.

ARTICLE II

Members

Section 1 – Qualifications for Membership

Corporation shall have one class of members. Membership shall be comprised of (a) the head coach of or other representative from each team which has been organized under is otherwise participating in soccer activities under the auspices of the corporation; (b) all officer and directors of the corporation and coordinators or chairpersons of the age divisions, boys and girls teams, equipment, fields and Pony League for the corporation; and (c) any other interested parent or member of the community who has demonstrated and interest and willingness to be involved in youth soccer programs or other activities of the corporation and who has been admitted to membership upon such terms as the Board of Directors may from time to time adopt.

ARTICLE III

Meetings of Members

Section 1 – Annual Meeting

An annual meeting of the members shall be held at 7:30 p.m. on the third Tuesday in the month of January of each year or at such other time as may be fixed by the Board of Directors and designated in the notice of the meeting, for the election of directors whose terms have expired and for the transaction of such other business as may properly come before the meeting.

## Section 2 – Place of Meetings

The Board of Directors may designate any place within the general vicinity of the northeast portion of Johnson County, Kansas as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

## Section 3 – Notice of Meetings

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally or by mail to the last known address of each member at least one week prior to the meeting.

## Section 4 – Quorum

At any annual or special meeting those members present shall constitute a quorum at such meeting.

# ARTICLE IV

## Board of Directors

### Section 1 – General Powers

The affairs in management of the corporation shall be managed and controlled by the Board of Directors. The first Board of Directors shall be those persons named by the incorporator and they shall hold office until the first annual election of officers and directors.

### Section 2 – Number and Term

The number of directors shall be five (5) until changed by amendment of these Bylaws. At the first annual meeting of the members the offices and ex officio directors of the corporation shall be elected by the members to serve for a one-year term with the exception of the vice president, who shall serve for a two year term. Each director shall serve until his successor is duly elected and qualified.

### Section 3 – Composition of Board of Directors

The duly elected and qualified officers of the corporation who by virtue of their office automatically become a director of the corporation are as follows: president, vice president, secretary, treasurer and registrar. In the event the same person should hold more than one of the foregoing offices, the remaining directors shall elect another person or persons to serve as a director until the next election of officers.

### Section 4 – Regular Meetings

A regular annual meeting of the Board of Directors shall be held without other notice than the Bylaw, immediately after and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Kansas, for the holding of additional regular meetings of the Board without other notice than such resolution.

## Section 5 – Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The persons or persons authorized to call special meetings of the Board may fix any place, either within or without the State, as the place of holding any special meeting of the Board called by them.

## Section 6 – Notice

Notice of any special meeting of the Board of Directors shall be given at least three (3) days previously thereto by written notice delivered personally or sent by mail to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any 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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

## Section 7 – Quorum

A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

## Section 8 – Manner of Acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

## Section 9 – Removal

Any director may be removed by the vote of two-thirds (2/3) of the remaining Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the director so removed.

## Section 10 – Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled shall be filled by the Board of Directors. A director selected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

## Section 11 – Compensation

Directors as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

## ARTICLE V

### Officers

#### Section 1 – Officers

\_\_\_\_\_ The officers of the corporation, which by virtue of their election are also directors of the corporation, shall be president, vice president, secretary, treasurer and registrar. The Board of Directors may create other offices and elect or appoint other officers to fill such offices, which officers shall not be directors, as it shall deem desirable, such officers to have the authority and perform such duties as are prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and vice president.

#### Section 2 – Election and Term of Office

The election and term of officers, who are also ex officio members of the Board of Directors, shall be as set forth in Section 2 of Article IV hereof. Provided, however, the vice president at the end of the first year of his term or upon an earlier vacancy in the office of president shall become the president of the corporation and shall serve as president until the conclusion of his two-year term.

All other officers, who are not ex officio directors, of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer so elected or appointed by the Board of Directors shall hold office until his successor shall have been duly elected and shall have qualified.

#### Section 3 – Removal

Any officer including officers who are ex officio directors may be removed by vote of two-thirds (2/3) of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any of the officer so removed.

#### Section 4 – Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

#### Section 5 – President

The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the secretary, or any other proper officer of the corporation authorized by the Board of Directors, any deeds,

mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time. Any deed, mortgage, contract or similar instrument, must first be approved by the Board of Directors.

#### Section 6 – Vice President

In the absence of the president or in event of his inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subjected to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

#### Section 7 – Treasurer

If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for all monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors, and pay and disburse monies at the direction of the Board.

#### Section 8 – Secretary

The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

#### Section 9 – Registrar

The registrar shall keep and maintain rosters of members, teams, coaches and players; shall make all necessary certifications, representations and submissions which are required by any league or other youth soccer organization with which the corporation may be affiliated to insure that all teams organized under the auspices of the corporation are properly registered and participating in such league or organizational; and shall perform such other duties as may be assigned by the Board of Directors.

## Section 10 – Other Officers

The offices, which may be created by the Board of Directors may, by way of illustration only, consist of divisional chairpersons, coordinators or chairpersons for field acquisition and scheduling, equipment acquisition and distribution, or other officers shall be entitled to attend all meetings of the Board of Directors in an advisory capacity but shall have no vote at any such meeting.

## ARTICLE VI

### Committees

#### Section 1 – Committees of Directors

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in such management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

#### Section 2 – Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the present of the corporation shall appoint the members thereof subject however, to the approval of the Board of Directors. Any member thereof may be removed by the person or person authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

#### Section 3 – Term of Office

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated or unless such member is removed.

#### Section 4 – Chairman

One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof. Section 5 – Vacancies Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

#### Section 6 – Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority

of the members present at a meeting at which a quorum is present shall be the act of the committee.

### Section 7 – Rules

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## ARTICLE VII

### Contracts, Check, Deposits and Funds

#### Section 1 – Contracts

The Board of Directors shall have the power and discretion to enter into contracts with an individual or with other corporations for the development and management of property owned by the corporation.

#### Section 2 – Checks, Drafts, Etc.

All checks, drafts, or 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 the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer.

#### Section 3 – Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the corporation.

## ARTICLE VIII

### Limitation of Corporate Powers

#### Section 1 – Assets and Earnings

No part of the net earnings or assets of the corporation shall inure to the benefit of or be distributable to its members, officer, directors, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Article of Incorporation.

#### Section 2 – Activities

No substantial part of the activities of the corporation shall be the carrying on of propaganda or other attempts to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for any public office. Notwithstanding any provision in its Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be conducted

(a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under the corresponding provisions of any future United States revenue or taxation law, or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, as amended, or by the corresponding provision of any future United States revenue or taxation law.

## ARTICLE IX

### Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of the majority of the whole Board of Directors of the corporation at any regular or special meeting thereof.

Revised 4/18/05 Added Indemnification of officer, employees, individuals working on behalf of Northeast United Soccer Club

The corporation shall indemnify current or past officers, employees, individuals working on its behalf and members of the Board of Directors against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties or a party, by reason of having been officers, employees, individuals working on it's behalf, or members of the Board of Directors except in relation to matters as to which any such present or former officer, employee, individual working on its behalf, or member of the Board of Directors shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of liability based upon willful misconduct in the performance of duty. The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested members of the Board of Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office or position. The corporation intends to and does hereby indemnify the parties referred to in this Bylaw to the fullest extent permitted by law.