

**BYLAWS**  
**OF**  
**RED RIVER SOCCER CLUB**  
**A NON-PROFIT CORPORATION**

**ARTICLE I. OFFICES, CORPORATE SEAL**

**Section 1.01. Registered Office.** The registered office of this corporation located in North Dakota shall be that as set forth in the Articles of Incorporation, or in the most recent amendment of the Articles of Incorporation, or in the most recent statement filed with the Secretary of State of North Dakota changing the registered office.

**Section 1.02. Other Offices.** This corporation may have such other offices, within or without the State of North Dakota, as the Board of Directors may from time to time determine.

**Section 1.03. Corporate Seal.** This corporation shall have no corporate seal.

**ARTICLE II. MEMBERS, MEETINGS, PROPERTY RIGHTS**

**Section 2.01. Class and Term of Members.** There shall be one class of members, each of whom shall be a member for a term ending each year on the 31<sup>st</sup> day of August.

**Section 2.02. Admission of Members.** Only natural persons may become members of this corporation.

**Section 2.02.01** The youth, and the parent(s) and/or guardian(s) of each youth registered for play in the youth programs of this corporation shall without further action or charge be admitted as individual members of this corporation. For voting purposes only, only one collective membership shall be allowed for each family unit irrespective of how many youth that family has registered for play in the corporation's youth programs.

**Section 2.02.02** Each person who is a coach identified as such on the roster of a youth program team and who is 18 years of age or older shall without further action or charge be admitted as a member of this corporation.

**Section 2.02.03** Any other person 18 years of age or older who is interested in becoming a member of the corporation shall submit a written application, on a form approved by the Board of Directors, to the Secretary of the corporation, which membership application shall be considered by the Board of Directors at a regular meeting, or any special meeting of the Board, and approved or disapproved and such applicants whose applications are so approved shall become members of the corporation on payment of the required initiation fee and/or dues. Any applicant who has been disapproved shall have the privilege of review by the membership at large, according to such procedure as may be fixed by the Board of Directors.

**Section 2.03. Voting Rights.** All members in good standing shall be entitled to one vote on each matter submitted to a vote of the members. A collective membership shall be entitled to one vote, which may be cast by any one parent or guardian who is a member of that family unit. However, nothing shall preclude members of a family unit who obtain collective membership from obtaining individual memberships by virtue of their coaching, or upon their applying for and obtaining individual membership; such individual members shall each have one vote, in which case another parent or guardian who is a member of that family unit and therefore a part of the collective membership may cast the collective membership's vote. Notwithstanding the foregoing, no person shall have nor may they cast any more than one vote.

**Section 2.04. Termination of Membership.** The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel an individual member for cause after an appropriate hearing. A registered youth may continue to participate in corporation activities if one parent or guardian is an individual member of the corporation. By a majority vote of those present at any regularly constituted Board of Directors meeting, the Board of Directors may terminate the

membership of any individual member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues. Youth may not participate in corporation activities until dues are paid.

**Section 2.05. Resignation.** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the resigning member of the obligation to pay any dues, assessments, or other charges therefore accrued and unpaid.

**Section 2.06 Reinstatement.** On written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

**Section 2.07. Transfer of Membership.** Membership in this corporation is not transferable or assignable.

**Section 2.08. Annual Meeting.** An annual meeting of the members shall be held at such date, time and place as designated by action of the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

**Section 2.09. 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 each member entitled to vote at such meeting, no less than seven nor more than 30 days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the

meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

**Section 2.10. Quorum.** Ten members shall constitute a quorum for a meeting of the members. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

**Section 2.11. Proxies.** Proxy voting shall not be allowed.

**Section 2.12. Voting by Written Ballot.** An action that may be taken at a regular meeting of members may be taken without a meeting if the corporation mails or delivers a written ballot to every member entitled to vote on the matter, such to be in accordance with the provisions of North Dakota Statutes.

**Section 2.13. Property Rights.** No member shall have any rights, title, or interest in or to any property of this corporation.

### **ARTICLE III. BOARD OF DIRECTORS**

**Section 3.01. General Powers.** The property, business, and affairs of this corporation shall be managed by or under the direction of the Board of Directors.

**Section 3.02. Number, Qualifications, Term of Office and Election.** A Board of Director must be an individual member of the corporation. The number of directors shall be determined by affirmative vote of a majority of the directors currently holding office, provided that the number of directors shall not be less than three (3). No person shall be eligible to be elected or appointed to the Board of Directors if upon the person's election or appointment his or her spouse would also be serving as a director. Each director, except for President, President Elect, and Past President, shall hold office for a

term of three (3) years and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the director. At the 2003 annual meeting, the directors shall be elected and positions filled to staggered terms so that, of the entire board, one-third of the directors will have a remaining term of one (1) year, one-third will have a remaining term of two (2) years, and one-third of the directors will have a remaining term of three (3) years. Thereafter, as the directors are re-elected, the terms shall be for a three (3) year period. The President Elect will serve for two years as the President Elect, two years as the President, and two years as the Past President. The Board of Directors at the time of these Amended and Restated Bylaws are adopted shall serve for their remaining terms, resulting from the previous annual election. Each director shall be a natural person of full age and shall hold office until his or her successor shall have been elected and shall qualify, or until his or her death resignation, or removal as hereinafter provided. There is no limit to the number of terms that a director may hold office as a director.

**Section 3.03. Resignation.** A director may resign at any time by giving written notice to the corporation. The resignation of a director is effective without acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice.

**Section 3.04. Removal of Directors.** A director may be removed at any time, with or without cause, by the affirmative vote of a majority of the directors currently holding office.

**Section 3.05. Vacancies.** Any vacancy in the Board of Directors caused by death, resignation, removal, an increase in the number of directors, or any other cause, shall be filled by the affirmative vote of a majority of remaining directors, though less

than a quorum, and the term of the director filling the vacancy shall expire at the end of the term the director is filling.

**Section 3.06. Place of Meetings; Electronic Communications.** The Board of Directors may hold its meetings at such place or places, within or without the State of North Dakota, as it may from time to time determine. One or more directors may participate in a meeting by any means of communication through which all directors participating in the meeting may simultaneously hear each other during the meeting.

**Section 3.07. Annual Meeting.** The annual meeting of the Board of Directors shall be held each year, at such time and place as the Board may determine, for the purpose of electing officers and directors and for the transaction of such other business as shall come before the meeting.

**Section 3.08. Regular Meetings.** Regular meetings of the Board of Directors shall be held from time to time, at such times and places as the Board may determine.

**Section 3.09. Special Meetings; Notice.** Special meetings of the Board of Directors shall be held whenever called by the President or by any one of the directors. Notice of a special meeting shall be mailed to each director, addressed to the director at his or her residence or usual place of business, or delivered personally or by telephone, e-mail, or facsimile transmission, at least two (2) days before the day on which the meeting is to be held. The notice shall state the time and place of the meeting, but need not state the purposes thereof. Notice of any meeting of the Board need not be given to any director who participates in such meeting; and any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the directors shall participate therein or waive such notice in writing before, at, or after such meeting.

**Section 3.10. Quorum.** Except as otherwise provided by statute or by these Bylaws, a majority of the directors currently holding office shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any duly held meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the number otherwise required for a quorum; provided, however, that the affirmative vote of a majority of the required quorum is required to take any action other than adjournment.

**Section 3.11. Proxy Voting.** Proxy voting shall not be permitted.

**Section 3.12. Action Without Meeting.** Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in a written document signed by all of the directors.

**Section 3.13. Conflicts of Interest.** Except as permitted by law, with respect to any contract or other transaction between this corporation and any director (or an organization in which a director is a director, officer or legal representative or has a material financial interest): (a) the material facts as to such contract or transaction and as to the director's interest must be fully disclosed or known to the Board of Directors prior to approval of such contract or transaction; (b) such approval shall require the affirmative vote of a majority of the directors, not counting any vote that the interested director

otherwise might have; and (c) the interested director shall not be counted in determining the presence of a quorum. This Section 3.13 shall not apply to the approval of compensation for a director's personal services to the corporation as director, officer, employee or agent.

#### **ARTICLE IV. OFFICERS**

**Section 4.01. Number and Qualifications.** The officers of this corporation shall be a President, a Treasurer, a Secretary, and such other officers as may be elected by the Board of Directors. Any number of offices may be held by the same person. Officers and those appointed by the Board of Directors shall be natural persons and individual members of the corporation.

**Section 4.02. Election and Term of Office.** Officers shall be elected annually by the Board of Directors, and, except in the case of officers appointed in accordance with the provisions of Section 4.11, each shall hold office until the next annual election of officers and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the officer. The President of this corporation shall be elected from among the directors of this corporation, but no other officer need be a director of this corporation.

**Section 4.03. Resignations.** Except as otherwise provided in an employment contract, an officer may resign by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice.

**Section 4.04. Removal.** An officer may be removed, with or without cause, by a resolution adopted by the Board of Directors at any annual meeting or special meeting

called for the purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the directors of this corporation are present at the meeting.

**Section 4.05. Vacancies.** A vacancy in an office because of death, resignation, removal, or any other cause shall be filled for the unexpired part of the term in the manner prescribed in these Bylaws for election to such office.

**Section 4.06. President.** The President shall: (a) have general active management of the business of the corporation; (b) when present, preside at the meetings of the Board of Directors; (c) see that orders and resolutions of the Board of Directors are carried into effect; (d) sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or Bylaws or by the Board of Directors to another officer or agent of the corporation; and (e) perform such other duties as may from time to time be prescribed by the Board of Directors.

**Section 4.07. Vice President.** In the event of absence or disability of the President, the Vice President, if any is elected by the Board of Directors, shall succeed to the powers and duties of the President. The Vice President shall have such other powers and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

**Section 4.08. Treasurer.** The Treasurer shall: (a) keep accurate financial records for the corporation; (b) deposit money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the Board of

Directors; (c) endorse for deposit notes, checks, and drafts received by the corporation as ordered by the Board of Directors, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board of Directors; (e) upon request, provide the President and the Board of Directors an account of transactions by the Treasurer and of the financial condition of the corporation; and (f) perform such other duties as may from time to time be prescribed by the Board of Directors.

**Section 4.9. Secretary.** The Secretary shall: (a) maintain records of and, when necessary, certify proceedings of the Board of Directors; (b) when directed to do so, give proper notice of meetings of the Board of Directors; and (c) perform such other duties as may from time to time be prescribed by the Board of Directors.

**Section 4.10. Other Officers.** This corporation may have such other officers and agents as the Board of Directors considers necessary for the operation and management of the corporation, each of whom has the powers, rights, duties, responsibilities, and terms in office as may be determined by resolution of the Board of Directors.

**Section 4.11. Delegation.** Unless prohibited by a resolution adopted by the Board of Directors, an officer may, without the approval of the Board of Directors, delegate some or all the duties and powers of an office to other persons.

## **ARTICLE V. EXECUTIVE COMMITTEE**

**Section 5.01. Number, Qualifications, Term of Office.** The Board of Directors may, by resolution adopted by two-thirds (2/3) of the total number of directors, establish an Executive Committee of the Board of Directors of this corporation and appoint three (3) or more directors to serve on such Executive Committee, at least one of whom shall be the President of this corporation. Only persons who are directors of this corporation

shall be eligible for appointment to the Executive Committee. When a member of the Executive Committee ceases to be a director of this corporation, such person automatically shall cease to be a member of the Executive Committee of this corporation.

**Section 5.02. Powers.** Except for the power to amend the Articles of Incorporation and the Bylaws of this corporation, which power is expressly reserved solely to the Board of Directors of this corporation as hereinafter provided, the Executive Committee shall have all of the powers and authority of the Board of Directors of this corporation in the management of the property, business, and affairs of this corporation in the intervals between meetings of the Board of Directors, subject always to the direction and control of the Board of Directors.

**Section 5.03. Procedures.** Section 3.06 through 3.13 (excluding Section 3.07) applies to the Executive Committee and members of the Executive Committee to the same extent as those sections apply to the Board of Directors. The Executive Committee shall prepare minutes of its meetings and shall furnish such minutes to the Board of Directors and to the members of the Executive Committee.

## **ARTICLE VI. OTHER COMMITTEES**

**Section 6.01. Other Committees.** The Board of Directors may act by and through such committees as may be specified in resolutions approved by a majority of the directors currently holding office. Committees are subject at all times to the direction and control of the Board of Directors.

**Section 6.02. Procedures.** Sections 3.06 through 3.13 (excluding Section 3.07) apply to committees and members of committees to the same extent as those sections apply to the Board of Directors.

## **ARTICLE VII. BOOKS OF RECORD**

**Section 7.01. Documents Kept At Registered Office.** The corporation shall keep at its registered office correct and complete copies of:

- (a) its Articles of Incorporation and Bylaws;
- (b) accounting records; and
- (c) minutes of meetings of the Board of Directors and committees having any of the authority of the Board of Directors.

**Section 7.02. Compensation.** The Board of Directors of this corporation may at any time and from time to time, by resolution adopted by two-thirds (2/3) of the total number of directors, provide for the payment of compensation to, and for the payment or reimbursement of expenses incurred by, any director, officer, agents or employee of this corporation for personal services rendered to this corporation by, or for any expenses necessarily paid or incurred by any such director, officer, agent, or employee, but only if and to the extent that the performance of such service or the incurrence of such expenses is directly in the furtherance of the charitable purposes of this corporation and the compensation or the amount of expenses paid or reimbursed, as the case may be, is reasonable and not excessive.

## **ARTICLE VIII. INDEMNIFICATION**

The corporation shall indemnify persons to the extent required by the North Dakota Nonprofit Corporations Act, and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

**ARTICLE IX. AMENDMENTS**

Amendments to the Articles of Incorporation and these Bylaws must be approved by a majority of the total number of directors currently holding office.

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These Bylaws have been approved and adopted by the Board of Directors of this corporation by written action dated February 27, 2008.

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Chris Lancaster  
Secretary