

STATED BYLAWS

OF

CLUB PALMYRA

ARTICLE 1

OFFICES OF THE CORPORATION

Section 1. Registered Office.

The registered office shall be in the City of Baldwin City, County of Douglas, State of Kansas.

Section 2. Other Offices.

The corporation may also have offices at such other places as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE 2

PURPOSE

The purpose of the corporation shall be as set forth in the corporation's Articles of Incorporation, as amended from time to time.

ARTICLE 3

MEMBERS

The corporation shall have three (3) classes of members: Automatic, Regular and Honorary.

Section 1. Automatic Members.

Automatic members are elected officers, President, Vice President, Secretary and Treasurer and Club Manager. Members of the Board of Directors are automatic members. An automatic member is entitled to all the rights and privileges of a regular member.

Section 2. Regular Members.

Regular members are registered head coaches (a coach designate can be an assistant coach) and team managers of Club Palmyra. Each coach or team manager is entitled to one vote per affiliated team only in the affairs of the corporation when brought to the membership at

large. Each team shall represent one vote. Each coach or team manager must be present in person to cast a vote.

Section 3. Honorary Members.

Honorary members are designated by the Board of Directors in recognition of outstanding, meritorious service to the corporation and the sport of soccer. Membership shall continue until withdrawn by vote of the Board of Directors. An honorary member is entitled to all the rights and privileges of a regular member.

Section 4. Eligibility to Vote.

Automatic, regular and honorary members are eligible to vote on matters that are presented to the membership at large.

In order to nominate individuals for elected office from the floor at the Spring nominating meeting, or to vote for elected officers at the annual meeting, a member must be a "member in good standing." A member in good standing is a member who is in good financial standing with the corporation and has served in their role as a member in at least 3 of the past 12 months prior to the annual meeting.

Section 5. Annual Meeting.

The annual meeting of the members for the election of directors and the transaction of such other business as may properly come before the meeting shall be held at the registered office during the month of February each calendar year, or at such other date, place and time as soon thereafter as convenient as shall be designated by the Board of Directors and stated in the notice of meeting; provided, however, the annual meeting shall be held no later than May 31 of each year.

Section 6. Special Meetings.

Special meetings of the members for any purpose or purposes may be called by the affirmative vote of two-thirds of the members of the Board of Directors or by the President, and shall be called by the President or Secretary at the request in writing of not less than one-fifth of the members entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

Section 7. Place of Meeting.

Meetings of the members shall be held at the registered office of the corporation in the State of Kansas or at such other place as shall be specified in the notice of meeting or in a duly executed waiver of notice thereof.

Section 8. Notice.

Written or printed notice of each meeting of the members stating the place, date and hour of the meeting and in the case of a special meeting, the purpose or purposes thereof, shall be

delivered or given not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by mail or by email, by or at the direction of the Board of Directors or the officer calling the meeting, to each member entitled to vote at such meeting.

Section 9. Adjourned Meetings.

Any members' meeting may be adjourned from time to time until its business is completed, and the members present at any meeting, or any adjourned meeting, though less than a quorum, may successively adjourn the meeting to a specified date not longer than thirty (30) days after such adjournment, without notice other than the announcement of the time and place at the meeting.

Section 10. Quorum.

At all meetings of the members, the number of the members of the Board of Directors plus the number of vacancies on the Board of Directors, represented in person or by proxy, shall constitute a quorum. Every decision of a majority of such quorum shall be valid as a corporate act unless a larger vote is required by the Articles of Incorporation, these Bylaws or the Kansas General Corporation Code.

Section 11. Proxies.

Each Member entitled to vote at a meeting of the Members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to speak for him by proxy, but no such proxy shall be acted upon after three (3) years from its date.

Section 12. Waiver of Irregularity.

If any meeting of the members be irregular for want of call or notice, provided a quorum was present at such meeting, the proceedings of said meeting may be ratified and approved and rendered likewise valid, and the irregularity or defect therein waived, by a writing signed by all members having the right to vote at such meeting. Such ratification and approval may be by proxy or attorney, but all such proxies and powers of attorney must be in writing and delivered to the Secretary.

Section 13. Order of Business.

The order of business at all annual meetings of the members, shall be as follows:

1. Roll Call.
2. Proof of notice of meeting or waiver of notice.
3. Approval of the minutes of preceding meeting.
4. Reports of Officers.
5. Reports of Committees.
6. Election of Directors and Officers.
7. Unfinished Business.
8. New Business.

ARTICLE 4

BOARD OF DIRECTORS

Section 1. Number and Term.

The number of directors shall be five (5). Each of the officers elected by the members shall automatically be directors, including the President, Vice President, Secretary, Treasurer and Club Manager. In addition, the members may elect at-large members not to represent more than the five (5) to fill the remaining vacancies. Upon majority approval by the Board, the most recent past President may be offered one of the at-large board directors. Each officer shall hold office until his successor is duly elected and qualified, or until his earlier death, resignation or removal. Each at-large director shall hold office until the next succeeding annual meeting of the members and until his successor is duly elected and qualified, or until his earlier death, resignation or removal, unless such at-large director is appointed to a one-year term as determined by the Board and approved by the members when such at-large director is elected. Any director may resign at any time upon written notice to the corporation. In case of the death, resignation or removal of one or more of the directors of the corporation, or in the case of newly created directorships, a majority of the directors, then in office, although less than a quorum, may fill the vacancy or vacancies until the successor or successors are elected at the next annual meeting of the members or until a special members' meeting shall be called and held to fill such vacancy or vacancies. Directors need not be members.

The President shall serve as Chairman of the Board of Directors.

An affirmative vote of the majority of the board may increase, but not decrease, the number of directors. Members of the same family unit shall not be members of the Board of Directors simultaneously.

Section 2. Meetings.

Meetings of the Board of Directors of this corporation shall be held at such place within or without the State of Kansas as the resolution or notice calling such meeting shall specify, or as the directors may agree, but shall be held at least quarterly. The annual meeting of the directors shall be held immediately following the adjournment of the annual meeting of the members, on the date of the annual meeting of the members provided in Article Three, Section 1, of these Bylaws.

Special meetings of the Board may be held at any other time upon the call of any member of the Board. Meetings of the Board shall be held at such times as the Board may from time to time provide and with two days prior written notice, which notice shall state the time, place and purpose or purposes of such meeting, and shall be personally served on each director at least one day prior to such meeting, or sent by mail, telegram or email or other electronic communication at least two days before such meeting, addressed to the last known residence or place of business of each director.

Section 3. Participation By Telephone.

Members of the Board of Directors or any committee designated by such Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

Section 4. Waiver of Irregularity.

If any meeting of the directors be irregular for want of call or notice, provided a quorum was present at such meeting, the proceedings of said meeting may be ratified and approved and rendered likewise valid, and the irregularity or defect therein waived, by a writing signed by all persons having the right to vote at such meeting.

Section 5. Quorum.

A majority of the total number of directors shall constitute a quorum for the transaction of business. Every decision of a majority of such quorum shall be valid as a Board of Directors' act unless a larger vote is required by the Articles of Incorporation, these Bylaws or the Kansas General Corporation Code. If less than a quorum is present at any meeting, those present may successively adjourn the meeting to a specified future date, without notice other than announcement of the time and place at the meeting.

Section 6. Power And Authority.

The business and affairs of the corporation shall be managed by its Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by the Kansas General Corporation Code, or by the Articles of Incorporation, or by these Bylaws directed or required to be exercised or done by the members. Such business and affairs shall include (i) approval of the fees for the competitive program, (ii) appointment of the Director(s) of Coaching, (iii) oversight of all coaches in the program who shall be subject to the policies and procedures adopted by the Board of Directors, (iv) determination of competitive program names and colors, and (v) approval of all programs and administrative staff, who shall be independent contractors with one year contracts reviewed annually.

Section 7. Action Without A Meeting Or Other Informal Action By Directors.

Any Action required or permitted to be taken at any annual or special meeting of the Board of Directors or committee thereof may be taken without a meeting, without prior notice

and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all the members of the Board or committee, as the case may be. Such written consents, which shall have the same effect as a unanimous vote of the members at a meeting duly held, shall be filed with the minutes of the meetings of the Board or committee.

Section 8. Committees.

The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more directors of the corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member of any committee at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at such meeting in place of any absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors creating same, shall have and may exercise all the power and authority of the Board of Directors in the management of the business and affairs of the corporation; but no such committee shall have the power or authority to amend the Articles of Incorporation, adopt an agreement of merger or consolidation, recommend to the members a dissolution of the corporation or revocation of a dissolution, recommend to the members the sale, lease or exchange of all or substantially all the corporation's assets, or amend the Bylaws of the corporation. Each committee shall keep regular minutes of its meetings and proceedings and report the same to the Board when required.

Standing committees shall include but not necessarily be limited to:

Audit/Review Committee – Composed of two (2) Board members, only one who may be a signature on club finances, who will review the finances of the corporation with the corporation's outside certified public accountant.

Rules and Sportsmanship Committee – Director(s) of Coaching, if applicable, and one (1) to three (3) other Board of Directors or a Regular Member(s) shall complete this committee. This committee ensures that the corporation and its teams sustain the quality of the game. This committee handles cases involving complaints concerning coaches, players, parents, volunteers, trainers and spectators who have violated the corporation's, Heartlands' or KSYSA's rules or regulations, or have been accused of conducting themselves contrary to principles of good sportsmanship. The committee shall investigate all matters referred to it and provide an opportunity for all concerned parties to be heard. All parties involved with the specific complaint shall complete an incident report. The committee shall submit its recommendations to the Board for its approval. The Board may impose sanctions on an offending individual up to and including removal from the club. Every offending individual should be aware that in the event of a complaint of abuse against them, they may be temporarily suspended from all club duties/activities while an investigation takes place. Once they are cleared of any charges, they may apply for reinstatement within the organization. However, there is no guarantee that they will be reinstated to their former position.

Section 9. Technical Director(s) of Coaching.

Technical Director(s) of Coaching Program shall be:

1. A liaison between the Board of Directors and the Soccer Program.
2. Attend all meetings called exclusively for the Soccer Program.
3. Attend Board meeting at request of the Board.
4. Provide input regarding the budget to the Board.
5. Responsible for implementing policies and procedures for the Soccer Program adopted by the Board from time to time.
6. Directing and overseeing the coach's approach to instructing their players.

Section 10. Director of Risk Management.

Director of Risk Management shall be responsible for implementing policies and procedures as outlined by KSYSA for the KIDSAFE program and any other program or guidelines established by KSYSA with respect to risk management. The Board of Directors can agree to outsource the responsibilities of this office to a soccer affiliate until said time the Board chooses to fulfill internally.

Section 11. Compensation of Board of Directors.

Directors, as such, shall not receive any stated salary for their services.

Section 12. Presumption of Assent.

A director of the corporation who is present at a meeting of the Board or any committee at which action on any corporate matter is undertaken, shall be presumed to have assented to the action taken unless his dissent shall be entered into the minutes of the meeting or proceeding or unless he shall file a written dissent to such action with the person acting as the secretary of the meeting or proceeding before the adjournment of the meeting or proceeding or shall forward such dissent to the secretary of the meeting or proceeding, by registered mail, within ten (10) days after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE 5

WAIVER OF NOTICE

Section 1. Waiver of Notice.

Whenever notice is required to be given under any provisions of these Bylaws, or of the Articles of Incorporation or the Kansas General Corporation Code, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be the equivalent of notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when a person attends such a meeting for the express purpose of objecting,

at the beginning of the meeting, to the transaction of 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 members, directors, or members of a committee of directors need be specified in any written waiver of notice.

ARTICLE 6

OFFICERS

Section 1. Number.

The officers of the corporation shall be a President, Vice President, Secretary, Treasurer and Club Managers. The members may also elect an Assistant to the Chairman of the Board, one or more Assistant Secretaries and one or more Assistant Treasurers.

Section 2. Election and Term of Office.

The officers of the corporation shall serve one-year term ending at the annual meeting of the members and shall be chosen by the members at the annual meeting when such officer's term is up for re-election. Each such officer shall hold office until his successor shall have been duly chosen and shall qualify, or until his death or until he shall resign or shall be removed in the manner hereinafter provided.

Section 3. Nominations.

Nominations for elected officers may be offered by any member in good standing by contacting a board member with their nomination via email by Jan 1. To be voted on as per the bylaws in Article 4.

Section 4. Compensation of Officers.

Officers shall not receive compensation for their service and reimbursement of their expenses incurred on behalf of the corporation unless otherwise determined by the Board of Directors.

Section 5. Removal and Vacancies.

Any officer may be removed by two-thirds vote of 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 contractual rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by two-thirds vote of the Board of Directors.

Section 6. President.

The President shall preside at all meetings, shall present an annual report of work of the organization at the meeting of the members, shall see all books, reports and certificates as required by law are properly kept or filed, and shall have such powers as may be reasonably

constructed as belonging to the chief executive of any organization. The President of the corporation or his/her formal designate shall serve on the Heartland Soccer Association Board of Directors if Club Palmyra is invited. The President shall vote only as a tie-breaker at meetings of the Board of Directors and members.

Section 7. Vice President.

The Vice President shall, in the event of the absence or inability of the President to exercise the office, become acting President of the organization with all the rights, privileges and powers as if he/she had been duly elected President. The Vice President serves as chief operating officer. The Vice President shall chair the Rules and Sportsmanship Committee.

Section 8. Secretary.

The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be the Secretary's duty to coordinate with the Treasurer the filing of any certificates required by any statute, federal, state or local. The Secretary shall give and serve all notices to members of this organization. The Secretary shall be the official custodian of the records and seal of this organization. The Secretary shall attend to all correspondence of the organization and shall exercise duties incident to the office of Executive Secretary.

Section 9. Treasurer.

The Treasurer shall have the care and custody of all monies belonging to the organization, shall be solely responsible for such monies or securities of the organization and shall exercise all duties incident to the office of Treasurer. The Treasurer must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors at such meetings. The Treasurer shall be bonded in favor of the corporation at its expense. Certified public accountants may be retained at the corporation's expense to insure that adequate controls and procedures are in place and shall either prepare or review all tax documents required for the Internal Revenue Service.

Section 10. Club Manager.

Club Manager shall be approved by affirmative vote of the majority of the officers to provide leadership for the principal programs and administrative functions of the organization. The Club Manager shall work closely in conjunction with the Secretary and Treasurer to ensure all team business is conducted professionally and clearly and shall represent the clear contact point for members including coaches.

ARTICLE 7

PROGRAMS

Section 1. Competitive Soccer.

The corporation organizes sponsors, administers and supports competitive teams to represent the corporation's competitive team in competition under the ages of its affiliated local, state, national and international organizations. Participation on these competitive teams is based on demonstrated skill, proficiency and sportsmanship as determined by the responsible coach(es) in accordance to standards established by the Board of Directors from time to time. Competitive teams require a high commitment level. A competitive team is a team that holds try-outs and may roster players without any consideration to geographical boundaries. Expenses fluctuate per team.

Section 2. Team Management.

Coaches of all teams playing under the corporation's affiliation will be supervised by the corporation. The coach has sole authority and responsibility for the team, subject to the standards of the corporation. Coaches serve for a full year (i.e., spring, summer, fall, winter) and may be reappointed for succeeding terms. Each coach will assure that the team has a manager to handle team administration duties/responsibilities. Coaches may appoint assist coach(es) who may serve as team manager, but will remain fully responsible for team performance and conduct. All coaches and volunteers will adhere to all policies and procedures of the corporation and be subject to disciplinary action that could result in discharge of your position.

Section 3. Club Sponsorship.

The corporation can accept community, commercial and individual sponsorship for the club upon application to and approval by the Board of Directors. Such sponsorship shall be consistent with the purpose, goals and policies of the corporation.

Section 4. Designated Seasons.

The season shall be designated as follows:

COMPETITIVE PROGRAM

The soccer year begins June 1st and continues through May 31st of the subsequent year. Depending on the age group and/or success of the team through state, regional, and national competition a player will fulfill their commitment to their team through the end of that competition regardless of your club status for the following year.

This soccer year is divided into three (3) sessions with the three (3) sessions having an overlap and the sessions are as follows: fall, winter and spring. The open time of June 15th – July 15th (30) days of the given year is regarded as open recruiting as per KSYSA rules and regulations.

Section 5. Operating Structures.

The Technical Director(s) of Coaching shall develop and recommend to the corporation's Board of Directors operating guidelines for the Competitive Program from time to time, which operating guidelines will not be effective until such time as the Board of Directors approve such.

ARTICLE 8

INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the Kansas General Corporation Code, indemnify any and all persons whom it shall have the power to indemnify under said section from and against any and all of the liabilities and expenses or other matters referred to or covered in said section. The corporation shall maintain directors' and officers' insurance with minimum liability coverage of at least \$1,000,000 at its expense to protect itself and any such persons against such expenses or liabilities.

ARTICLE 9

**COMPLIANCE WITH KANSAS STATE YOUTH SOCCER BYLAWS AND RULES,
WITH THE BYLAWS, POLICIES AND RULES OF THE UNITED STATES YOUTH
SOCCER ASSOCIATION AND WITH THE POLICIES AND BYLAWS OF THE UNITED
STATES SOCCER FEDERATION**

The corporation supports and subscribes to the regulations and jurisdiction of the Federation International de Football Association (FIFA) its affiliated national United States Youth Soccer Association (USYSA) and state Kansas State Youth Soccer Association (KSYSA) organizations.

The corporation shall not discriminate against any person or entity based on race, religion, national origin, color or on any other basis deemed impermissible by KSYSA, USYSA or FIFA.

ARTICLE 10

MISCELLANEOUS

Section 1. Funds.

The funds of the corporation shall be deposited in such depository as the Board of Directors shall from time to time designate. Checks thereupon or other withdrawals shall be signed by such person or persons as the Board of Directors may from time to time designate.

Section 2. Amendments.

These Bylaws may only be amended after the approval of two-thirds of the members of the Board of Directors then serving, and then approved at a meeting of the members by a two-thirds vote of all members voting at the meeting.

Section 3. Interpretation.

In the event of any conflict in the interpretation of these Bylaws, the interpretation adopted by the Board of Directors shall be conclusive and binding on the corporation and its members.

The Bylaws amend, modify, supersede and restate in their entirety all previous versions and amendments of the Bylaws of the corporation.

Secretary

Date: _____