

**BYLAWS OF THE
NWA LIGHTNING SOCCER CLUB, INC.**

**ARTICLE I
PURPOSE AND POWERS**

1.1. PURPOSE. NWA Lightning Soccer Club, Inc., (hereafter the "Corporation") shall have as its primary purpose as now set forth in the Corporation's Articles of Incorporation as filed with the Arkansas Secretary of State on the 11th day of September, 2000, or as may be amended.

1.2. POWERS. The corporation shall have such powers as are now or may hereafter be granted by the Arkansas Nonprofit Corporation Act of 1993, as subsequently amended, except as such powers may be otherwise modified hereby or by the Articles of Incorporation of this Corporation.

**ARTICLE II
BOARD OF DIRECTORS**

2.1. GENERAL POWERS. All of the business and affairs of the Corporation shall be managed and controlled by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws prohibited.

2.2. NUMBER, ELECTION, AND TENURE. The number of Board of Directors shall not consist of less than seven (7) or more than nine (9). The term of each Director shall be for one (1) year. Directors may be elected for successive terms. Vacancies shall be filled by majority vote of the Board of Directors for the remainder of the unexpired term. Directors elected to fill vacancies of a Director's term, the Director shall continue to serve until the Director's successor is elected, designated or appointed and qualifies, or until there is a decrease in the number of Directors.

2.3. RESIGNATION AND REMOVAL. Any Director may resign from the Board at any time by giving written notice to the President or the Secretary of the Corporation and unless otherwise

specified therein, the acceptance of such resignation shall not be necessary to make it effective. Additionally, any director may be removed with or without cause by the vote of two-thirds (2/3) of the Board of Directors then in office, at any meeting of the Board of Directors. Advance notice of the intention to act upon removal of any Director shall be given in the notice calling such meeting which notice shall be given to all members of the Board of Directors.

2.4. ANNUAL AND REGULAR MEETINGS. An annual meeting of the Board of Directors shall be held each calendar year, at such time and place as shall be designated by the President in the notice of the meeting for the purpose of electing members of the Board of Directors, officers and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution for the holding for regular meetings.

2.5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by, or at the discretion of the President or a majority of the voting Directors then in office, to be held at such time and place, either within or without the State of Arkansas, as shall be designated in the notice of the meeting.

2.6. EXECUTIVE SESSION OF THE BOARD. Any member of the Board may call for a closed session at any regular or special meeting. Such a session would be closed to the general public, soccer players, parents/guardians of soccer players or any employee of the Corporation.

2.7. NOTICE. Notice of the time and place of any meeting of the Board of Directors shall be given at least (2) days prior thereto by written notice delivered personally or sent by mail or facsimile transmission to each Director at the address shown on 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. If notice to be given by facsimile transmission, such notice shall be deemed to be delivered when the sender to the Director's facsimile number transmits the facsimile transmission. Any Director may waive of 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board needs to be specified in the notice or waiver of notice of such meeting, unless otherwise required by law of by these Bylaws.

2.8. QUORUM. A majority of Directors, present and in person shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum shall not be present at any meeting of the Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

2.9 PROXIES. A director may vote in person. A Director may not vote by proxy.

2.10. MANNER OF ACTING.

(a) **Formal Action by Directors.** The act of a majority of Directors in person and present at a meeting at which a quorum is present shall be the act of the Board of Directors.

(b) **Informal Action by Directors.** No action of the Board of Directors shall be valid unless taken at a meeting at which a quorum is present except that any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing shall be signed by each Director entitled to vote setting forth the action so taken, the names of each Director approving the action so taken and the names of each Director opposing the action so taken.

2.11. COMPENSATION. The Director of Coaching and Executive Director shall receive salaries for their services. Provided, however, the Director of Coaching and Executive Director shall not participate in or be allowed by vote on matters of their salaries for their services. All other Directors shall not receive salaries for their services. By resolution of the Board of Directors a fixed sum for expenses of attendance, in any, may be allowed for attendance at each meeting of the Board.

Provided, however, nothing contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

2.12. PROCEDURE. The President shall preside at meetings of the Board of Directors. The meetings of the Board of Directors shall be held pursuant to Robert's Rules of Order.

ARTICLE III **OFFICERS**

3.1. OFFICERS. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, an Executive Director, a Director of Coaching and such other officers as the Board from time to time deem necessary and desirable. One person may not hold more than one office.

3.2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected annually by majority vote of the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, it shall be held as soon as convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board or Directors. Each officer shall hold office for term of one (1) year and until a successor shall have been elected unless the officer shall sooner resign or be removed.

3.3. RESIGNATIONS AND REMOVAL. Any officer elected by the Board of Directors may be removed, with or without cause, by a majority vote by the Board of Directors. Any officer may resign at any time by giving written notice to the President or Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.4. VACANCIES. Vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

3.5. PRESIDENT. The President shall be elected from among the Directors of the Corporation. The President shall sign along with the Secretary, or any other proper officer of the

Corporation authorized by the Board of Directors, all deeds, mortgages, bonds, contracts, or other instrument which have been authorized to be executed 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.

3.6. VICE PRESIDENT. One or more Vice Presidents may be elected from among the Directors and in the absence of the President, the Vice President in the order of their election shall perform the duties of the President.

3.7. SECRETARY. The Secretary shall be elected from among the Directors of the Corporation. The secretary shall, subject to the direction of the President, keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; assure that the minutes of all meetings of other committees are prepared and filed with the records of the Corporation; assure that all notices are given in accordance with the provisions of these Bylaws or as required by law. Be custodian of the corporation records and of the seal of the Corporation; and in general perform all the duties incident to the office of the Secretary by the President or the Board of Directors.

3.8. TREASURER. The Treasurer shall be elected among the Board of Directors of the Corporation. The Treasurer shall, subject to the direction of the President, have charge and custody of and responsible for all funds and securities of the Corporation receive and give receipt for monies due and payable to the Corporation from any source whatsoever; 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 these Bylaws and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bind the faithful

discharge of the Treasurer's duties in such sum with such surety as the Board of Directors shall determine.

3.9. EXECUTIVE DIRECTOR. The Executive Director shall manage the affairs and direct the work and employees of the Corporation, subject to and in accordance with the directions of the Board of Directors. The Executive Director shall prepare budgets of expense for approval of the Board of Directors. The Executive Director shall attend all meetings of the Board of Directors unless otherwise directed by the Board of Directors and shall be an advisory member of each committee created by the Board of Directors. The Executive Director shall make reports of the work and affairs of the Corporation to the Board or Directors at their annual and regular meetings.

3.10. DIRECTOR OF COACHING. The Director of Coaching shall manage the affairs of soccer teams and direct the coaches of each team subject to and in accordance with the directions of the Board of Directors.

3.11. COMPENSATION. The compensation, if any, of the Executive Director and the Director of Coaches may be established by action of the Board of Directors and may thereafter be changed at any time by action of the Board of Directors. All other officers of the Corporation shall serve without compensation.

ARTICLE IV **COMMITTEES**

4.1. FORMATION AND DESIGNATION. The Board of Directors by resolution adopted by a majority vote of the Board of Directors may form and designate an Executive Committee consisting of seven (7) or more Directors. Further, the Board of Directors by resolution adopted by a majority vote of Board of Directors may form and designate other committees consisting of two or more persons, who may or may not be directors and may delegate to such committee or committees all such authority of the Board of Directors that it deems desirable, except that no such committee or

committees, unless specifically so authorized by the Board, shall have and exercise the authority of the Board to:

- (a) Adopt, amend or repeal the Bylaws
- (b) Fill vacancies in the Board or any committee;
- (c) Draft a plan of distribution of the corporate assets,

The Board of Directors may designate one or more directors as alternate members of any such Committee, who may replace any absent member or members at any meeting of such committee. Each member of such committee shall serve at the pleasure of the Board. The designations of any such committee and the delegation thereto of authority shall not relieve any Director of any responsibility imposed by law. The Executive committee or any other committee shall report any actions taken to the meeting of the Board of Directors next following the taking of such action, unless the Board otherwise requires. So far as applicable, the provisions of these Bylaws relating to the conduct of meetings of the Board shall govern meetings of the Executive Committee and other committees.

4.2. Appeal and Discipline Committee. The Board of Directors by resolution adopted by a majority vote of the Board of Directors shall form and designate an Appeal and Discipline Committee consisting of two or more persons. The purpose and authority of the Appeal and Discipline Committee shall be to consider protests and appeals from players, coaches, and parents as well as to investigate situations and incidents left unresolved from players, coaches, and parents. The Appeal and Discipline Committee shall develop procedures, not to exceed seven (7) days from notification of an incident, for such appeals, protests, and investigations, and submit its findings and recommendations to Board of Directors at the Board's next regular meeting. In the event, a player, coach, or parent disagrees with the decision of the Appeal and Discipline Committee, that person

must appeal to the Board of Directors within five (5) business days. The appeal shall be accompanied by a One Hundred Dollar (\$100) appeal filing fee and a written basis for the appeal. The Board will not hear any oral argument pertaining to the appeal. Should the Board overturn the decision of the Appeal and Discipline Committee, the One Hundred Dollar (\$100) appeal-filing fee shall be returned.

ARTICLE V
CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

5.1. CONTRACTS. The Board of Directors may authorize any officer or agent of the the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

5.2. BORROWING. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the majority vote of the Board of Directors. Such authority may be general or confined to specific instances.

5.3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of the money, notes, or other evidences of indebtedness issued in the name of the Corporation exceeding the sum of two thousand dollars (\$2,000.00) shall be signed by any two (2) of the officers of the Corporation, or by such other persons designated from time to time for resolution by the majority vote of the Board of Directors.

5.4. DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

5.5 GIFTS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes of the Corporation or for a designated purpose as long as the designated person is within the purposes and powers of the Corporation.

ARTICLE VI
MISCELLANEOUS

6.1. BOOKS AND RECORDS. The Corporation shall keep current books and records of account and shall also keep records of minutes and proceedings of the Board of Directors. Copies of the minutes of the meetings of the Board of Directors shall be regularly distributed to each member of the Board of Directors. Record of account shall be audited by an independent certified public accountant annually as the close of every other fiscal year.

6.2. FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year unless otherwise determined by resolution of the Board of Directors.

6.3. SEAL. The Board of Directors may provide, but is not obligated to provide, a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Nonprofit Corporation" and the state of incorporation.

6.4. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act of the State of Arkansas or under the provisions of the Articles of Incorporation of the Corporation or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, and be deemed equivalent to the giving of such notice.

6.5. LOANS TO OFFICERS AND DIRECTORS PROHIBITED. No loans shall be made by the Corporation to its officers or Directors. The Directors of the Corporation who vote for or assent to the making of a loan to an officer or Director of the Corporation, and any officer or officers

participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

6.6. ADDITIONAL ORGANIZATIONS. The Board of Directors may authorize the formation of such auxiliary organizations as would in the opinion of the Board assist in the fulfillment of the purposes of the Corporation.

6.7. RULES. The Board of Directors may adopt, amend or repeal rules (not inconsistent with the Bylaws) for the management of the internal affairs of the Corporation and the governance of its officers, agents, committees and employees. The Board shall have the authority to set forth such rules of organization and play for the club's teams, as it shall deem appropriate. This duty may be assigned in whole or part to a committee of the Board.

ARTICLE VII **INDEMNIFICATION**

7.2. Except as prohibited under Chapter 42 of the Internal Revenue Code and the regulations there under, the Corporation shall indemnify each person who is or has been a Director or officer of the Corporation and such persons' heirs and legal representative where such person is a party or is threatened with being made a party in any threatened, pending or completed action, suit or proceeding, whether civil criminal, administrative or investigative including all appeals, by reason of the fact that such person is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation in any capacity for any other business organization, against expenses (including attorney's fees), judgment, decree, fines, penalties and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceedings, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed by the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding shall not of itself create a presumption that the person

did not act in good faith or in a manner which such person reasonably believed to be in or not opposed to the best interest of the Corporation, or with respect to any criminal action, suit, or proceeding, that such persons had reasonable cause to believe that such person's conduct was unlawful. The foregoing right of indemnification shall be in addition to all rights to which any such Director or officer may be entitled as a manner of law.

7.2. LIABILITY INSURANCE. The Corporation may purchase and maintain insurance on its own behalf and on behalf of any person who is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation in any capacity for any other business organization, insuring the Corporation and such person against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Bylaw or applicable law.

ARTICLE VIII
AMENDMENTS TO BYLAWS AND ARTICLES OF INFORMATION

These Bylaws and Articles of Incorporation may be altered, amended or completed restated by a majority vote of the Board of Directors at any regular or special meeting of the Board.

CERTIFICATE

I, _____, Secretary of NWA Lightning Soccer Club, Inc. certify that the attached Bylaws were adopted at a meeting of the Board of Directors on the 20th day of July, 2005.

SECRETARY

