

ROCHESTER YOUTH SOCCER ASSOCIATION BYLAWS

ARTICLE I. Offices, Corporate Seal

Section 1.01. Registered Office. The city, town, or other community in which the registered office of this corporation is located in Minnesota shall be as set forth in the Articles of Incorporation of this corporation, or in the most recent amendment or restatement of such Articles of Incorporation, or in a certificate of change of registered office filed with the Secretary of State of Minnesota reflecting the adoption of a resolution by the Board of Directors of this corporation changing the registered office.

Section 1.02. Other Offices. This corporation may have such other offices, within or without the State of Minnesota, 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. Members and Meetings. The Articles of Incorporation of this corporation provide that the members of the Board of Directors of this corporation shall be the only members of this corporation and that such persons shall have voting rights only as directors and shall have no voting rights as members. Accordingly, there shall be no meetings of the members of this corporation.

Section 2.02. Property Rights. No member shall have any right, title, or interest in or to any property of this corporation.

ARTICLE III. Officers

Section 3.01. Number. The officers of this corporation shall be a President, a Vice President, a Treasurer, two(2) or more chairs including: Recreation, Traveling and such other officers as may be appointed by the Board of Directors. Any two (2) or more offices, except those of President, Vice President, and Treasurer may be held by the same person.

Section 3.02. Election, Term of Office, and Qualifications. All 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 3.10 hereof, each shall hold office until the next annual election of officers and until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign, or until he or she shall have been removed in a manner

hereinafter provided. The President and Vice 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 3.03. Resignations. Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, to the President, or to the Vice President of this corporation. Any such resignation shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the President, or Vice President of this corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.04. Removal. Any officer may be removed, either with or without cause, by a vote of a majority of the total number of directors, at any annual or other 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 shall be present thereat. Any officer that misses two (2) consecutive Operations Committee meetings may also be removed by a majority vote of the total number of directors at its next scheduled meeting without any notice of the purpose. Any vacancy caused by any such removal shall be filled in a manner specified in Section 3.05 hereof.

Section 3.05. Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office. The President may assign the duties of any vacant office to another officer until the vacant office is filled.

Section 3.06. President. The President shall have general oversight of the business of this corporation; shall, when present, preside at all meetings of the Board of Directors. The President shall see that all orders and resolutions of the Board of Directors are carried into effect; may execute and deliver in the name of the corporation (except in cases in which such execution and delivery shall be expressly delegated by the directors or by these Bylaws to some other officer or agent of this corporation or shall be required by law to be otherwise executed and delivered) any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this corporation, including, without limitation, any instruments necessary or appropriate to enable this corporation to donate income or principal of the corporation to or for the account of such corporations, associations, trusts, foundations, and institutions as are referred to or described in the Articles of Incorporation of this corporation and as this corporation was organized to support; shall perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 3.07. Vice President. The Vice President shall be elected by the Board of Directors, shall have such powers and shall perform such duties as may be

prescribed by the Board of Directors. In the event of absence or disability of the President, the Vice Presidents shall succeed to his or her powers and duties. The Vice President shall also be Secretary of, and when present, shall record proceedings of all meetings of the Board of Directors; Shall keep a register of the names and addresses of all members of this corporation; shall at all times keep on file a complete copy of the Articles of Incorporation and all amendments and restatements thereof and a complete copy of these Bylaws and all amendments and restatements hereof; shall, when directed to do so, give proper notice of meetings of the Board of Directors.

Section 3.08. Treasurer. The Treasurer shall keep accurate accounts of all moneys of this corporation received or disbursed; shall deposit all moneys, drafts, and checks in the name of, and to the credit of, this corporation in such banks and depositories as a majority of the Board of Directors shall from time to time designate; shall have power to endorse for deposit all notes, checks, and drafts received by this corporation; shall disburse the funds of this corporation as ordered by the Board of Directors, making proper vouchers therefor; shall render to the President and the directors, whenever required, an account of all his or her transactions as Treasurer and of the financial condition of this corporation; shall perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 3.09 Recreation Chair. The Recreation Chair shall be elected by the Board of Directors, shall have such powers and shall perform such duties as may be prescribed by the Board of Directors.

Section 3.10 Travel Chair. The Travel Chair shall be elected by the Board of Directors, shall have such powers and shall perform such duties as may be prescribed by the Board of Directors.

Section 3.11. Other Officers, Agents, and Employees. This corporation may have such other officers, agents, and employees as may be deemed necessary by the Board of Directors. Such other officers, agents, and employees shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.

Section 3.12. Bond. The Board of Directors of this corporation shall from time to time determine which, if any, officers or employees of this corporation shall be bonded and the amount of each bond.

ARTICLE IV. Board of Directors

Section 4.01. General Powers. The property, affairs and business of this corporation shall be managed by the Board of Directors. The Board of Directors shall set the direction and long-term objectives; review the Operations Committee programs to achieve long-term goals; review the financial well-being of the

organization (including insurance needs for the organization, its directors, officers, agents, employees, and volunteers); and handle human resources issues (e.g., hiring, firing, salary administration) of employees; and develop, approve, and implement Board of Directors policies and procedures.

Section 4.02. Number, Qualification and Term of Office. The number of directors shall be not less than five (5), but from time to time the number may be increased or may be diminished to not less than five (5), by the affirmative vote of a majority of the total number of directors. Each director shall be a natural person of full age and shall hold office until the annual meeting of the directors next following his or her election and until his or her successor shall have been elected and shall qualify, or until his or her death, resignation, or removal as hereinafter provided. No director may be a member of the Operations Committee or employee of the corporation.

Section 4.03. Organization. At each meeting of the Board of Directors, the President of this corporation or, in his or her absence, a chair chosen by a majority of the directors present, shall preside. The Vice President of this corporation or, in his or her absence, any person whom the chairman shall appoint, shall act as secretary of the meeting.

Section 4.04. Resignation. Any director of this corporation may resign at any time by giving written notice to the President or to the Vice President of this corporation. The resignation of any director shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the officer of this corporation to whom such written notice is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.05. 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 a vote of the remaining directors (though less than a quorum), and each director so chosen shall hold office until the next annual election and until his or her successor shall be duly elected and qualified, unless sooner displaced.

Section 4.06. Place of Meetings. The Board of Directors may hold its meetings at such place or places, within or without the State of Minnesota, as it from time to time determines.

Section 4.07. Annual Meeting. The annual meeting of the Board of Directors shall be held each year for the purpose of electing the directors and officers of this corporation and for the transaction of such other business as shall come before the meeting. Notice of such meeting shall be given as provided in Section 4.08 hereof for meetings of the Board of Directors, unless excused in accordance with Section 4.09 hereof.

Section 4.08. Meetings; Notice. Meetings of the Board of Directors shall be held whenever called by the President or by any one (1) of the other directors. Notice of each such meeting shall be mailed to each director, addressed to him or her at his or her residence or usual place of business, at least five (5) days before the day on which the meeting is to be held, or be delivered to him or her personally, by telephone or electronic mail, not later than three (3) days before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purposes thereof except as otherwise herein expressly provided. Receipt of each meeting notice shall be acknowledged by the recipient to the originator.

Section 4.09. Notices Excused. Notice of any meeting of the Board of Directors need not be given to any director who shall be present at such meeting; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all of the directors of this corporation then in office shall be present thereat or waive such notice in writing before, at, or after such meeting.

Section 4.10. Quorum and Manner of Acting. Except as otherwise provided by statute or by these Bylaws, one-half (1/2) of the total number of directors (but not less than three (3)) 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 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 any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 4.11. Removal of Directors. Any director may be removed, either with or without cause, at any time, by a vote of a majority of the total number of directors, at a meeting of the Board of Directors 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 shall be present thereat. Any director that misses two (2) consecutive meetings may also be removed by a majority vote of the total number of directors at its next scheduled meeting without any notice of the purpose, Any vacancy in the Board of Directors caused by any such removal shall be filled in a manner specified in Section 4.05 hereof.

Section 4.12. Proxies. Proxies shall not be allowed or used.

ARTICLE V. Operations Committee

This corporation shall have an Operations Committee as prescribed in these bylaws.

Section 5.01. General Powers. The day-to-day operations of this corporation shall be managed by the Operations Committee. The Operations Committee shall develop programs to support the organization's long-term objectives; review programs (e.g., travel, rec, player development, coaching development) to assure that they are supporting long-term objectives; act in a fiscally responsible manner; and develop, approve, and implement Operations Committee policies and procedures.

Section 5.02. Committee members. The voting members of the Operations Committee shall be the Recreation Chair, Travel Chair, Treasurer and others as chosen by the Board of Directors in the manner prescribed in these bylaws. No member of the Operations Committee may be a member of the Board of Directors.

Section 5.02-A. Resignations. Any officer that resigns as provided in Article IV, Section 4.03 shall no longer be a member of the Operations Committee. Any employee of this corporation who resigns shall no longer be a member of the Operations Committee.

Section 5.02-B. Removal. Any officer that is removed as provided in Article IV, Section 4.04 shall also be removed as a member of the Operations Committee. Any employee of this corporation whose employment is terminated shall no longer be a member of the Operations Committee.

Any Operations Committee member may be removed, either with or without cause, by a vote of a majority of the total number of directors, at any annual or other 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 shall be present thereat.

Section 5.03. Organization. At each meeting of the Operations committee, the Chair as appointed by the Board of Directors or, in his or her absence, a chair chosen by a majority of the Operations committee members present, shall preside. The Chair or, in his or her absence, any person whom the chair shall appoint, shall act as secretary of the meeting.

Section 5.04. Meetings; Notice. Notice of each meeting of the Operations committee shall be mailed to each member, addressed to him or her at his or her residence or usual place of business, at least three (3) days before the day on which the meeting is to be held, or be delivered to him or her personally, by telephone or electronic mail, not later than two (2) days before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting.

Section 5.05. Notices Excused. Notice of any meeting of the Operations committee need not be given to any member who shall be present at such

meeting; and any meeting of the Operations committee shall be a legal meeting without any notice thereof having been given if all of the members shall be present thereat or waive such notice in writing before, at or after such meeting. Section 5.06. Quorum and Manner of Acting. Except as otherwise provided by these Bylaws, one-half (1/2) of the total number of Operations committee members (but not less than three (3)) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the committee members present at any meeting at which a quorum is present shall be the act of the committee. In the Absence of a quorum, a majority of the committee members present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 5.07. Responsibilities. This committee shall run the general business of the corporation as prescribed by the Board of Directors in the Operations Committee Operating Procedures.

Section 5.08. Proxies. Proxies shall not be allowed or used.

ARTICLE VI. Advisory Committees

Section 6.01. Number. Advisory Committees of this organization shall be Traveling and Recreational. A member of the Board of Directors may be appointed a member of any Advisory committee.

Section 6.02. Other Committees. This corporation may have such other committees as may be deemed necessary by the Board of Directors or Operations Committee. Such committees shall exist and have such duties as may be determined by resolution of the Board of Directors or Operations Committee.

Section 6.03. Committee members. All Committee members shall be approved by the Operations Committee. The chair of each committee shall recommend to the Operations Committee candidates to fill committee positions as described in the operating procedures of this corporation.

All committee members shall serve on the committee until the end of their term or until his or her death, resignation, or removal as hereinafter provided. Committee members may hold any 1 or more positions on a committee.

Section 6.03-A Resignations. Any committee member may resign at any time by giving written notice of his or her resignation to a member of the Operations Committee,. Any such resignation shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by a member of the Operations Committee and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.03-B. Removal. Any committee member may be removed, either with or without cause, by a vote of a majority of the Operations Committee members, at any meeting called for the purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the Operations Committee members of this corporation shall be present thereat.

Section 6.03-C. Vacancies. A vacancy in any committee because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for appointment to such committee.

Section 6.04. Organization. At each meeting of an Advisory committee, the Chair of the committee or, in his or her absence, a chair chosen by a majority of the Advisory committee members present, shall preside. The Secretary of this committee or, in his or her absence, any person whom the chair shall appoint, shall act as secretary of the meeting.

Section 6.05. Meetings; Notice. Notice of each meeting of an Advisory committee shall be mailed to each committee member, addressed to him or her at his or her residence or usual place of business, at least three (3) days before the day on which the meeting is to be held, or be delivered to him or her personally, by telephone or electronic mail, not later than two (2) days before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting.

Section 6.06. Notices Excused. Notice of any meeting of an Advisory committee need not be given to any committee member who shall be present at such meeting; and any meeting of an Advisory committee shall be a legal meeting without any notice thereof having been given if all of the members of this committee then appointed shall be present thereat or waive such notice in writing before, at or after such meeting.

Section 6.07. Quorum and Manner of Acting. Except as otherwise provided by these Bylaws, one-half (1/2) of the total number of committee members (but not less than three (3)) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the committee members present at any meeting at which a quorum is present shall be the act of the committee. In the absence of a quorum, a majority of the committee members present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken. A committee member holding more than one (1) position on a single committee shall have one (1) vote on the committee and shall be counted as one (1) member when determining total number of committee members and when establishing a quorum.

Section 6.08. Traveling Committee. The Travel Chair of this corporation shall be the chair and a voting member of the Traveling committee. Other voting members of this committee and its responsibilities are defined in the Traveling Committee Operating Procedures of this corporation as approved by the Operations Committee.

Section 6.09. Recreational Committee. The Recreation Chair of this corporation shall be the chair and a voting member of the Recreational committee. Other voting members of this committee and its responsibilities are defined in the Recreational Committee Operating Procedures of this corporation as approved by the Operations Committee.

Section 6.10. Proxies. Proxies shall not be allowed or used.

ARTICLE VII. Financial Matters

Section 7.01. Books and Records. The Board of Directors of this corporation shall cause to be kept:

- (1.) Records of all proceedings of the Board of Directors; and
- (2.) Such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 7.02 Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of this corporation originals or copies of:

- (1.) records of all proceedings of the Board of Directors;
- (2.) all financial statements of this corporation; and
- (3.) Articles of Incorporation and Bylaws of this corporation and all amendments and restatements thereof.

Section 7.03. Accounting System and Audit. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for this corporation. The Board of Directors shall cause the records and books of account of this corporation to be audited, at least once in each fiscal year and at such other times as it may deem appropriate.

Section 7.04. 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 payment of compensation to, and for the payment or reimbursement of expenses incurred by any director, officer, agent, 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 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.

Section 7.05.Fiscal Year. The fiscal year of the corporation shall be determined by the Board of Directors.

Section 7.06.Checks, Drafts, and Other Matters. All checks, drafts, or other orders for the payment of money and all note, bonds, or other evidences of indebtedness issued in the name of this corporation shall be signed by such officer or officers, agent or agents, employee or employees of this corporation and in such manner as may from time to time be determined by a resolution of the Board of Directors.

ARTICLE VIII. Waiver of Notice

Whenever notice of any meeting is required to be given by these Bylaws or any of the corporate laws of the State of Minnesota, such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before at or after the meeting.

ARTICLE IX. Authorization Without a Meeting

Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by all of the directors.

ARTICLE X. Amendments

The Board of Directors may amend this corporation's Articles of Incorporation, as from time to time amended or restated, and these Bylaws, as from time to time amended or restated, to include or omit any provision which could lawfully be included or omitted at the time such amendment or restatement is adopted. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or Bylaws, either (1) may be submitted and voted upon at a single meeting of the Board of Directors and be adopted at such meeting, a quorum being present, upon receiving the affirmative vote of not less than two-thirds (2/3) of the total number of directors of this corporation, or (2) may be adopted, in accordance with Article IX hereof, by a writing signed by all of the directors of this corporation.