

FIRST AMENDED and RESTATED BYLAWS
of the

Enid Soccer Club

ARTICLE I
OFFICES AND PURPOSE

SECTION 1. Name. The name of the Corporation shall remain the same: ENID SOCCER CLUB, LLC which is designated as a 501(c)(4) Oklahoma Not-For-Profit Corporation.

SECTION 2. Registered Office. The registered office of the Corporation shall be at 6824 N. Robinson Ave., Oklahoma City Oklahoma, and the name of the registered agent at this address is Jon P. McNaught. The registered office need not be identical with the principal place of business of the Corporation, and either the registered office or the principal place of business of the Corporation may be changed at any time by the Board of Directors.

SECTION 3. Purpose. These Amended and Restated Bylaws shall replace in their entirety any previously passed Bylaws of the Corporation. The corporation is organized to operate exclusively for athletic, social, charitable and educational purposes within the meaning of Section 501(c)(4) of the Internal Revenue Service Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and more specifically: (a) to promote and manage the sport of soccer in Enid and Garfield County, Oklahoma, specifically by providing teams, players, management, direction, consultation, and assistance managing the sport and play of soccer; and (b) to utilize, promote and maintain, and assist in the operations of the Advance Soccer Complex and related facilities as requested by the Board of Directors of the Advance Soccer Complex.

The Corporation shall not engage in any transaction or permit any act or omission which shall operate to deprive it of its tax-exempt status under Section 501(c)(4) of the Code. The Corporation shall not engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986. In the event of dissolution or liquidation of the Corporation, any assets then remaining shall be distributed among such other organizations as shall qualify at the time as exempt organizations described in Code Section 501(c)(4) as the Board of Directors shall determine, such assets to be used for purposes consistent with those described in the immediately preceding subparagraphs lettered (a) through (e).

No part of the net earnings of the Corporation shall inure to the benefit of any Member of the Corporation or other private individual except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the Corporation shall be distributed directly or indirectly to any Member of the Corporation except in fulfillment of its charitable and educational purposes enumerated herein.

The Corporation also has such powers as are now or may hereafter be granted under the laws of Oklahoma that are furtherance of the Corporation's exempt purposes within the

meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax codes.

ARTICLE II MEMBERSHIP

SECTION 1. Members. The Membership shall consist of the designated Members of the Board of Directors, which initially shall be (7) Members and their successors as may occur under Sections 4 and/or 5 of this Article. The seven (7) Members shall be selected as follows:

- Four Members shall be appointed by the Enid Sports Association.
- Three Members shall be elected by the Enid Soccer Club.

SECTION 2. Rights and Powers. The Members shall have rights, powers and responsibilities as provided in these Bylaws, the Certificate of Incorporation, and, to the extent not inconsistent with these Bylaws, the rights and powers and responsibilities accorded to them by statute.

SECTION 3. Voting Rights. All Members in good standing shall have the right to vote at any annual or special Member or Board meeting. All eligible Board Members may vote on any matter, including if they are a nominee for a position being voted upon. The only matter upon which a Board Member may *not* vote is upon an action for removal of that Member.

SECTION 4. Resignation of Member. Any Member may resign from Membership in the Corporation upon giving written notice thereof to the Secretary of the Corporation. Such resignation shall specify the effective date thereof. If one of the initial Members should desire to resign, he or she shall be replaced with an individual who is approved by a majority vote of the remaining Members, including the resigning Member. Such new Member shall automatically succeed the resigning Member in filling any unexpired term resulting from such Member's resignation as a director and/or officer of the Corporation.

SECTION 5. Death of Member. Should any of the initial Members die, his/her vacancy shall be filled with an individual who is approved by a majority vote of the Members remaining.

SECTION 6. Place of Meetings. All meetings of the Members for the election of Directors shall be held at such time and place within the State of Oklahoma, as shall be stated in the notice of the meeting at least 15 days prior to the meeting.

SECTION 7. Annual Meetings. An annual meeting of the Members commencing with the calendar year next following the calendar year in which these Bylaws are adopted, shall be held each year on a day not more than six (6) months following the close of the previous fiscal year of the Corporation, as shall be selected by the Board of Directors. At the meeting, the Members shall elect Directors and transact such other business as may properly be brought before the meeting.

SECTION 8. Special Meetings. A special meeting of the Members for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, or by these Bylaws, may be called by a majority quorum of the Board of Directors, or by a Petition to the Board signed by at least two (2) Members. Business transacted at a special meeting shall be confined to the subjects stated in the notice of the meeting.

SECTION 9. Notice. Written or printed notice stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered at least fifteen (15) days before the date of the meeting, either personally or by mail by or at the direction of the President, the Secretary, or the officer or person calling the meeting, to each Member entitled to vote at the meeting. If mailed, such notice 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 then current Membership Roll of the Corporation, with postage thereon prepaid. Attendance of a Member at a Membership meeting shall constitute a waiver of notice of such meeting or manner in which it has been called or convened, except when a Member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection to the transaction of any business. Other interested parties shall be given such notice of meetings as the Board of Directors shall deem appropriate.

SECTION 10. Quorum. At least 67% of the Members must be present to obtain a quorum, which for this Board means that 5 out of 7 Members must be present in person, electronically or represented by proxy, to constitute a quorum for the transaction of business at all meetings of the Membership or Board, except as otherwise provided by statute, by the Certificate of Incorporation or by these Bylaws. If a quorum is not present or represented at any meeting of the Membership, a majority of the Members entitled to vote thereat who are present in person may adjourn the meeting until a quorum shall be present or represented. If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each Member.

SECTION 11. Majority Vote. When a quorum is present or represented by proxy at any meeting, the vote of a simple majority [4 out of 7 or 3 out of 5] of the active Members present in person, electronically or represented by proxy shall be sufficient to decide any questions brought before such meetings, unless the Certificate of Incorporation or these Bylaws require a different vote, in which case such express provisions shall govern and control the decision.

SECTION 12. Membership Roll Dates: Closing Membership Books. The Board of Directors may fix in advance a roll date for the purpose of determining Members entitled to vote at a meeting of Members with the roll date being not less than fifteen (15) days prior to the meeting. In the absence of any action by the Board of Directors, the date upon which the notice of the meeting is mailed shall be the roll date.

SECTION 13. Order of Business at Meetings. Roberts Rules of Order Newly Revised shall govern the parliamentary procedures of the Corporation when not in conflict with these Bylaws. The order of business may be altered or suspended at any meeting by a majority vote of the active Members present.

SECTION 14. Action by Unanimous Consent. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Membership may be taken without a meeting, if all Members consent thereto in writing setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings of the Membership.

ARTICLE III **DIRECTORS**

SECTION 1. Management. The business and affairs of the Corporation shall be managed by the current Members, who are also Members of the Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are not restricted by statute or by the Certificate of Incorporation or by these Bylaws, and directed or required to be exercised or be done by the Members.

SECTION 2. Number, Qualification, Election, Term, Eligibility, Removal. The Board of Directors shall consist of seven (7) Members. Those Members of the Board shall be appointed and/or elected as set out in Article II, Section 1 of these Bylaws. The Members shall hold office for the period set forth below, and thereafter until their successors are duly appointed, elected or disqualified. The Directors may be re-elected for successive terms.

- a. Term. Directors shall serve three (3)-year terms, unless removed, or by resignation or death or incapacity, or unavailable per these Bylaws.
- b. Election of Directors. Directors shall be elected or appointed pursuant to Article II, Section I of these Bylaws.
- c. Removal. The Board of Directors may remove a sitting Director at any special or monthly Board meeting by the affirmative unanimous vote of the remaining Directors, not including the Director to be removed. Such removal vote may be made by any sitting Director at any meeting of the Board of Directors in which a quorum is present.

SECTION 3. Conflict of Interest. No person who has a continuing conflict of interest between his/her responsibilities and interests and those of the Corporation shall be elected to the Board of Directors. No Director shall participate in any decision of the Board of Directors in which the Director has any conflict of interest, though such Director shall be counted in determining whether a quorum is present.

SECTION 4. Meetings The Board of Directors of the Corporation may hold regular and special meetings. Regular meetings shall be held not less than one (1) time each year. Special meetings of the Board may be called by the President or by two (2) Directors. Written notice of the time, place and agenda, for both regular and special meetings, shall be given to each Director either by personal delivery or by mail, phone or cablegram at least fifteen (15) days before the meeting.

SECTION 5. Quorum. Majority Vote. At least 67%, or in the case of this Board, 5 out of 7 Members of the active Members must be present to constitute a quorum. In all meetings, a quorum of the Board of Directors then elected and serving shall be required to conduct business. If a quorum is present, the act of a simple majority of those present shall be the act of the Board of Directors except as otherwise specifically provided by statute or the Certificate of Incorporation or by these Bylaws. If a quorum is not present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

SECTION 6. Procedure. The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Corporation.

SECTION 7. Express Powers. Without prejudice to the powers expressly conferred by these Bylaws, it is hereby declared that the Board of Directors shall have the following powers:

- a. To provide suitable accommodations for holding the meetings and the proper conduct of the affairs of this Corporation.
- b. To fill any and all vacancies which may occur during the corporate year.
- c. To appoint annually or from time to time such standing or special committees or councils or similar bodies and to establish and maintain such bureaus as it may deem advisable to carry on the work and accomplish the objectives of the Corporation, to delegate to such committees, councils or bureaus or similar bodies the power and authority necessary to accomplish their work. The Board of Directors may delegate to the President the authority to appoint committees, councils and similar bodies.

SECTION 8. Vacancies. Any vacancy occurring in the Board of Directors (by death, resignation, removal or otherwise) shall be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

SECTION 9. Resignation. Any Director may resign by giving written notice to the President or the Secretary of the Corporation, or by announcement at a scheduled meeting of the Board of Directors. The resignation shall take effect immediately following proper notice, unless designated otherwise.

SECTION 10. Action by Unanimous Consent. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a Quorum is present, and a majority vote of the Directors consent thereto in writing setting forth the action so taken.

ARTICLE IV NOTICE

SECTION 1. Method. Whenever by statute or these Bylaws, notice is required to be given to a Director or a Member, and no provision is made as to how the notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given:

- a. In writing, by mail, postage prepaid, addressed to the Director or Member at the address appearing on the books of the Corporation; or
- b. In any other method permitted by law.

Any notice required or permitted to be given by mail shall be deemed given at the time when the same is thus deposited in the United States mail.

SECTION 2. Waiver. Whenever, by statute or these Bylaws, notice is required to be given to a Member or Director, a waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called or convened.

ARTICLE V COMMITTEES

SECTION 1. Committees. The Board of Directors, by resolution adopted by a quorum of the majority of Directors in office, shall designate administrative rules as a guideline for the day-to-day operations of the Corporation. The Board may also designate or appoint one (1) or more committees, each of which shall consist of one (1) or more Directors, and which shall, to the extent provided in said resolution, have and exercise the authority of the Board of Directors in the management of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors appointed at a meeting at which a quorum is present. The designation and appointment of any such committee(s) and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon them by law.

SECTION 2: Committee Quorum, Majority. A 67% majority of the Members of a committee shall constitute a quorum. The vote of a majority of the committee Members present shall decide any questions brought before such committee meetings unless the Certificate of Incorporation or these Bylaws require a different vote, in which case such express provisions shall govern and control the decision.

ARTICLE VI OFFICERS

SECTION 1. Number, Qualifications, Elections, Term.

- a. Number. The Corporation shall have a President, a Vice President, a Secretary and a Treasurer, and such other Officers as deemed advisable by the Board of Directors who shall be Officers of the Corporation.
- b. Qualification. Any Officer shall be a Member in good standing.
- c. Election. Officers shall be elected annually by the Board of Directors on the expiration of an Officer's term.
- d. Term. Each Officer's term shall end at the first meeting of Directors after the next annual meeting of Members. He/She shall serve until the end of his term or, if earlier, his death, resignation or removal.
- e. Eligibility. Any two (2) or more offices may be held by the same person, except that the President and the Secretary, or the President and Vice President, shall not be the same person.

SECTION 2. Removal. Any Officer elected or appointed by the Board of Directors may be removed by a quorum majority of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

SECTION 3. Resignation. Any Officer may resign by giving written notice to the President or the Secretary of the Corporation. The resignation shall take effect at the time specified therein, or immediately if no time is specific therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. Vacancies. Any vacancy occurring in any officer of the Corporation (by death, resignation, removal or otherwise) shall be filled by the Board of Directors.

SECTION 5. Authority. Officers shall have such authority and perform such duties in the management of the Corporation as are provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

SECTION 6. Chairman. The President shall preside as Chairman of the Board at all meetings of the Board of Directors and Members.

SECTION 7. President. The President shall preside at all business meetings, but may at his discretion or at the suggestion of the Directors arrange for another officer to preside at other meetings. The President shall perform such duties as are usually incumbent upon that officer and such duties as may be directed by resolution of the Board of Directors.

SECTION 8. Vice President. The Vice President, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. The Vice President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time-to-time delegate.

SECTION 9. Secretary (or an Assistant Secretary as may be appointed by the Board of Directors).

- a. The Secretary shall attend all meetings of the Board of Directors and all meetings of the Members and record all votes and the minutes of all proceedings in a book to be kept for that purpose.
- b. The Secretary shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors, as the Board of Directors shall instruct.
- c. The Secretary shall keep in safe custody the Seal of the Corporation [if a seal exists] and; when authorized by the Board of Directors, affix the same to any instrument requiring it and when, so affixed, it shall be attested by the Secretary's signature.
- d. The Secretary shall be under the supervision of the President. The Secretary shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from

time-to-time delegate.

SECTION 10. Treasurer (or an Assistant Treasurer as may be appointed by the Board of Directors).

- a. The Treasurer shall have the custody of the Corporation's funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.
- b. The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time-to-time delegate.

ARTICLE VII FINANCE

SECTION 1. Except as the Board of Directors may generally, or in particular cases, authorize the execution thereof in some other manner, all checks, drafts and other instruments for the payment of money and all instruments of transfer and securities shall be signed by the Chairman of the Board of Directors. The Board of Directors may, from time to time, by resolution, authorize execution of such instruments by other directors and/or officers, as well.

SECTION 2. 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 approved and/or selected by the Board of Directors.

SECTION 3. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

SECTION 4. Within thirty (30) days of the election of the Board of Directors each year, the Board shall approve a Corporation budget for the "fiscal year" as hereinafter defined. The approved budget may be reviewed and revised periodically as deemed necessary by the Board of Directors.

ARTICLE VIII RESTRICTED ACTIVITIES

SECTION I. Restrictions on Loans. No loans shall be contracted on behalf of the Corporation and no indebtedness shall be issued or incurred in its name unless authorized by the Board of Directors.

ARTICLE IX GENERAL PROVISIONS

SECTION 1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Members and Board of Directors, and shall keep at its registered office, or principal place of business, a record of its Members, giving names and addresses of all Members.

SECTION 2. Financial Statements. No later than three (3) months after the closure of each fiscal year, the Corporation shall prepare:

- a. a balance sheet showing in reasonable detail the financial condition of the Corporation at the close of the fiscal year; and
- b. a statement of the source and application of funds showing the results of the operation of the Corporation during the fiscal year.

SECTION 3. Fiduciary Bonds. The President and Treasurer shall give to the Corporation such security for the faithful discharge of their duties as the Board may direct. The amount of the bond shall be reviewed annually by the Board of Directors, and shall be increased if the anticipated income and financial condition of the Corporation warrants a higher bond. The expense of the bond shall be paid by the Corporation.

SECTION 4. Fiscal Year. The fiscal year of the Corporation shall begin January 1 and end December 31 of each year, unless changed in writing by the Board of Directors.

SECTION 5. Seal. If the Board deems it advisable, the Corporation's seal shall contain the name of the Corporation and state of incorporation (Oklahoma) and year of incorporation.

SECTION 6. Amendment to Bylaws. These Bylaws may be altered, amended, or repealed by the Board of Directors at any annual meeting, regular meeting, or special meeting (provided that notice of the proposed alteration, amendment or repeal is contained in the notice of such special meeting). Amendments, alterations, or repeals must be approved by a two-thirds (2/3) vote of the Board of Directors and approved by resolution.

SECTION 8. Construction. Whenever the context requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. Unless otherwise herein provided, a reference to a Section or paragraph or subparagraph hereof shall be to another section of these Bylaws and not to any other document. "Corporation" means "Enid Soccer Club" If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- a. the remainder of these Bylaws shall be considered valid and operative; and
- b. effect shall be given to the intent manifested by the portion held inoperative.

SECTION 9. Headings. The headings are for the purpose of organization, convenience and clarity. In interpreting these Bylaws, such headings shall be subordinated in importance to the other written material.

SECTION 10. Effective Date. These Amended Bylaws shall become effective when executed by all of the Members of the initial Board of Directors.

ARTICLE X
DISSOLUTION

SECTION 1. Dissolution. The Corporation may convey all its assets and enter a voluntary dissolution upon the adoption of a resolution by the Board of Directors recommending dissolution of the Corporation and the sale of all or substantially all its assets, and upon the acceptance of the resolution in writing; by at least two-thirds (2/3) of the Members of the Corporation.

SECTION 2. Procedure for Dissolution. Upon acceptance by the Membership of a resolution directing that the Corporation be dissolved, all debts, claims and obligations of the Corporation shall be paid. Any remaining assets shall then be distributed, as a majority of the Board of Directors shall determine, though only to such institutions, organizations, corporations, foundations, or other entities which will carry out the objects and purposes of the Corporation and which have been granted exemption from federal income tax under the provisions of Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any federal law. Any such assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively to such organizations, as said court shall determine.

Acknowledged and Adopted on this date by the Members and Board of Directors

Date: _____

Members of the Corporation and Board of Directors:

As appointed by the Enid Sports Association:

As elected by the Enid Soccer Club

Member 1: _____

Member 5: _____

Member 2: _____

Member 6: _____

Member 3: _____

Member 7: _____

Member 4: _____