

BYLAWS

Of the

CASPER SOCCER CLUB, INC.

ARTICLE I

NAME AND PURPOSE

Section 1.01. Name. The name of the organization is CASPER SOCCER CLUB, INC.

Section 1.02. Purpose. The Corporation is a 501(c) (3), not for profit organization, incorporated under the laws of the State of Wyoming, organized for the charitable and educational purposes of developing, promoting, and administering the game of soccer among youth (boys and girls under the age of 18) and adults without regard to race, creed, sex, ability or economic advantage, within Natrona County, Wyoming. The Corporation is authorized to engage in all lawful activities in furtherance of its exempt purposes.

ARTICLE II

MEMBERS

Section 2.01. Membership Classes and Restrictions on Junior Members. There shall be two classes of members: Full and Junior. Junior Members shall have no voting rights and shall not be entitled to receive notice of meetings or review records of the Corporation.

Section 2.02. Qualifications. Membership shall be granted to any individual who: (1) supports the mission and purposes of the Corporation and complies with its policies; and (2) pays the annual dues for one or more registered players, serves on the Board of Directors of the Corporation, serves as a coach or referee for the Corporation, or is employed by the Corporation as a paid staff member. Members who meet the above qualifications and who are eighteen (18) years of age shall be Full Members. Members who otherwise meet the above qualifications but have not attained the age of eighteen (18) shall be Junior Members. No individual shall be entitled to cast more than 1 vote, regardless of the number of positions held in the Corporation or number of players for whom annual dues are paid.

Section 2.03. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues. The member to be expelled, suspended or terminated shall have not less than fifteen (15) days prior written notice of the expulsion, suspension, or termination and the reasons therefore and shall have an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension or termination by

the Board of Directors. A member who has been expelled, suspended or terminated shall remain liable to the Corporation for dues, assessments or fees as a result of obligations incurred or commitments made prior to expulsion, suspension or termination.

Section 2.04. Resignation. Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Section 2.05. Dues. Annual dues for members shall be established by the Board of Directors.

Section 2.06. Meetings. The annual meeting of the members shall be held in August of each year. Other meetings of the members may be called by the Chair or by action of the Board. At any meeting of the members other than the annual meeting, a minimum of 10% of the Full Members present in person or by proxy shall constitute a quorum for transaction of business at such meeting. Notice of all meetings shall be made by U.S. Mail, hand-delivery, or delivered by electronic means to each Full Member not less than ten (10) days and not more than sixty (60) days before such meeting; provided that notice of the annual meeting of the members shall be also conspicuously posted on the website of the Corporation at least twenty (20) days prior to the meeting.

ARTICLE III

DIRECTORS

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation pursuant to its Articles, these Bylaws, the Standing Policies Manual, or otherwise by law.

Section 3.02. Number, Selection, and Tenure. The Board of Directors of the Corporation shall consist of not less than three (3) and not more than seventeen (17) directors. Directors shall be selected from the Full Members of the Corporation; provided that not more than two of directors may be elected and serve even if they are not Full Members if they have demonstrated commitment to the mission of the Corporation and have attained the age of eighteen (18). Each director shall hold office for a term of two (2) years. Directors may be re-elected to office at the annual meeting of the members at the expiration of their term. Directors shall be selected by a simple majority vote of the membership at the annual meeting of the members or at such other date and time as determined by the Chair. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of a director's term shall be filled by a simple majority vote of the remaining directors. In the event of a tie vote for two (2) candidate directors, the Chair shall choose the prevailing director. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

Section 3.03. Resignation. Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

Section 3.04. Regular Meetings. The Board of Directors shall hold at least eight (8) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine.

Section 3.05. Special Meetings. Special meetings of the Board of Directors shall be at such dates, times and places as the Board shall determine.

Section 3.06. Notice. Meetings may be called by the Chairperson or at the request of any two (2) directors by notice emailed, mailed, telephoned, or telegraphed to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 3.07. Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 3.08. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee, as the case may be.

Section 3.09. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 3.10. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, activities of the Corporation.

Section 3.11. Nominating Committee. There shall be a Nominating Committee, composed of the Chair and at least two (2) other members of the Board of Directors. Each member of the committee shall have one (1) vote and decision shall be made by the majority.

Section 3.12. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefor.

Section 3.13. Attendance. A Board member shall be removed for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. Removal of a Board member for excess absences shall not be subject to the Removal procedure in Section 3.14 *infra*.

Section 3.14. Removal. Except as provided in Section 3.13 *supra*, a director may be removed with or without cause by a two-thirds vote of the Board of Directors, provided that a director elected by the Board of Directors to fill a vacancy of a director elected by the Full Members may be removed without cause by the Full Members but not by the Board of Directors. The Full Members may remove one (1) or more director(s) elected by them without cause, provided that the number of votes cast to remove the director(s) would be sufficient to elect the director(s) at a meeting to elect director(s) and provided the removal takes place at a meeting called for the purpose of removing the director(s) pursuant to Wyo. Stat. §17-19-808.

Section 3.15. Standards of Conduct. No director shall vote on any issue specifically concerning his/her spouse, parent, child, or ward, or in which he/she otherwise has a specifically identifiable conflict of interest, regarding the awarding of scholarships, awards, tuition waivers, or any other benefit not generally available to all members of the Corporation.

ARTICLE IV

OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary, Treasurer, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the offices of Chair, Secretary, and Treasurer.

Section 4.02. Appointment of Officers; Terms of Office. The officers of the Corporation shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors.

Terms of office may be established by the Board of Directors, but shall not exceed two (2) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment to additional two-year terms.

Section 4.03. Resignation. Resignations are effective upon receipt by the Secretary of the Board of a written notification.

Section 4.04. Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 3.08, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.05. Chair (President). The Chair, who may also be referred to as the President, shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The Chair shall perform all duties

attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors. The Chair shall be elected in odd numbered years

Section 4.06. Vice-Chair (Vice-President). The Vice-Chair, who may also be referred to as the Vice-President, shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the Chair. The Vice-Chair shall perform other duties as requested and assigned by the Chair, subject to the control of the Board of Directors. The Vice-Chair shall be elected in even-numbered years.

Section 4.07. Secretary. The Secretary shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. The Secretary shall perform such other duties as occasionally may be assigned by the Board of Directors. The Secretary shall be elected in odd-numbered years.

Section 4.08. Treasurer. The Treasurer shall be a director of the Corporation and shall also report to the Board of Directors at each regular meeting on the status of the Corporation's finances. The Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors. The Treasurer shall be elected in even-numbered years.

ARTICLE V

INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VI

ADVISORY BOARDS AND COMMITTEES

Section 6.01. Establishment. The Board of Directors may establish one or more Advisory Boards or Committees.

Section 6.02. Size, Duration, and Responsibilities. The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

ARTICLE VII

FINANCIAL ADMINISTRATION

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall be July 1 to June 30, but may be changed by resolution of the Board of Directors.

Section 7.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 7.03. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the Chair or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 7.04. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII

BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Corporation shall be kept in either printed or electronic format at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE IX

DISSOLUTION AND WINDING UP

Dissolution of the Corporation is authorized if it is approved by the Board of Directors or by a vote of the Full Members, provided that dissolution by a vote of the Full Members may take place only by three-fourths (3/4) of

the votes cast or by a majority of the voting power, whichever is less. If the Board seeks to have dissolution approved by the Full Members, notice shall be given in accordance with Wyo. Stat. §§17-19-705 and 17-19-1402.

Upon dissolution, the Board shall first pay and make provision for the payment of all outstanding liabilities of the Corporation. If tangible and/or liquid assets remain after payment of all outstanding liabilities, the Board is empowered to dispose of said assets by conveying them to an organization or organizations that qualify/ies under Section 501(c)(3) of the Internal Revenue Code and is/are organized and operated exclusively for charitable and educational purposes to the benefit of the game of soccer within the State of Wyoming. Any remaining assets as are not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, such disposition to be to such charitable organization or organizations as said Court shall determine to be consistent with the mission and goals reflected in the Corporations Mission Statement and Statement of Principles.

ARTICLE X

AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.08.

THESE BYLAWS were approved at a meeting of the Board of Directors on the 19 day of July, 2018.

Duska M. Trip
Chair

Date: July 19, 2018

Stacey Balawoff
Secretary

Date: 7/19/18

Wendy Brauer
Executive Director

Date: 7/19/2018