

AMENDED BYLAWS

ARTICLE I AUTHORITY

A certificate of incorporation bearing the seal of the State of Iowa and dated March 1, 2000 was duly issued by the Secretary of State of the State of Iowa for Adel-DeSoto Soccer Club, hereafter known as the "Club." Except as may be hereinafter altered or amended, this corporation adopts for itself all provisions of Chapter 504 (Iowa Nonprofit Corporations) of the Code of Iowa.

ARTICLE II. PURPOSE

Section 2.1: The purpose of the Club shall be to promote, foster and perpetuate the game of soccer on the youth level. Emphasis will be placed on fun, equal participation, and sportsmanship. This Club shall exercise sole control of the games that they sponsor except in matters reserved by the Iowa Soccer Association, the United States Youth Soccer Association and the United States Soccer Federation.

Section 2.2: Funds: The Club may charge fees as set by the Board of Directors. The Club may also accept personal, corporate and governmental grants or gifts to secure the funds necessary to provide for programs, services and facilities in accordance with the Club's stated purpose.

Section 2.3: Nonprofit Status: This Corporation is not organized for pecuniary profit, and it shall not have to issue certificates of stock or ownership certificates or declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer, or individual. The balance, if any, of all money received by the Corporation from its operations, after payment in full of all debts and obligations of the Corporation shall be held, accumulated, used and distributed exclusively for carrying out the stated purpose or purposes of the Corporation consistent with laws and regulations applicable to a tax exempt, nonprofit corporation governed by the provisions of Section 501c (3) of the Internal Revenue Code of 1954, as amended, and Chapter 504, Iowa Code, as amended.

ARTICLE III. TERRITORY

The geographic area from which members and players are to be located shall be the Adel DeSoto Minburn school district, or such other areas as the Board may from time to time determine.

ARTICLE IV. ORGANIZATION

The Club shall operate pursuant to the laws of the State of Iowa and the United States.

ARTICLE V. AFFILIATION

The Club is an affiliate of, and shall comply with the authority of the Greater Des Moines Junior Soccer League, U9-10 VSA Soccer Coalition, Iowa Soccer Association (ISA), United States Youth Soccer Association (USYSA), and the United States Soccer Federation (USSF).

ARTICLE VI. ADMINISTRATION

Section 6.1: The Corporation shall be governed by its Articles of Incorporation, Bylaws, and Rules and Policies except when these are superseded by those of ISA, USYSA, or USSF.

Section 6.2: The Board of Directors shall annually set registration fees for players and coaches as well as reimbursements for coaches and board members.

Section 6.3: The governing authority of this Corporation shall be vested with the Board of Directors selected through an open and democratic election process.

Section 6.4: The USSF's articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of the ISA and its members to the extent applicable under state law, and Iowa Soccer and its members will abide by those articles, bylaws, policies, and requirements.

Section 6.5: The Club will not join any organization that has requirements that conflict with Iowa Soccer's and the United States Soccer Federation's articles, bylaws, policies, and requirements.

Section 6.6: The Club will (A) provide to the Iowa Soccer Association amended copies of the Club's bylaws and other governing documents no later than ninety (90) days after adoption, and (C) make copies of those documents available to its members.

Section 6.7: The Club will allow the Iowa Soccer Association to review the documents and procedures of the Club, on request by ISA when requested to determine compliance with these bylaws.

ARTICLE VII. MEMBERSHIP

Section 7.1: The Corporation shall have members. All adults with players involved in the Club shall be members. Each family shall have one (1) membership vote which can be exercised by either adult parent of a player or players in the family or the adult legal guardian of the player if no parent is in the community. In the event the adults in the family cannot agree as to the manner in which the vote will be exercised, the

vote shall be disqualified and shall not be counted. Participation for purposes of determining membership and voting privileges shall be determined from the preceding seasonal year.

Section 7.2: Players shall be members without a vote. Membership in the Club shall be open to any soccer players and coaches not subject to suspension under United States Soccer Federation (USSF) Bylaw 241, Section 4.

Section 7.3: No person shall be denied membership or participation in the activities of the club due to race, sex, religion or national origin.

Section 7.4: This Club shall consist of teams with players in good standing with the corporation. To be in good standing a player must be duly registered with required fees paid.

Section 7.5. Membership fees in this Club shall be payable in advance at the time of registration. These fees are to be for each season (Spring or Fall).

Section 7.6. Failure of any player to pay the required fees as herein provided by the closing of the current season registration shall cause immediate forfeiture of membership without further board or Club activity or decision-making. Only in cases of financial hardship or coach/board member reimbursement, with the approval of the Board of Directors, can the player continue membership without payment of fees.

Section 7.7. All Members shall abide by the Articles of Incorporation and Bylaws of the Corporation, all rules and policies as set forth by the Board of Directors, and all applicable rules and policies of any association with which the Club is affiliated

Section 7.8: The Club will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include that all grievances involving the right to participate and compete in activities sanctioned by ISA and sponsored by the USSF and its members may be appealed to the USSF's Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.

Section 7.9: Exhaustion of Remedies. No Member of the Club, official, league, club, team, player, coach, administrator or referee may invoke the aid of the courts of the United States or of a state without first exhausting all available remedies within the appropriate soccer organizations.

Section 7.10: The Club shall register with Iowa Soccer once each season the names and addresses of its players and coaches and timely pay all dues and fees of Iowa Soccer.

Section 7.11: Annual Meeting. The annual meeting of the Club shall be held not later than the last day of July in each year for the purpose of electing members to the Board of Directors and the transaction of other business as may come before the meeting. The Board shall publicize notice of the annual meeting of the Club on the club website and via email to registered members at least ten days prior to the meeting. Each member present at the meeting is entitled to one vote.

Section 7.12: Special Meetings. Special meetings of the membership may be called by the President, a majority of the Directors, or on petition of 75% membership votes. Notice of a special meeting shall be given by email and posting of Club website not more than five days before the meeting.

Section 7.13: Quorum. At any meeting of the Club, a majority of the votes entitled to be cast on the matter by a voting group constitutes a quorum of that voting group for action on that matter, unless the representation of a different number is required by law, and in that case, the representation of the number so required shall constitute a quorum. If a quorum shall fail to attend any meeting, the chairperson of the meeting or a majority of the votes present may adjourn the meeting to another place, date or time.

When a meeting is adjourned to another place, date or time, notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than one hundred twenty (120) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, notice of the place, date and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

Section 7.14: Organization.

(a) Such person as the board of directors may have designated, or, in the absence of such a person, the President, or in his or her absence, such person as shall be designated by the holders of a majority of the shares present at the meeting, shall call meetings of the shareholders to order and shall act as chairperson of such meetings.

(b) The Secretary of the Corporation shall act as Secretary at all meetings of the shareholders, but in the absence of the Secretary at any meeting of the shareholders, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 7.15: Conduct of Business. The chairperson of any meeting of shareholders shall determine the order of business and procedure at the meeting, including such regulation of the manner of voting and the conduct of business as seem to him or her to be in order.

ARTICLE VIII. Board of Directors

Section 8.1: General Powers. Its Board of Directors shall manage the business and affairs of the Club including the control and disposition of its property and funds. The Board shall have sole authority to establish methods of contributions, accept or reject contributions, or to provide for any other restrictions, qualifications or levels relating to contributions that it in its sole discretion deems necessary, subject to applicable legal requirements.

Section 8.2: Number and Tenure. The number of directors of the Club shall be no less than seven (7).

Section 8.3: The Nominating Committee selected by the President of the Board will compile a slate of nominees for Board positions. The slate of nominees must be presented to the Board of Directors for approval at the Board meeting immediately prior to the Annual General Meeting (AGM) of the Membership and not less than one month prior to the AGM.

Section 8.4: Place of Meetings, etc. The board of directors may hold its meetings and keep the books and records of the Corporation (except that the record of its shareholders must also be kept at the places described in Section 2.5 of these bylaws) at such place or places within or without the State of Iowa, as the board may from time to time determine. A director may participate in any meeting by any means of communication, including, but not limited to telephone conference call, by which all directors participating may simultaneously hear each other during the meeting.

Section 8.4: Regular Meetings. Regular meetings of the Board of Directors will be held monthly at a place and time to be set by the Directors.

Section 8.6: Special Meetings. Special meetings may be called by or at the request of the President or a majority of the Directors. The Secretary may fix any place within the State of Iowa as the place to hold any special meeting.

Section 8.7: Notice. Notice of a regular meeting shall be given at least ten (10) days prior to the scheduled meeting. Notice of a special meeting shall be given at least five (5) days prior to the scheduled meeting.

Section 8.8: Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business.

Section 8.9: Vacancies. Any vacancy created by departure or addition of a new member occurring in the Board of Directors may be filled by selection or election of the then current Board of Directors. A director so elected will then serve the unexpired term of his/her predecessor or a full term, as the case may be.

Section 8.10: Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his/her dissent shall be recorded in the minutes of the meeting.

Section 8.11 Order of Business.

(a) At meetings of the board of directors, business shall be transacted in such order as, from time to time, the board of directors may determine by resolution.

(b) At all meetings of the board, the chairperson or in his or her absence, vice chairperson, or in their absence the President, or in the president's absence the most senior Vice President present, or otherwise the person designated by the vote of a majority of the directors present shall preside.

Section 8.12: Informal Action by Directors. Any action required to be taken at a meeting of the Directors or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all directors. Facsimile signatures shall be adequate to show consent.

Section 8.13: Resignation and Removal. Any director may at any time resign by serving notice to the remaining Directors. A Director may be removed with or without cause by a majority vote of the remaining Directors.

Section 8.14: Compensation. Directors shall serve without compensation except reasonable expenses may be paid. However, to the extent deemed necessary by the Corporation, the Corporation may retain services of a Director other than in his/her capacity as a Director and that Director may be compensated for services rendered as the Board of Directors may from time to time deem appropriate.

ARTICLE IX. OFFICERS

Section 9.1: Elections/selections. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. The officers of the Corporation shall be elected/selected by the Board of Directors annually following the Annual General Meeting of the membership.

Section 9.2: Removal. The board of directors, with or without cause, may remove any officer but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 9.3: Vacancies. Vacancies shall be filled as per Section 9.1 of these Bylaws.

Section 9.4: Duties of Officers

9.4.1: President

- A. Serve as official representative of the Club.
- B. Preside at meetings of the Board and at all meetings of the Club.
- C. Appoint all necessary agents & assistants subject to approval of the Board.
- D. Review and approve all bills presented to the Club for payment, and consign all checks prepared by the Treasurer, for payment.

9.4.2: Vice President

- A. Perform all duties of President in his/her absence or direction.

9.4.3: Secretary

- A. To record the minutes of the Club and Board meetings.
- B. To assist in the preparation of agendas for Club and Board meetings.
- C. To maintain and oversee Club and Board communications.

9.4.4: Treasurer

- A. To collect all monies of the Club and keep a detailed account of income and disbursements.
- B. To pay bills presented for and approved by the Board.
- C. To prepare a detailed Treasurer's Report for Board meetings.
- D. Assist the Board in preparing an annual budget.

Section 9.5: Resignation. Any officer may at anytime resign by serving notice to the remaining Board of Directors.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or witness or is threatened to be made a party or witness to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person (i) is or was a director or officer of the Corporation, or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, agent, partner or trustee (or in a similar capacity) of another Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent authorized by the Iowa Nonprofit Corporation Act and any other applicable law, as the same exist or may hereafter be amended or changed (but, in the case of any such amendment or change, only to the extent that such amendment or change authorizes the

Corporation to provide broader indemnification rights than said law authorized the Corporation to provide prior to such amendment or change), against reasonable expenses (including attorneys' fees), judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by such person in connection with such claim, action, suit or proceeding or any appeal thereof; provided, however, entitlement to such indemnification shall be conditional upon the Corporation being afforded the opportunity to participate directly on behalf of such person in such claim, action, suit or proceeding or any settlement discussions relating thereto, and with respect to any compromise settlement or other non-adjudicated disposition of any threatened, or pending claim, action, suit or proceeding, entitlement to indemnification shall be further conditioned upon the requirement that the Corporation shall have given its prior written consent to such compromise settlement or disposition. Approval or disapproval of any proposed compromise settlement or disposition by the Corporation shall not subject the Corporation to any liability **nor** require indemnification or reimbursement of any party whom the Corporation would not otherwise have been required to indemnify or reimburse.

The right to indemnification conferred in this Article shall include the right to payment by the Corporation of expenses incurred in connection with any such claim, action, suit or proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by the director or officer in advance of the final disposition of such claim, action, suit or proceeding shall be made only upon delivery to the Corporation of a written undertaking, by or on behalf of such director or officer to repay all amounts so advanced if it shall ultimately be determined that such person is not entitled to be indemnified under this Article or otherwise, along with a written affirmation by such director or officer of such person's good faith belief that such person has met the applicable standard of conduct necessary to permit indemnification by the Corporation pursuant to this Article or otherwise.

Except as to proceedings by or in the right of the Corporation against a person who is or was a director or officer of the Corporation, the indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, member vote or disinterested directors or officers, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office; provided, however, that in no event shall the Corporation provide indemnification for a breach of a director's or officer's duty of loyalty to the Corporation or its member(s), for acts or omissions of a director or officer not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the director or officer derives an improper personal benefit.

The provisions of this Article shall be deemed a contract between the Corporation and each director or officer who serves in either such capacity at any time while this Article and the relevant provisions of the Iowa Nonprofit Corporation Act are in effect, and any repeal or modification of any such law or of this Article shall not affect any rights or obligations existing with respect to any state of facts then or

theretofore existing or any claim, action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

This Article shall be applicable to all claims, actions, suits or proceedings commenced after the effective date hereof, whether arising from acts or omissions occurring before or after the approval hereof by the member(s) of the Corporation. The right of indemnification provided for in this Article shall continue as to a person who has ceased to be director or officer, and shall inure to the benefit of the heirs, executors, administrators and legal or person representatives of such a person. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each director and officer of the Corporation as to reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including, without limitation, a grand jury proceeding and any claim, action, suit or proceeding by or in the right of the Corporation, to the fullest extent permitted by any applicable portion of this Article that shall not have been invalidated, by the Iowa Nonprofit Corporation Act or any other applicable law.

Notwithstanding anything in this Article to the contrary, except with respect to proceedings initiated by a director or officer of the Corporation to enforce rights of indemnification to which such person is entitled under this Article or otherwise, the Corporation shall indemnify any such person in connection with a claim, action, suit or proceeding (or part thereof) initiated by such person only if the initiation of such claim, action, suit or proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and to the advancement of expenses, to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

The Corporation may purchase and maintain insurance, at its expense, to protect itself and any person who is or was a director, officer, employee, agent, member or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against such person and incurred by such person in 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 Article, the Iowa Nonprofit Corporation Act or otherwise. The Corporation may create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or similar arrangements) to the extent permitted by the Iowa Nonprofit Corporation Act, as well as enter into contracts providing for indemnification to the fullest extent permitted by law and including as a part thereof any or all of the foregoing, to ensure the payment of such sums as may become necessary to effect full indemnification.

ARTICLE XI. CONTRACTS, LOANS, CHECKS, DEPOSITS

Section 11.1: Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 11.2: Loans. No loans may be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. The Corporation shall make no loan to any director of the Corporation.

Section 11.3: Checks, Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer or such other Director or Directors, 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.

Section 11.4: Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

ARTICLE XII. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or Director of the Corporation under the provisions of the Articles of Incorporation or under the provisions of the Iowa Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice. For purposes hereof, facsimile signatures shall be adequate to show consent for such waiver.

ARTICLE XIII. FISCAL YEAR

The fiscal year of the Corporation shall run from August 1-July 31 each year.

ARTICLE XIV. COMMITTEES AND DIRECTORS

Section 14.1: General. The President, with the Board of Director's concurrence, may establish and appoint standing, special committees, and commissioners as shall be deemed desirable for the good of the Corporation. A standing committee, special committee or commissioner shall limit its activities to those tasks for which it was appointed and shall have no powers except those specifically conferred by action of the Board of Directors.

Section 14.2: Membership. Persons who are not Directors of the Corporation may be appointed to serve on standing committees, special committees or as commissioners. All standing committee members, special committee members or commissioners shall serve at the pleasure of the Board of Directors.

Section 14.3: Reports. All committees and commissioners shall maintain written minutes of their meetings or notes of activities that shall be available to the Board of Directors and the membership.

ARTICLE XV. BOOKS AND RECORDS

Section 15.1: Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors as well as other documents required to be maintained pursuant to the Revised Iowa Nonprofit Corporation Act.

Section 15.2: Director's/Officer's Access to Records. A director or officer is entitled to inspect and copy the books, records, and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the director's or officer's duties as such, including any duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation.

ARTICLE XVI. ELECTRONIC TRANSMISSION

"Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by electronic transmission. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent.

ARTICLE XVII. OFFICES

Section 17.1: Principal Office. The principal office of the Corporation in the State of Iowa shall be located in the City of Adel, County of Dallas, Iowa. The Corporation may have such other offices, either within or without the State of Iowa as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 17.2: Registered Office. The registered office of the Corporation required by the Iowa Nonprofit Corporation Act, Chapter 504, Code of Iowa, to be maintained in

the State of Iowa may be, but need not be, identical with the Principal Office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE XVIII. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of members at any regular or special meeting of the members provided that a minimum of thirty (30) days notice in writing of the character of the proposed alteration, amendment or repeal is given to the members and the Board of Directors.

DATED this 14th day of December, 2016.

Print: Jodi K Kubse

By: Jodi K Kubse

As President of the Adel DeSoto Soccer Club