

BY-LAWS
OF
HIGH PLAINS DRIFTERS SOCCER CLUB, INC.
A NON-PROFIT CORPORATION

ARTICLE I. Offices

Section 1.01 Principal Office. The principal office of the Corporation in the State of Texas shall be located in the City of Amarillo, in the Counties of Randall or Potter. The Corporation may change such principal office or have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 1.02 Registered Office and Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. Purposes.

Section 2.01. Exclusive Purpose. The purpose for which the Corporation is organized is to train and develop competitive soccer players and teams that understand the technical, mental, tactical and physical aspects of the game. In addition, provide a structure where players and coaches can have fun and pursue constant improvement. An environment of competitiveness, teamwork and fair play is paramount. The Corporation conducts the transaction of any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

Section 2.02 No Benefits to Private Individuals. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer, or private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes). No member, director, officer, or private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication of distribution of statements) any political campaign on behalf of any candidate for public office.

Section 2.03 Compliance with Internal Revenue Code. Notwithstanding any other provision of these by-laws, the Corporation taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or (b) by a corporation, contributions to which are

deductible under Section 170(c) (2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

Section 2.04 Distributions Upon Dissolution. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute the assets of the Corporation exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended (or the corresponding provisions of any future United States Internal Revenue law). In no event shall any part of the assets of the Corporation be distributed to any member, director or officer of the Corporation or to any other private individual.

Section 2.05 Dissolution. At any regular or special meeting of the Board of Directors of the Corporation, the board may, by two-thirds (2/3) vote of all the then-existing members of the board with voting rights, adopt a resolution recommending the dissolution of the Corporation. Upon the adoption of such resolution, a special meeting of the members of the Corporation shall be set, with the required advance notice provided for special meetings in the By-laws for special meetings, for the purpose of voting on the dissolution of the Corporation. At such special meeting, the resolution recommending dissolution of the Corporation shall be adopted if two-thirds (2/3) of the members of the Corporation with voting rights vote in favor of such resolution; otherwise such resolution shall not be adopted.

ARTICLE III. Members

Section 3.01 Classes of Members. The Corporation shall have one class of members consisting of one parent or legal guardian for each player selected in accordance with the rules of the Corporation.

Section 3.02 Election of Members. Members shall be elected upon application by a majority vote of the Executive Committee. Membership shall not be denied to anyone because of race, color, creed, national origin, religion or ability to pay.

Section 3.03 Voting Rights. Each member shall be entitled to one vote per player on each matter submitted to a vote of the members.

Section 3.04 Transfer of Membership. Membership or any interest in this Corporation shall not be assignable by any member.

Section 3.05 Membership Fees. Each member shall pay dues. The amount and the payment schedule shall be determined by the Board of Directors.

Section 3.06 Termination of Membership. The Executive Committee shall have the authority to suspend any member for unsportsmanlike conduct, nonpayment of dues or other breaches of the rules of the Corporation. Suspended members may apply to the Board of Directors for reinstatement.

Section 3.07 Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay dues or other charges theretofore accrued and unpaid, nor shall such resignation entitle the resigning member to a refund of all or any portion of his or her membership fee. The Executive Committee may, by the affirmative vote of a majority of the Committee, waive the obligation of a resigning member to pay any remaining membership fee.

Section 3.08. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Executive Committee may, by the affirmative vote of a majority of the Committee, reinstate such former member to membership on such terms as the Executive Committee may deem appropriate.

ARTICLE IV. Meetings of Members.

Section 4.01 Annual Meeting. An annual meeting of the members shall be held between the 1st and 31st of May each year for the purpose of electing officers and for the transaction of other business that may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of officers shall not be held on the day designated herein for any annual meeting or at any adjournment thereof the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

Section 4.02 Special Meeting. Special meetings of the members may be called by the President, Board of Directors or by petition of not less than one-third of the members having voting rights.

Section 4.03 Place of Meetings. The Board of Directors may designate any place, either within or without the State of Texas, the place of meeting for any annual meeting, or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Texas; but if a quorum shall meet at any time and place, either within or without the state, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

Section 4.04 Notice of Meeting. The Board of Directors shall provide notice of the annual meeting as they deem appropriate to notify members of the Corporation of said meeting. Notice of any special meeting of the membership shall be given

in writing at least five days in advance. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid. Any member may waive notice of any meeting. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the membership need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 4.05 Quorum. Those members present at any meeting shall constitute a quorum. A majority of the members present may adjourn the meeting from time to time without further notice.

Section 4.06 Limited Authority. No member shall have any authority to bind any other member. No member shall be the agent of any other, and only the Board of Directors shall have the authority, subject to the limitations stated herein, to make any expenditures of the revenues or dues from members.

ARTICLE V. Board of Directors

Section 5.01 Limited Powers. The affairs of the Corporation including finances, strategic planning and implementation, real and personal property management and encouragement of education and good sportsmanship shall be managed by its Board of Directors. The Directors includes the officers and parent representatives, and shall be persons selected as directed in Section 5.03. The Board of Directors shall have the authority to expend the revenues or membership fees.

Section 5.02. Number and Tenure. The number of Directors shall be a number determined by the Board that is not less than four or greater than 25. Directors who are parent representatives shall serve one-year terms. The officers shall serve terms as specified in Section 6.02.

Section 5.03. Nomination and Election. No less than three or more than five officers of the Board of Directors shall be nominated by a nominating committee appointed by the Board of Directors and chaired by the President. The remaining members of the Board of Directors shall be nominated by each team nominating one (1) member who is a parent representative. All Directors who are parent representatives shall be elected by their team in July of each year. All Directors who are officers shall be elected at the annual meeting of the members of the Corporation. Each Director shall hold office until a successor is elected and qualified. A Director may be elected to succeed himself or herself as Director. The Director of Coaching and Club Manager (as selected by the prior year's Board of Directors) will also be a Director (without vote of the members) with full voting rights.

Section 5.04 Annual Meetings. An annual meeting of the Board of Directors shall be held, without other notice than these by-laws, immediately after, and at the

same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional meetings of the Board without other notice than such resolution.

Section 5.05 Regular Meetings. The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time and place of the meetings. Members are encouraged to attend.

Section 5.06 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, any two Directors, or by the petition of 1/2 of the members of the Corporation.

Section 5.07 Notice. Notice of any special meeting of the Board of Directors shall be given in writing at least two days in advance. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 5.08 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board unless the act of a greater number is required by law or by these by-laws.

Section 5.09 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 5.10 Vacancies. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by a majority vote of the Board of Directors. Replacement Directors for team-nominated Directors (parent representatives) shall be nominated by the affected team. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 5.11 Compensation. Directors who are team nominated shall not receive any salaries for their services.

Section 5.12 Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 5.13 Removal. Any Director may be removed by majority vote of the remaining Board of Directors whenever in their judgment the best interests of the Corporation would be served thereby.

ARTICLE VI. Officers

Section 6.01 Officers. The officers of the Corporation shall be: (i) a President; (ii) one or more Vice-Presidents; (iii) a Secretary; (iv) a Treasurer; (v) two or more At Large members; (vi) a Club Manager; (vii) a Director of Coaching; and (viii) such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President, Treasurer and Secretary.

Section 6.02 Election and Term of Office. The officers of the Corporation shall be elected annually at the membership meeting. If the election of officers is not held at the meeting, the elections shall be held as soon as possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office from the next day following the annual meeting, or if elected at other than the annual meeting, then from the date of his election, until his successor has been duly elected and qualified. The President, Vice President(s), and one At Large member shall be elected annually. The Secretary and one At Large member shall be elected in even years. The Treasurer and one At Large member shall be elected in odd years. The Board of Directors elects the Club Manager and Director of Coaching each year.

Section 6.03 Compensation. The Treasurer, Director of Coaching, and Club Manager may receive a salary for their services. No other officers shall receive any salaries for their services.

Section 6.04. Removal. Any officer may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights if any, of the officer so removed.

Section 6.05 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.06 Duties. The duties of the respective officers of the Corporation shall be as set forth in the Rules and Regulations.

ARTICLE VII. Committees.

Section 7.01 Executive Committee. The President, Vice Presidents, Secretary, Treasurer, At Large members, Director of Coaching, and Club Manager of the Corporation shall constitute the Executive Committee of the Corporation. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, said committee shall not have the authority of the Board of Directors in reference to amending, altering, or repealing the by-laws; electing, appointing, or removing any member of any such committee, or any Director or officer of the Corporation. The designation and appointment of the Executive Committee and the delegation of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law. The Board of Directors shall annually consider, discuss, and approve or disapprove the action of the Executive Committee for the preceding year. The Executive Committee shall have the authority to resolve questions and controversies not adjustable under the rules of the Corporation.

Section 7.02 Uniform Committee. A uniform committee shall be selected during the year preceding expiration of the contract with a vendor. This committee shall be appointed by the President, and consist of 3-7 members, with representation from both boy and girl teams. The committee shall contact at least three vendors to select a uniform, and receive cost estimates for uniforms, bags, or other apparel as determined by the committee. The uniform committee will then make recommendations to the Board of Directors by the March meeting of the year preceding the contract expiration. The Board of Directors shall have final approval authority of the uniform and vendor.

Section 7.03 Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be members or employees of the Corporation, and the President of the Corporation shall appoint the members thereof. Any committee member may be removed by the person or persons authorized to appoint the member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 7.04 Term of Office. Committee membership shall continue until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless the

member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.

Section 7.05 Chair and Vice-Chair. One member of each committee shall be appointed Chair and a second member as Vice-Chair by the President of the Board of Directors.

Section 7.06 Vacancy. Vacancy in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointment.

Section 7.07 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the members of the committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7.08. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VIII Advisory Board.

The Board of Directors may designate any number of Advisory Board members by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Said members shall be appointed in recognition of outstanding service and contributions in furtherance of the Corporation purposes. The appointment of the Advisory Board member shall be a post of honor and no Advisory Board member, shall have any enforceable rights or duties whatever with respect to the Corporation.

ARTICLE IX. Contracts, Checks, Deposits and Funds.

Section 9.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances.

Section 9.02 Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the officers or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances.

Section 9.03 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan association, or other depositories as the Board of Directors may select.

Section 9.04 Gifts. 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.

ARTICLE X. Certificates of Membership.

The Board of Directors may at any time at its discretion provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board.

ARTICLE XI. 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 members and Board of Directors. The Corporation shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XII. Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XIII. Seal.

This Corporation shall have no corporate seal.

ARTICLE XIV. Waiver of Notice.

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV. Indemnification.

The Corporation shall indemnify its officers, directors, employees and agents to the full extent permitted by the Texas Non-Profit Corporation Act, with no restriction to such indemnification intended hereby.

ARTICLE XVI. Amendments to By-Laws.

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by the majority vote of both the members and Board of Directors of the Corporation at the annual membership meeting without prior written notification. They may also be altered, amended, or repealed at any regular meeting or at any special meeting, if at least ten days written notice is given to the membership of intention to alter, amend, or repeal or to adopt new by-laws at such meetings.