

BY-LAWS
OF
STOW SOCCER CLUB, INC.

ARTICLE I - OFFICES

The office of the Corporation shall be located in the City and State designated in the Articles of Incorporation. The Corporation may also maintain office at such other places within and without the United States as the Board of Directors may, from time to time, determine.

ARTICLE II – MEETING OF MEMBERS

Section 1 – Annual Meeting:

The annual meeting of the members of the Corporation shall be held on the THIRD TUESDAY IN JUNE, for the purpose of electing directors, and transacting such other business as may properly come before the meeting.

Section 2 – Special Meetings:

Special meetings of members may be called at any time by the Board of Directors or the President, and shall be called by the President or the Secretary at the written request of fifty percent (50%) of the members.

Section 3 – Place of Meetings:

All meetings of members shall be held at the principal office of the corporation or at such other places as shall be designated in the notices of such meetings.

Section 4 – Notice of Meetings:

Except as otherwise provided by Statute, notice of each meeting of members, whether annual or special, stating the time when and place where it is to be held, shall be sent by regular or electronic mail or posted on local newspaper(s) to all members not less than five or not more than thirty days before the meeting. Notice of a special meeting shall also state the purpose(s) for which the meeting is called.

Section 5 – Quorum:

- (a) Except as otherwise provided herein, or by Statute, or in the Certificate of Incorporation (such Certificate and any amendments thereof being hereinafter collectively referred to as the “Certificate of Incorporation”), at all meetings of members of the Corporation, the presence at the commencement of such meeting in person of four (4) members of the corporation shall be necessary and sufficient to constitute a quorum of the transaction of any business. The withdrawal of any member after the commencement of a meeting shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.
- (b) Despite the absence of a quorum at any annual or special meeting of members, the members, by a majority of the votes cast may adjourn the meeting. At any such adjourned meeting at which quorum is present, any business may be transacted at the meeting as originally called if a quorum had been present.

Section 6 – Voting:

- (a) Except as otherwise provided by Statute or by the Certificate of Incorporation, any corporate action, other than the election of directors, to be taken by vote of the members, shall be authorized by a majority of votes cast at the meeting of members entitled to vote thereon.
- (b) Except as otherwise provided by Statute or by the Certificate of Incorporation, at each meeting of members, each member of the Corporation entitled to vote thereat, shall be entitled to one (1) vote.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Number, Election and Term of Office:

- (a) The number of the directors of the Corporation shall be NINE (9), unless and until otherwise determined by the Board of Directors. The number of Directors shall not be less than four (4).
- (b) Except as otherwise provided herein or by the Certificate of Incorporation, the members of the Board of Directors of the Corporation shall be elected by the majority of the votes cast at a meeting of members.
- (c) Each director shall hold office until the annual meeting of the members next succeeding his/her election, and until his/her successor is elected and qualified, or until his/her death, resignation or removal.

Section 2 – Duties and Powers:

The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Corporation and may exercise all powers of the Corporation, except as they are in the Certificate of Incorporation or by Statute expressly conferred upon or reserved to the members.

Section 3 – Annual and Regular Meetings; Notice:

- (a) A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members, at the place of such annual meeting of the members.
- (b) The Board of Directors, from time to time may provide by resolution for the holding of other regular meetings of the Board of Directors, and may fix the time and place thereof.
- (c) Notice of any regular meeting of the Board of Directors shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time and place of any regular meeting, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in paragraph (b), Section 4 of this Article III, with respect to special meeting, unless such notice shall be waived in the manner set forth in paragraphs (c) of such Section 4.

Section 4 – Special Meetings; Notice:

- (a) Special meetings of the Board of Directors shall be held whenever called by the President or by one of the directors, at such time and place as may be specified in the respective notices and waivers of notice thereof.
- (b) Except otherwise required by statute, notice of special meetings shall be mailed (regular or electronic) directly to each director, addressed to him/her at his/her residence or place of work at least two days before the day of which the meeting is to be held or shall be delivered to him/her personally or given to him/her orally, not later than the day before the day on which the meeting is to be held. A notice, or waiver, except as required by Section 8 of this Article III, need not specify the purpose of the meeting.
- (c) Notice of any special meeting shall not be required to be given to any director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

Section 5 – Chairman:

At all meetings of the Board of Directors, the Chairman of the Board, if any and if present shall preside. If there shall be no Chairman, or he/she shall be absent, then the President shall preside, and in his/her absence, a Chairman chosen by the directors shall preside.

Section 6 – Quorum and Adjournments:

- (a) At all meetings of the Board of Directors, the presence of five (5) members of the Board shall be necessary and sufficient to constitute quorum for the transaction of business, except as otherwise provided by law, by the Certificate of Incorporation or by these By-Laws.
- (b) A majority of the directors must be present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 7 – Manner of Acting:

- (a) At all meeting of the Board of Directors, each director present shall have one vote.
- (b) Except as otherwise provided by statute, the Certificate of Incorporation, or by these By-Laws, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any action authorized, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

Section 8 – Vacancies:

Any vacancy in the Board of Directors occurring by reason of an increase in the number of directors, or by death, resignation, disqualification, removal or inability to act of any

director, shall be filled for the unexpired portion of the term by the majority vote of the remaining directors, at any regular meeting or special meeting of the Board of Directors called for that purpose. A director removed from his/her position shall be replaced at the same meeting where the removal occurred.

Section 9 – Resignation:

Any director may resign at any time by giving written notice to the Board of Directors, The President or to the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and acceptance of such resignation shall not be necessary to make it effective.

Section 10 – Removal:

Any director may be removed with or without cause at any time by the affirmative vote of a majority of the members of the Corporation at a special meeting of the members called for that purpose, and may be removed for cause by action of the Board.

Section 11 – Salary:

No salary shall be paid to the directors for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed at each regular or special meeting of the Board; provided however that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 12 – Contracts:

No contract or other transaction between this Corporation and any other contracting Corporation shall be impaired, affected or invalidated, nor shall any director be liable in any way by reason of the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer, or this, Corporation, and no directors shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Board of Directors, provided that the Board of Directors shall authorized, approve or ratify such contract or transaction by the vote (not counting the vote of any such director) of a majority of quorum, notwithstanding the presence of any such director at the meeting at which such action is taken. Such director or directors may be counted in determining presence of a quorum at such meeting. This section shall not be construed to impair or invalidate or in any way affect any contract or other transactions which would otherwise be valid under the law (common, statutory or otherwise) applicable thereto.

Section 13 – Committees:

The Board of Directors, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members an executive committee and such other committees, and alternative members thereof, as they may deem desirable, each consisting of two or more members, with such powers and authority (to the extent permitted by law) as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board.

ARTICLE IV – OFFICERS

Section 1 – Number, Qualifications, Election and Term of Office:

- (a) The officers of the Corporation shall consist of a President, a Treasurer, and a Clerk, and such other officers, including a Chairman of the Board of Directors, and one or more Vice Presidents as the Board of Directors may from time to time deem advisable. Any officer other than the Chairman of the Board of Directors may be, but is not required to be, a director of the Corporation. Any two or more offices may be held by the same person.
- (b) The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board following the annual meeting of members.
- (c) Each officer shall hold office until the annual meeting of the Board of Directors net succeeding his/her election, and until his/her successor shall have been elected and qualified, or until his/her death, resignation or removal.

Section 2 – Resignation:

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3 – Removal:

Any officer may be removed, either with or without cause, and a successor elected by a majority vote of the entire Board of Directors at any time.

Section 4 – Vacancies:

A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by the Board of Directors.

Section 5 – Duties of Officers:

Officers of the corporation shall, unless otherwise provided by the Board of Directors, each have such powers and duties as generally pertaining to their respective offices as well as such powers and duties as may be set forth in the By-Laws, or may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be the chief executive officer of the Corporation.

ARTICLE V – FISCAL YEAR

The Fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

ARTICLE VI – CORPORATE SEAL

The Corporate seal, if any, shall be in such form as approved from time to time by the Board of Directors.

ARTICLE VII – AMENDMENTS

Section 1 – By Members:

All By-laws of the Corporation shall be subject to alteration or repeal, and new By-laws may be made, by the affirmative vote of a majority of a quorum of the members at special meeting of the members, provided that the notice or waiver of such meeting shall have summarized or set forth in full therein, the proposed amendment.

The undersigned Incorporators certified that they have adopted the foregoing By-laws as the first By-laws of the Corporation.

Date: _____

Incorporator

Incorporator

Amendment (Dec 18, 2003)

ARTICLE VIII – OTHER ITEMS

Section 1 – Purpose

The purposes for which the Stow Soccer Club, Inc. is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Section 2 – Restriction of Purpose to Charitable Activities

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Section 3 – Dissolution

In the event of dissolution, the residual assets of the organization will be turned over to one or more organization which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government of exclusive public purpose.