

**BYLAWS OF
TORO GIRLS SOCCER CLUB**

**ARTICLE 1
OFFICES**

The principal office of the Corporation shall be in the State of Nebraska. The Corporation shall designate a registered office in accordance with the law and shall maintain it continuously. The Corporation may have offices at such other places within and without the State of Nebraska as the Board of Directors may from time to time determine.

**ARTICLE 2
MEMBERS**

Section 1. Qualification. Membership is open to all persons over the age of eighteen (18) years who are interested in furtherance of the purposes of the Corporation.

Section 2. Manner of Admission. Each application for Voting Member must be sponsored by a Voting Member in good standing and be approved by a majority of Voting Members present at a meeting duly held in order for the applicant to become a Voting Member. The initial Voting Members are those persons named as such in the Articles of Incorporation.

Section 3. Membership Classes. There shall be two classes of Membership:

(a) Voting Members. The Corporation shall have Voting Members who shall have all the rights and privileges of Members of the Corporation. A Voting Member may be removed only by an affirmative vote of at least eighty percent (80%) of all Voting Members and only for a cause, acts inconsistent with Membership or conviction of a felony and only after an opportunity to be heard (unless the Member's whereabouts are unknown).

(b) Nonvoting Members. The Board of Directors may establish one or more classes of Nonvoting Members of the Corporation by resolution and may assess dues on such Nonvoting Members. Unless otherwise specifically stated in these Bylaws to the contrary, all references to "Members" relate to Voting Members and not to Nonvoting Members.

Section 4. Annual Meetings. The purpose of the annual meeting of Members is to elect Directors and to transact such other matters as may properly come before the Members. The annual meeting of the Members of the Corporation shall be held at the times and places designated by the Board of Directors or the President of

the Corporation. The annual meeting of Members for any year shall be held no later than thirteen (13) months after the last annual meeting of Members. However, failure to hold an annual meeting timely shall in no way affect the terms of the Officers or Directors of the Corporation or the validity of actions of the Corporation.

Section 5. Special Meetings. Special meeting of Members may be called by the President or by a majority of the Board of Directors then in office or by Members having one-fourth (1/4) or more of the outstanding votes of the Corporation. The purpose of each special meeting shall be stated in the notice and may only include purposes that are lawful and proper for Members to consider.

Section 6. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Nebraska as the place of the meeting for any meeting of Members. If no designation is made, then the place of meeting shall be the principal office of the Corporation in the State of Nebraska.

Section 7. Notice of Meeting. 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 personally or by mail not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice shall be given by or at the direction of the President or the Secretary or the persons calling the meeting to each Member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation with postage thereon prepaid.

Section 8. Waiver of Notice. A written waiver of notice signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Action Without Meeting. Any action of the Members may be taken without a meeting without prior notice and without a vote, if a consent in writing setting forth the action so taken is signed by a majority of the Members of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those Members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action. Any certificate to be filed as a result of the Members' action under this section shall state that written consent was given in accordance with Nebraska statutes.

Section 10. Voting Record. If the Corporation has six (6) or more Members of record, the officers having charge of the membership records of the Corporation shall make, at least ten (10) days before each meeting of Members, a complete list of the Members entitled to vote at such meeting or any adjournment thereof. The list shall be

kept on file at the registered office of the Corporation or at the principal place of business of the Corporation, and any Member shall be entitled to inspect the list at any time during usual business hours. The list shall also be subject to the inspection of any Member at any time during the meeting. If the requirements of this section have not been substantially complied with, then upon demand of any Member in person or by proxy, the meeting shall be adjourned until the requirements are complied with. If no such demand is made, failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

Section 11. Member Quorum and Voting. Unless otherwise required in the Articles of Incorporation, a majority of the Members appearing in person or by proxy shall constitute a quorum at a meeting of Members. When a specified item of business is required to be voted on by a class of Members, unless otherwise required in the Articles of Incorporation, a majority of the Members of such class shall constitute a quorum for the transaction of such items of business by that class. If a quorum is present, unless otherwise provided by law or in the Articles of Incorporation, the affirmative vote of a majority of the Members at the meeting entitled to vote on the subject matter shall be the act of the Members. After a quorum has been established at a Members' meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, then a majority of the Members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

Section 12. Votes. Each Voting Member shall be entitled to one vote on each matter submitted to a vote at a meeting of the Members.

Section 13. Proxies. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for him or her by proxy. Every proxy shall be in writing and shall be signed by the Member or his or her otherwise duly authorized attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

ARTICLE 3 BOARD OF DIRECTORS

Section 1. Powers and Duties. All corporate powers shall be exercised by or under the authority and business and affairs of the Corporation managed, under direction of the Board of Directors.

Section 2. Number and Term.

(a) Number. The Board of Directors shall consist of no fewer than three (3) or more than five (5) members. The exact number of directors within the minimum and maximum, or the range for the size of the Board shall be fixed or variable range, may be fixed, changed or determined from time to time by the members.

(b) Term. Directors shall be elected at the first annual meeting of Members and at each annual meeting thereafter. The terms of the initial directors shall expire at the first meeting of members at which directors are elected. The terms of all other directors expire at the next annual meeting of members following their election. Despite the expiration of a director's term, such director shall continue to serve until a successor is elected and qualifies or until there is a decrease in the number of directors.

Section 3. Meetings: Notice. The Board of Directors may hold annual regular and special meetings. Unless the Bylaws otherwise provide, the Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

(a) Annual and Regular Meetings: Unless the Bylaws otherwise provide, the annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members and regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting.

(b) Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson, the President or any two (2) directors. Unless the bylaws otherwise provide, special meetings must be preceded by two (2) days notice of the date, time, place and purpose of such meeting. Such notice shall comply with the requires of these Bylaws.

(c) Adjourned Meetings. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one month in any one adjournment.

(d) Waiver of Notice. A director may waive any required notice before or after the date and time stated in the notice. Except as provided in the next sentence, the waiver must be in writing, signed by the director and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to such director of such meeting unless the

director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 4. Quorum. Unless otherwise required, a quorum of the Board of Directors consists of a majority of the fixed number of directors if the Corporation has a fixed board size or a majority of the number of directors prescribed, or if no number is prescribed, the number in office immediately before the meeting begins, if the Corporation has a variable range board.

Section 5. Voting. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors, unless the articles or these Bylaws require the vote of a greater number of directors. A director who is present at a meeting of the Board of Directors when corporation action is taken is deemed to have assented to such action unless:

(i) such director objects at the beginning of the meeting (or promptly upon his arrival) to holding the meeting or transacting business at the meeting;

(ii) such director dissent or abstention from the action taken is entered in the minutes of the meeting; or

(iii) such director delivers written notice of such director dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 6. Action Without Meeting. Unless the articles otherwise provide, any action required or permitted by the Act to be taken at a Board of Directors meeting may be taken without a meeting. If all directors consent to taking such action without a meeting, the affirmative vote of the member of directors that would be necessary to authorize to take such action at a meeting is the act of the Board of Directors. Such action must be evidenced by one or more written consents describing the action taken. Action taken by consent is effective when the last director signs the consent, unless the consent specifies a different effective date.

Section 7. Compensation. Directors and members of any committee created by the Board of Directors shall be entitled to such reasonable compensation for their services as directors and members of such committee as shall be fixed from time to time by the Board, and shall also be entitled to reimbursement for any reasonable expenses incurred in attending meetings of the Board or of any such committee meetings. Any director receiving such compensation shall not be barred from serving the Corporation in any other capacity and receiving reasonable compensation for such other services.

Section 8. Resignation. A director may resign at any time by delivering written notice to the Board of Directors, the Chairperson or President, or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 9. Vacancies. Unless the articles otherwise provides, if a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors or a vacancy resulting from the removal of a director with or without cause, either the members or the Board of Directors may fill such vacancy. If the directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill such vacancy by the affirmative vote of a majority of all directors remaining in office. If the vacant office was held by a director elected by an organization or other constituted body or by a voting group of members, only such organization, or voting group shall be entitled to vote to fill the vacancy.

Section 10. Removal of Directors.

(a) By Members. The members may remove one or more directors elected by them with or without cause unless the articles provide that directors may be removed only for cause. If a director is elected or appointed by an organization or other constituted body or voting group of members, only such organization, body or voting group of members may participate in the vote to remove such director without cause. If cumulative voting is authorized, a director may not be removed if the number of votes sufficient to elect such director under cumulative voting is voted against such director's removal. If cumulative voting is not authorized, a director may be removed only if the number of votes cast to remove such director exceeds the number of votes cast not to remove such director.

(b) By Directors. If so provided by the articles, any of the directors may be removed for cause by the affirmative vote or a majority of the entire Board of Directors.

(c) General. A director may be removed by the members or directors only at a meeting called for the purpose of removing such director, and the meeting notice must state that purpose of removing such director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of directors.

**ARTICLE 4
OFFICERS**

Section 1. Officers. The Officers of this Corporation shall be a President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors. A Chairman of the Board, Vice President and such other officers and assistant officers as may be deemed appropriate may be elected by the Board of Directors from time to time.

Any two or more offices may be held by the same person. A failure to elect a President, Secretary or Treasurer shall not affect the existence of the Corporation.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors at its meeting after each annual meeting of Members. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. An Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interests of Corporation will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed, but election of an Officer shall not of itself create contract rights.

Section 4. Vacancies. Vacancies in officers, however occasioned, may be filled at any time by election by the Board of Directors for the unexpired term of such offices.

Section 5. Duties. The Chairman of the Board or the President if there is no Chairman of the Board, shall preside at all meetings of the Board of Directors and of Members. The President shall be the chief executive officer of the Corporation. Subject to the foregoing, the Officers of the Corporation shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors.

Section 6. Salaries. The salaries of the Officers shall be fixed from time to time by the Board of Directors, and no Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the Corporation.

Section 7. Delegation of Duties. In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his or her powers or duties to any other Officer or to any other Director.

ARTICLE 5 EXECUTIVE AND OTHER COMMITTEES

Section 1. Creation of Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee and one or more other committees.

Section 2. Executive Committee. The Executive Committee (if there is one) shall consult with and advise the Officers of the Corporation in the management of its affairs and shall have and may exercise, to the extent provided in the resolution of the Board of Directors creating such Executive Committee, such powers of the Board of Directors as can be lawfully delegated by the Board.

Section 3. Other Committees. Such other committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated to the extent provided in the resolution or resolutions creating such committee or committees.

Section 4. Meetings. Regular meetings of the Executive Committee and other committees may be held without notice at such time and at such place as shall from time to time be determined by the Executive Committee or such other committees, and special meetings of the Executive Committee or such other committees may be called by any member thereof upon two (2) days' notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or in the manner provided in this Bylaws, pertaining to the Notice for Director's meetings.

Section 5. Vacancies. Vacancies on the Executive Committee or on any other committees shall be filled by the Board of Directors then in office at any regular or special meeting of the Board of Directors.

Section 6. Quorum. At all meetings of the Executive Committee or other committees, a majority of the committee's members then in office shall constitute a quorum for the transaction of business.

Section 7. Manner of Acting. The acts of a majority of the members of the Executive Committee or other committees present at any meeting at which there is a quorum shall be the act of such committee.

Section 8. Minutes. The Executive Committee (if there is one) and other committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when desired.

ARTICLE 6 MEMBERSHIP CERTIFICATES

Section 1. Form and Issuance. Members of the Corporation may be issued certificates signed by the President or a Vice President, and by the Secretary or an Assistant Secretary. Each Membership certificate shall state the following: (a) the name of the Corporation; (b) that the Corporation is organized under the laws of the State of Nebraska; (c) the name of the person or persons to whom issued; and, (d) the class or Membership. The Membership certificate itself shall convey no rights of privileges, but shall only be for identification.

Section 2. Lost, Stolen or Destroyed Certificates. The Corporation may issue a new Membership certificate in the place of any certificate previously issued if the Member named in the certificate (a) makes proof in affidavit form that it has been lost, destroyed or stolen; (b) requests the issuance of a new certificate; and, (c) satisfies any other reasonable requirements of the Corporation.

ARTICLE 7 BOOKS, RECORDS AND REPORTS

Section 1. Report to Members. The Corporation shall send an annual report to the Members of the Corporation not later than four months after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Corporation, in conformity with generally accepting accounting principles applied on a consistent basis.

Section 2. Inspection of Corporate Records. Any person who is a Voting Member of the Corporation shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of Members of the Corporation. Upon the written request of any Voting Member, the Corporation shall mail to such Member a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the Corporation before such financial statements are available for its last fiscal year, the Corporation shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within four months after the close of the last fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Corporation, shall be kept for at least five years, and shall be subject to inspection during business hours by any Voting Member, in person or by agent.

ARTICLE 8 NONPROFIT OPERATION

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Members, Directors or Officers without full consideration. No Member of the Corporation has any vested interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Members, Directors and Officers without violating this provision.

**ARTICLE 9
FISCAL YEAR**

The fiscal year of the Corporation shall be the period selected by the Board of Directors as the fiscal year of the Corporation.

**ARTICLE 10
SEAL**

The corporate seal shall bear the name of the Corporation between two concentric circles and the inside of the inner circle shall be the year of incorporation.

**ARTICLE 11
INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Nebraska.

**ARTICLE 12
AMENDMENTS**

These Bylaws may be altered, amended or replaced and new Bylaws may be adopted by the Board of Directors; provided that any Bylaws or amendments thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the Members, or a new Bylaw in lieu thereof may be adopted by the Members. No Bylaw that has been altered, amended, repealed or adopted by such a vote of the Members may be altered, amended, repealed or adopted by a vote of the Board of Directors for a period of two (2) years after the action of the Members.

DATED the ____ day of _____, 2004.

Secretary