

**BYLAWS
OF
CONGDON PARK SOCCER CLUB**

**ARTICLE I.
OFFICES**

Section 1.01 Principal Executive Office. The principal executive office of Congdon Park Soccer Club (the "Corporation") shall be located at 2107 Vermilion Rd. in the City of Duluth, Minnesota.

Section 1.02 Other Offices. The Corporation may have other offices at such places within and without the State of Minnesota as the Board of Directors may determine from time to time.

**ARTICLE II.
DIRECTORS**

Section 2.01 Number; Qualifications; and Election. The business and affairs of the Corporation shall be managed by or under the direction of a Board of three (3) or more Directors. During the last quarter of each fiscal year of the Corporation, the Board of Directors shall determine the number of Directors to constitute the Board and shall elect Directors to replace those whose terms will expire at the end of the fiscal year. Directors shall be natural persons over the age of eighteen (18) years.

Section 2.02 Term. Each Director shall serve for a term of three (3) years that expires at the end of the fiscal year of the Corporation closest in time to the expiration of such three (3)-year period. A Director shall hold office until the end of his or her term or until the earlier death, resignation, removal or disqualification of the Director.

Section 2.03 Vacancies. Vacancies on the Board of Directors resulting from the death, resignation, removal or disqualification of a Director may be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum. Vacancies on the Board resulting from newly created Directorships may be filled by the affirmative vote of a majority of the Directors serving at the time such Directorships are created.

Section 2.04 Regular Meetings. Regular meetings of the Board of Directors shall be held at least biannually.

Section 2.05 Special Meetings. A special meeting of the Board of Directors may be called for any purpose or purposes at any time by any Director by giving not less than two days' notice to all Directors of the date, time and place of the meeting, provided that when notice is mailed, at least four days' notice shall be given. The notice need not state the purpose of the meeting.

Section 2.06 Notice of Meetings. Unless otherwise required by law, written notice of each meeting of the Directors, stating the date, time and place and, in the case of a special meeting, the purpose or purposes, shall be given at least ten (10) days and not more than sixty (60) days prior to the meeting to every Director or as otherwise permitted by law. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

Section 2.07 Waiver of Notice; Previously Scheduled Meetings. Subdivision 1. A Director of the Corporation may waive notice of the date, time and place of a meeting of the Board. A waiver of notice by a Director entitled to notice is effective whether given before, at or after the meeting, and whether given in writing, orally or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and thereafter does not participate in the meeting.

Subdivision 2. If the day or date, time and place of a Board meeting have been provided herein or announced at a previous meeting of the Board, no notice is required. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken of the date, time and place at which the meeting will be reconvened.

Section 2.08 Quorum. A majority of the Directors currently holding office shall be necessary to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may adjourn a meeting from time to time without further notice until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of a number of the Directors originally present leaves less than the proportion or number otherwise required for a quorum.

Section 2.09 Acts of Board. Except as otherwise required by law or specified in the Articles of Incorporation of the Corporation, the Board shall take action by the affirmative vote of a majority of the Directors present at a duly held meeting.

Section 2.10 Participation by Electronic Communications. A Director may participate in a Board meeting by any means of communication through which the Director, other Directors so participating and all Directors physically present at the meeting may simultaneously hear each other during the meeting. A Director so participating shall be deemed present in person at the meeting.

Section 2.11 Action Without a Meeting. An action required or permitted to be taken at a Board meeting may be taken without a meeting by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present. The written action is effective when signed by the required number of Directors, unless a different effective time is provided in the written action. If any written action is taken by less than all Directors, all Directors shall be notified immediately of its text and effective date.

Section 2.12 Committees. Subdivision 1. A resolution approved by the affirmative vote of a majority of the Board may establish committees having the authority of the Board in the management of the business of the Corporation only to the extent provided in the resolution. Committees shall be subject at all times to the direction and control of the Board.

Subdivision 2. A committee shall consist of one or more natural persons, who need not be Directors.

Subdivision 3. Sections 2.05 to 2.11 hereof shall apply to committees and members of committees to the same extent as those sections apply to the Board and Directors.

Subdivision 4. Minutes of committee meetings shall be kept and shall be made available upon request to members of the committee and to any Director.

Section 2.13 Compensation. The Board may fix the compensation, if any, of Directors.

Section 2.14 Removal. A Director may be removed at any time with or without cause by the affirmative vote of the majority of the remaining Directors.

ARTICLE III. OFFICERS

Section 3.01 Number and Designation. The Corporation shall have one or more natural persons exercising the functions of the position of President and Treasurer. The Board of Directors may elect or appoint such other Officers or agents as it deems necessary for the operation and management of the Corporation, with such powers, rights, duties and responsibilities as may be determined by the Board, each of whom shall have the powers, rights, duties and responsibilities set forth in these Bylaws unless otherwise determined by the Board. Any of the positions or functions of those positions may be held by the same person.

Section 3.02 President. Unless provided otherwise by a resolution adopted by the Board of Directors, the President (a) shall have general active management of the business of the Corporation; (b) shall, when present, preside at all meetings of the Board; (c) shall see that all orders and resolutions of the Board are carried into effect; (d) may maintain records of and certify proceedings of the Board; and (e) shall perform such other duties as may from time to time be prescribed by the Board.

Section 3.03 Vice Presidents. Vice Presidents shall perform such duties as may from time to time be prescribed by the Board.

Section 3.04 Treasurer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer (a) shall keep accurate financial records for the Corporation; (b) shall deposit all monies, drafts and checks in the name of and to the credit of the Corporation in such banks and depositories as the Board shall designate from time to time; (c) shall endorse for deposit

all notes, checks and drafts received by the Corporation as ordered by the Board, making proper vouchers therefor; (d) shall disburse Corporation funds and issue checks and drafts in the name of the Corporation, as ordered by the Board; (e) shall render to the President and the Board, whenever requested, an account of all of such Officer's transactions as Treasurer and of the financial condition of the Corporation; and (f) shall perform such other duties as may be prescribed by the Board or the President from time to time.

Section 3.05 Secretary. The Secretary, unless otherwise determined by the Board of Directors, shall attend all meetings of the Board, shall record or cause to be recorded all proceedings thereof in a book to be kept for that purpose, and may certify such proceedings. Except as otherwise required or permitted by law or by these Bylaws, the Secretary shall give or cause to be given notice of all meetings of the Board.

Section 3.06 Authority and Duties. In addition to the foregoing authority and duties, all Officers of the Corporation shall respectively have such authority and perform such duties in the management of the business of the Corporation as may be designated from time to time by the Board of Directors. Unless prohibited by a resolution approved by the affirmative vote of a majority of the Directors present, an Officer elected or appointed by the Board may, without the approval of the Board, delegate some or all of the duties and powers of a position to other persons.

Section 3.07 Term. Subdivision 1. All Officers of the Corporation shall hold office until their respective successors are chosen and have qualified or until their earlier death, resignation or removal.

Subdivision 2. An Officer may resign at any time by giving written notice to the Corporation. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later effective date is specified in the notice.

Subdivision 3. An Officer may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of the Directors present at a duly held Board meeting.

Subdivision 4. A vacancy in a position because of death, resignation, removal, disqualification or other cause may, or in the case of a vacancy in the position of President or Treasurer shall, be filled for the unexpired portion of the term by the Board.

ARTICLE IV. MISCELLANEOUS

Section 4.01 Execution of Instruments. Subdivision 1. All deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of the Corporation shall be signed on behalf of the Corporation by the President, any Vice President, any other Officer, or by such other person or persons as may be designated from time to time by the Board of Directors.

Subdivision 2. If a document must be executed by persons holding different positions or functions and one person holds such positions or exercises such functions, that person may execute the document in more than one capacity if the document indicates each such capacity.

Section 4.02 Advances. The Corporation may, without a vote of the Directors, advance money to its Directors, Officers or employees to cover expenses that can reasonably be anticipated to be incurred by them in the performance of their duties and for which they would be entitled to reimbursement in the absence of an advance.

Section 4.03 Corporation Seal. The Corporation shall have no seal.

Section 4.04 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 4.05. Amendments. The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the Corporation upon the affirmative vote of a majority of the Directors; provided, however, that the affirmative vote of eighty (80%) of the Board shall be required to adopt, amend or repeal any Section fixing a quorum for meetings of the Board, prescribing procedures for removing Directors or filling vacancies in the Board, or fixing the number of Directors or their classifications, qualifications or terms of office.

The foregoing provisions were duly adopted by the Members and Board of Directors this 8th day of May, 2014.

Doug Marshak, President

ATTEST:

Jennifer Carlson, Secretary