

**BYLAWS OF
The South Stand Supporters Club Inc.**

**ARTICLE 1
NAME**

- 1.1.** The name of this corporation, which is a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Kansas, is the South Stand Supporters Club (hereinafter “Corporation”).

**ARTICLE 2
PURPOSE**

2.1. General Purpose.

The Corporation is organized and operated for the following general purposes: Exclusively as a social club organized and operated for the pleasure and recreation of its members within the meaning of 501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law.

To exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Kansas which is consistent with the preceding paragraph.

2.2. Specific Purposes.

The specific purposes of the Corporation include, without limitation, the following:

- A. Game day activities such as organized cheers, tailgating, banner design and painting, and general support for Sporting Kansas City home matches. Activities will be scheduled around home matches for Sporting Kansas City, which generally run from mid-March through early December. Events will happen either at the home facility of Sporting Kansas City or at other locations where we will have room to paint banners or gather for projects.
- B. Community service and events such as food drives, volunteering, or participating in locally organized activities by other charities (such as Habitat for Humanity or Big Brothers, Big Sisters). Activities will likely be scheduled not to conflict with home or away soccer matches, but will be organized when members are available, interested, and needed. Activities will be coordinated through our service chair in partnership with other local charities or as opportunities arise around the Kansas City area.
- C. Gatherings to watch away soccer matches and socializing with members and guests, club meetings or other soccer related events. Activities will be scheduled throughout the year when Sporting Kansas City is playing road games, when there are other global soccer matches, or whenever we feel like getting together and socializing. Activities will be organized by members of the South Stand SC, and will occur at various locations (homes of members, sports bars, etc.).

**ARTICLE 3
MEMBERSHIP**

3.1. Qualifications For Membership.

The members of the Corporation shall consist of such persons as: 1) apply for membership; 2) pay the requisite membership dues; 3) subscribe to the purposes and goals of the Corporation; and 4) agree to abide by the Bylaws of the Corporation as amended from time to time.

3.2. Classes of Members.

The membership of the Corporation shall be divided into two classes: regular members, and junior members.

- General Members. All members who do not qualify as junior members.
- Junior Members. Members under the age of 18.

3.3. Voting Rights.

Only general members in good standing will have the right to vote.

3.4. Membership Dues.

All General and Junior members shall pay annual membership dues to the Corporation in such amounts and in such manner as the Board of Directors determines on an annual basis. Active members from the prior year will be eligible to renew their membership at a discounted cost. No portion of dues allocable to lobbying and political campaign activities.

3.5. Meetings of Members.

The annual meeting of the voting members shall be held between the completion of the playoffs and the start of the next season at a time determined by the Board of Directors, at the principal place of business of the Corporation or in such other place as may be designated by the Board of Directors.

At each annual meeting the directors of the Corporation shall then be elected, but if such meeting is not held or if directors are not elected thereat, they may be elected in any special meeting of the voting members held for that purpose.

Special meetings of the voting members for any purpose or purposes may be called at any time by the President, or by a majority of the directors, or upon written petition by at least ten percent (10%) of the voting members.

3.6. Notice of Meetings of Members.

Notice of each regular and special meeting shall be given to each member entitled to vote thereat, either personally or electronic means, addressed to each member at the address appearing on the books of the Corporation. Such notices shall be sent not less than ten (10) and not more than sixty (60) days before each meeting, and shall specify the place, day, and hour of the meeting and shall state the general nature of the business to be considered in such meeting. The notice of the annual meeting shall designate it as such.

3.7. Quorum.

The presence in person, or by proxy, of a simple majority (50%+1) of general members in good standing shall constitute a quorum. The members present in person at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the members present. If a general member in good standing is unable to attend a meeting, their vote can be given as proxy to another general member in good standing and that proxy can count toward the total attendance to determine a quorum. The Board of Directors must be notified in writing (paper or electronic) prior to the beginning of the meeting for a proxy vote to be eligible.

3.8. Termination of Membership.

The membership of each member of the Corporation will terminate upon the member's death, resignation, expulsion, or failure to pay dues as next described. Unless otherwise determined by the Board of Directors, each member's membership will immediately terminate if his or her membership dues have not been paid within the calendar year after such member's dues were due. Members terminated as a result of expulsion may not renew their membership in the Corporation without obtaining the affirmative vote of at least two-thirds of all the directors.

Members inactivated as a result of nonpayment of dues may reactivate their membership in the Corporation within two years after such termination by the payment of all current membership dues.

3.9. Suspension and Expulsion.

Any member may be suspended or expelled from membership with cause upon the affirmative vote of at least two-thirds of all the directors if, in the discretion of the Board as indicated by such vote, such suspension or

expulsion would be in the best interests of the Corporation. Nothing in these bylaws shall be construed as granting to any member a continued membership or expectation of membership in the Corporation.

ARTICLE 4 AFFILIATE GROUPS

4.1 Formation of Affiliate.

Members of the Corporation may form smaller groups to facilitate functions for the overall corporation. Affiliate subgroups may join and be recognized by the corporation if certain criteria are met as follows:

- A. Have a minimum of 10 members, that are general members, in good standing, of the Corporation.
Membership must be verified by the Corporation. An affiliated subgroup may have members who are not members of the Corporation. Those said members do not count towards the minimum for recognition.
- B. Submit a statement of purpose to the Corporation.
- C. Submit a concept for crest, logo, or insignia to the Corporation.

4.2 Method of Governance.

Affiliate subgroups may produce their own method of governance in accordance with their membership. The Corporation has the right to modify the method of governance only for purposes of taxation and legal issues.

4.3 Collection of Dues.

Affiliate subgroups may create a dues structure for membership and devise ways to acquire income from their membership.

4.4 Disbursement or Requisition of Funding.

If at such a time when resources are available; the Corporation, through a vote of the Board of Directors, may develop a system of revenue distribution in which the Corporation may loan or (in limited circumstances) grant funds to the affiliated subgroups for special projects.

ARTICLE 5 BOARD OF DIRECTORS

5.1 Powers.

Subject to any limitations of the Articles of Incorporation, the Kansas Nonprofit Corporation Act or these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

- To appoint and remove all officers of the Corporation subject to such limitations as may appear in the Bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws.
- To conduct, manage and control the affairs of the Corporation, and to make such rules and regulations therefor, not inconsistent with law, or with the Articles of Incorporation, or the Bylaws, as they may deem best.
- To designate any place for the holding of any membership meeting or Board of Directors meeting, to change the principal office of the Corporation for the transaction of its business from one location to another; to adopt make and use a corporate seal and to alter the form of such seal from time to time, as, in their judgment, they may deem best, provided such seal shall at all times comply with the provisions of law.
- To borrow money and incur indebtedness for the purpose of the Corporation and to cause to be executed and delivered therefor, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt, and securities thereof.
- To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by the Corporation, and to distribute, loan or dispense the same or the income and profits therefrom.

5.2. **Number of Directors.**

The number of directors constituting the entire Board shall be a minimum of four (4) and a maximum of six (6), as fixed by resolution of the Board. Subject to the foregoing, the number of directors may be determined from time to time by action of the Board of Directors, provided that any action by the Board of Directors to affect such increase above the maximum or decrease below the minimum shall require the vote of at least two-thirds of all directors then in office. No decrease in the number of directors shall shorten the term of any director then in office. The number of directors can only be changed at the annual meeting of voting members.

5.3. **Offices within the Board of Directors**

- A. **President.** The President shall be the chief executive and operating officer of the Corporation, and subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business affairs and property of the Corporation. The President shall preside at all meetings of the Board of Directors. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws or the Board of Directors. The President will also serve as the chairperson for meetings. The President shall only vote in the event of a tie.
- B. **Vice President.** At the request of the President, or in the President's absence or disability, the Vice President shall perform all the duties of the President. When so acting, the Vice President shall have all of the powers of, and be subject to all the restrictions upon the President. The Vice President shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned by the President or the Board of Directors or as may be provided in these Bylaws.
- C. **Secretary.** The Secretary shall give the notices of the special meetings of the voting members as provided in these Bylaws. The Secretary shall maintain a book of minutes of all meetings of the Board of Directors and members. The Secretary shall perform such other and further duties as may be required by law, or as prescribed or required from time to time by the Board of Directors or the Bylaws.
- D. **Treasurer.** The Treasurer shall have custody of all Corporation funds; keep full and accurate accounts of all receipts and disbursements of the Corporation, an inventory of assets, and a record of the liabilities of the Corporation; deposit all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds of the Corporation as ordered by the President or the Board of Directors taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President or by the Board of Directors. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws, the Board of Directors, or the President. The Board of Directors or the President may delegate all or part of the authority and duties of the Treasurer to subordinate officers.
- E. **At-Large Member.** Up to two (2) At Large members will fill the remaining positions within the board of directors. These members are elected from the general membership of the corporation, as long as that member is in good standing with the organization. At-Large member is a full voting member of the board of directors and cannot serve as an officer within the board of Directors.

5.3.1 **Official Documents.**

The official seal of the Corporation, the membership book, and a file of all official and legal documents shall be kept at the principal office of the Corporation, or such other place as the Board of Directors may order. These documents shall be kept in the possession of any member of the Board of Directors that lives in the metro area of Kansas City. The membership book should contain names and addresses/email addresses of each member, and the date upon which the membership ceased.

5.4. **Qualifications for Office.**

Every director must be a member in good standing of this Corporation. No person who is an employee of Sporting Club is eligible to be a director. Each director shall serve without compensation except for reasonable expenses incurred for the Corporation. Directors appointed by the holder of any office or an officer or board of any other organization are to act in their own right and not as a representative of any interest or group. To be eligible to be elected president, the member must have served as a Board of Directors officer or committee chair prior to election. Each director shall be at least 18 years of age.

5.5 Nomination of Directors.

Nominations for directors may be received from the floor during any meeting of the voting members at which directors are to be elected.

5.6. Election of Directors.

All officers shall be elected by the voting members of the Corporation. They shall be elected by popular vote of the membership of the corporation in good standing during the announced annual meeting. A popularly elected Member of the board of directors cannot simultaneously serve on the Affiliated Supergroup Board of Regents. If a member of the Board of Regents is elected to the Board of Directors, that member shall resign from the Board of Regents effective at the beginning of the term for office.

The standing Board of Directors shall determine the method of popular election and provide notification to the membership at least 30 calendar days prior to the election. In the event that an office or an organization having appointing authority shall cease to exist, then the Board of Directors shall designate the holder of another office or another organization to exercise the appointing authority.

The term of each director, upon being elected to office, shall begin at the closing of the annual meeting at which they're elected and run through the end of the following annual meeting.

5.7. Salaries.

Aside from reimbursement of approved expenses incurred on behalf of the Corporation, no volunteer or Board of Directors member shall receive a salary of any sort.

5.8. Annual Transition.

To maintain Corporation continuity, officers whose terms of office have expired shall assure the orderly transition of authority to their successors before being relieved of their responsibilities. Similarly, officers whose terms of office have expired shall take all appropriate steps to substitute their successors on all of the Corporation's financial accounts and signature cards.

5.9. Term of Office.

The regular term of office for each director shall be one (1) year, unless sooner terminated by death, incapacity, resignation or removal. Directors may be elected or appointed to no more than Five (5) successive terms in that office. A director who has served all or part of Five (5) successive terms shall be ineligible for reelection for one (1) year. All directors shall hold office until the expiration of the term for which each was elected, until a successor has been duly elected and qualified, or until the director's prior resignation or removal as hereinafter provided.

5.10. Removal and Resignation.

Any director may resign from office at any time by giving written notice thereof to an officer of the Corporation. Any director may be removed for cause by a two-thirds (2/3) vote of all of the other directors then in office. Cause for removal exists (without limiting other causes for removal) whenever a director:

- A. fails to attend three (3) consecutive regular meetings of the Board of Directors, notwithstanding that he or she otherwise qualifies for office;
- B. is convicted of a felony;
- C. has committed a material breach of his or her fiduciary duty;
- D. has committed an act of moral turpitude; or
- E. ceases to be a member in good standing of the Corporation while in office as a director.

n 5.12. Existence of Vacancies.

A vacancy in the Board of Directors exists in case of the happening of any of the following events:

- A. The death, incapacity, resignation, or removal of any director.

- B. The authorized number of directors is increased.
- C. At any meeting of the voting members at which a director is to be elected, but the voting members fail to elect the full authorized number of directors to be voted for at that meeting.

5.13. Filling of Vacancies.

Any vacancy occurring on the Board of Directors may be filled by a vote of the majority of the remaining directors. A director so chosen shall serve for the balance of the unexpired term of the vacant office. If the Board of Directors accepts the resignation of a director, tendered to take effect at a future time, the Board may elect a successor to take office when the resignation becomes effective for the balance of the unexpired term of the resigning director. However, the Board has the power to fill or leave unfilled, until the next election, all vacancies occurring on the Board, including those created by an authorized increase in the number of directors. In the event that the Board decides not to fill a vacancy for a director whose office is subject to election by the voting membership, the President may call a special meeting of the voting members to elect such director. In the event that less than a quorum of the Board remains to fill vacancies, then in that event, a vote of one hundred percent of the remaining directors shall be required to fill any vacancy.

5.14. Place and Number of Meetings.

At least one (1) annual meeting and two (2) regular meetings will be conducted a year (in person or via conference call) and will take place at a time and location of the board's choice.

5.15. Notice of Meetings.

A regular meeting of the directors may be held without prior notice. Notice of the time and place of special meetings of the Board shall be given personally to the directors or sent by mail or other form of communication, charges prepaid, addressed to the director at their address as shown upon the records of the Corporation at least three (3) days in advance of such meeting. Such notice shall state the general nature of the business to be considered at the special meeting.

5.16. Quorum and Voting.

A quorum will consist of at least two-thirds (2/3) of the total number of directors. Every act or decision done or made by a majority of the directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation or by these Bylaws. Each director present shall be entitled to one (1) vote. Voting by proxy shall not be permitted.

A director may participate in any meeting of the directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph constitutes presence in person at the meeting.

The transactions of any meetings of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though they had a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

5.17. Presumption of Assent.

A director who is present at any meeting of the directors, or a committee thereof of which the director is a member, at which action on a corporate matter is taken, is presumed to have assented to such action unless a dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the person acting as the secretary of the meeting before or promptly after the adjournment thereof. A director who is absent from a meeting of the Board, or a committee thereof of which the director is a member, at which any such action is taken is presumed to have concurred in the action unless the director files a dissent with the Secretary of the Corporation within a reasonable time after obtaining knowledge of the action.

5.18. Action By Unanimous Written Consent.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of directors, if authorized by writing signed individually or collectively by all directors. Such consent shall be filed with the regular minutes of the Board.

5.19. Notice of Adjournment.

Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

5.20. Ex Officio Board Advisors.

All current officers of the Corporation and the immediate past President of the Corporation, to the extent such persons are not elected directors, shall be *ex officio* advisors to the Board of Directors. *Ex officio* advisors are entitled to attend and participate in meetings of the Board of Directors, but not to vote in their *ex officio* capacity. Current officers shall be *ex officio* advisors so long as they are officers of the Corporation. The immediate past president shall be an *ex officio* advisor for a term of one (1) year.

**ARTICLE 6
PROHIBITED ACTIVITIES**

6.1. Actions Jeopardizing Tax Status.

This Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under 501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

6.2. Lobbying and Political Activities.

The Corporation shall not devote a substantial part of its activities for lobbying purposes (including the publishing or distribution of statements) or otherwise attempting to influence legislation. However, the Corporation may participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office only to an insubstantial degree.

6.3. Private Inurement.

No part of the net income or net assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or members. Specifically, club revenue generated from nonmembers shall not be used to the personal advantage of the members (such as in reduced dues, improved facilities, and the like). However, the Corporation is authorized to pay reasonable compensation to employees for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

6.4. Non-Discrimination.

In the conduct of all aspects of its activities, the Corporation shall not discriminate on the grounds of race, color, national origin, religious beliefs, sexual orientation, or gender.

6.5. Conflicts of Interest.

A conflict of interest occurs when a person under a duty to promote the interests of the Corporation (a "fiduciary") is in a position to promote a competing interest instead. Fiduciaries include all Corporation employees, directors or officers, and members of any Corporation committee. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interests of the Corporation and work to the detriment of the Corporation.

6.6. Typical Conflict Situations.

Conflicts of interest are likely to arise whenever:

A. a fiduciary has a personal interest in a vendor of goods or services to the Corporation; or

B. Corporation employees are loaned to other organizations, or the employees of another organization are loaned to this Corporation.

6.7. Discharging Conflicts of Interest.

All conflicts of interest must be disclosed to the Board of Directors. After disclosure is made, the individual with a conflicting interest must not participate in judging the merits of that interest. That is, such individual must abstain from voting on, or recommending a course of action with respect to, the situation giving rise to the conflict. When these are done, the conflict of interest has been properly discharged.

6.8. Preventing Conflict Situations.

The Corporation, through the Board of Directors, shall encourage all fiduciaries to prevent conflicts of interest where possible. Fiduciaries should refuse to enter into self-dealing relationships with the Corporation as a vendor. Fiduciaries should not accept anything but gifts of insubstantial value from vendors.

6.9. Litigation.

The Corporation shall not be a voluntary party in any litigation without the prior written approval of the Board of Directors.

**ARTICLE 7
OTHER FINANCIAL MATTERS**

7.1. Property of the Corporation.

The title to all property of the Corporation, both real and personal, shall be vested in the Corporation.

7.2. Disposition Upon Dissolution.

Upon the dissolution or winding up of the Corporation, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, association, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Corporation, as may be determined by the Board of Directors of this Corporation in its sole discretion, and which has established its tax exempt status under '501(c)(7) of the Internal Revenue Code of 1986, as amended.

7.3. Contracts.

The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it pecuniarily liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing officer, the President, either alone or with the Secretary or any Assistant Secretary, may execute the same in the name of, and on behalf of, the Corporation, and any such officer may affix the corporate seal (if any) of the Corporation thereto.

7.4. Voting Stock Owned by the Corporation.

The Board of Directors may by resolution provide for the designation of the person who shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of the security holders of any corporation or other entity in which this Corporation may hold voting stock or other securities, and may further provide that at any such meeting such person may possess and exercise all of the rights and powers incident to the ownership of such voting securities which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may revoke any such powers as granted at its pleasure.

7.5. Financial Accounts.

The Corporation may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for Corporation purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer(s) or agent(s) of the Corporation, and in such manner, as is determined by the Board of Directors from time to time.

7.6. Appointment and Employment of Advisors.

The Board may from time to time appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the Corporation's purposes. The Board is authorized to employ such persons, including an executive officer, attorneys, accountants, agents and assistants as in its opinion are needed for the administration of the Corporation and to pay reasonable compensation for services and expenses thereof.

7.7. Financial Statements and Reports.

An independent auditor appointed or approved by the Board shall at such time as the Board determines prepare for the Corporation as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, a list of projects and/or organizations to or for which funds were used or distributed, and such other additional reports or information as may be ordered from time to time by the Board. The auditor shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the Corporation. The auditor's charges and expenses shall be proper expenses of administration.

7.8. Limitations on Debt.

No debt shall be incurred by the Corporation beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by the Board of Directors. Specifically, without limitation, no loan shall be made to any officer or director of the Corporation.

7.9. Liability of Directors and Officers.

No director or officer of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment. Further, neither any officer, the Board nor any of its individual members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following of done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

7.10. Liability of Members.

No member of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment.

7.11. Property Interests Upon Termination of Membership.

Members have no interest in the property, assets or privileges of the Corporation. Cessation of membership shall operate as a release and assignment to the Corporation of all right, title and interest of any member, but shall not affect any indebtedness of the Corporation to such member.

7.12. Fiscal Year.

The fiscal year of the Corporation shall be from each January 1st to each December 31st.

**ARTICLE 8
COMMITTEES**

8.1. Committee Powers.

Committees of the Corporation shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Corporation or any operations needing study, recommendation, or action. The Board may establish such special committees or standing committees in addition to those specified in this Article as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Kansas Nonprofit Corporation Act. All committees shall act by majority vote, unless otherwise prescribed by the Board of Directors.

8.2. Limitations.

Except in cases where these Bylaws or the Board of Directors has by written resolution provided otherwise, the function of any committee is as an advisory group to the Board of Directors. No member of any committee, without the prior written consent of the Board of Directors, has the authority to purchase, collect funds, open bank accounts, implement policy, or bind or obligate the Corporation or its Board of Directors in any way or by any means. All such powers are expressly reserved to the Board of Directors and the officers of the Corporation.

8.3. Committee Membership.

The Board, acting upon the recommendation of any director shall appoint the members of such committees. Persons other than directors may be appointed to such committees, but the Chair of each committee shall be overseen by The Board of Directors. Every committee shall consist of at least two (2) persons, exclusive of the President. Committee members shall be appointed for one-year terms. No member of any committee may serve more than three consecutive terms on the same committee.

8.4. Standing Committees.

In addition to other committees the Board may establish from time to time, the following will be standing committees of the Corporation:

- **Merchandise Committee** - shall oversee the creative design, procurement and distribution of goods ordered for the Corporation. Procurement must be approved by the board before publication and production of said goods.
- **Gameday Committee** - shall be responsible for coordination of activities directly prior to and following Sporting KC games, including tailgating, fan activities, and pregame donation collections
- **Tifo Committee** - shall be responsible for the design, production, maintenance, and staging of items for in-game use (tifos, flags, banners, etc.).
- **Communications Committee** - shall be responsible for maintaining the online presence of the Corporation, contact with other organizations with similar purposes and for the distribution of news of the Corporation and its activities to the public.
- **Community Activities Committee** - shall organize various activities and events, not necessarily limited to volunteer events, and coordinate its efforts with, and assist, the Gameday Committee.

8.5. Special Committees.

The Board may establish such special committees as it deems appropriate from time to time. Special committees shall have the duties and responsibilities as the Board shall designate from time to time.

**ARTICLE 9
INDEMNIFICATION**

9.1. Right to Indemnification.

Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another

foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, including service with respect to employee benefit plans, whether the basis of the proceeding is alleged action in an official capacity as a director, officer, employee, or agent or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by state law, as it exists or may be amended (but, in the case of any such amendment, only to the extent that the amendment permits the corporation to provide broader indemnification rights than state law permitted the Corporation to provide before the amendment), against all expenses, liability, and loss (including attorney fees, judgments, fines, ERISA excise taxes, or penalties and amounts to be paid in settlement) reasonably incurred by the person in connection therewith, and the indemnification shall continue for a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that except as provided in the next section with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the board of directors of the Corporation. To the extent authorized by state law, the Corporation may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this article shall be a contract right.

9.2. Nonexclusively of Rights.

The right to indemnification conferred in this article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the articles of incorporation, bylaw, agreement, vote of stockholders or disinterested directors, or otherwise.

9.3. Indemnification of Employees and Agents 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 payment by the Corporation, for expenses incurred in defending any proceeding before its final disposition, 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.

9.4. Insurance.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent 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, or other enterprise, against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify the person against the liability under these bylaws or the laws of the state of Kansas.

9.5. Changes in Kansas Law.

If there is any change of the Kansas statutory provisions applicable to the Corporation relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions, but only to the extent that the change permits the Corporation to provide broader indemnification rights than the provisions permitted the Corporation to provide before the change. Subject to the next Section, the Board of Directors is authorized to amend these bylaws to conform to any such changed statutory provisions.

9.6. Amendment or Repeal of Article.

No amendment or repeal of this Article shall apply to or have any effect on any director, officer, employee, or agent of the Corporation for or with respect to any acts or omissions of the director, officer, employee, or agent occurring before the amendment or repeal.

9.7. Impact of Tax Exempt Status.

The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating the Corporation's status as a tax exempt organization described in 501(c) of the Internal Revenue Code of 1986, as amended.

ARTICLE 10 AMENDMENTS TO BYLAWS

10.1. Adoption.

Except those items specified in these bylaws as not being subject to amendment, if any, these Bylaws may be adopted, amended, restated or repealed by the Board of Directors subject to membership ratification, and shall be effective only upon such ratification. Membership ratification shall require the affirmative vote of at least a majority of the total number of voting members.

10.2. Inspection of Bylaws.

The original or copy of these bylaws, as amended or otherwise altered to date, certified by the Secretary, shall at all times be kept in the principal office of the Corporation for the transaction of business, and shall be open to inspection by the members, officers and directors at all reasonable times during office hours.