

BY-LAWS
OF
CADDO BOSSIER SOCCER ASSOCIATION

ARTICLE 1
OFFICES

1.1 Registered Office and Agent

The corporation shall maintain a registered office and a registered agent in the State of Louisiana which office and agent may be changed from time to time by resolution of the Board of Directors.

1.2 Other Offices

The corporation may have, in addition to its registered office, offices and places of business at such places, both within and outside the State of Louisiana, as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE 2
BOARD OF DIRECTORS

2.1 Number

The Board of Directors shall be composed of not less than three (3) nor more than ten (10) natural persons.

2.2 Powers

The Board of Directors manages the business of the corporation, and subject to any restrictions imposed by law, the articles or these by-laws, may exercise all the powers of the corporation. Without prejudice to such general powers, the directors have the following specific powers:

- (a) From time to time, to devolve the powers and duties of any officer upon any other person for the time being.
- (b) To confer upon any officer the power to appoint, remove and suspend, and fix and change the compensation of, subordinate officers, agents and factors.
- (c) To delegate any of the powers of the board to any officer or agent (with power to subdelegate) upon such terms as they deem fit.

2.3 Election and Term of Office

The term of office shall be three years; however, each director shall hold office for the term for which he is elected and until his successor shall have been elected and shall have qualified or until his death, resignation, retirement, removal or disqualification. There is no limit to the number of terms a director or officer may serve.

2.4 Vacancies

Any vacancy occurring in the Board of Directors (by death, resignation, retirement, removal, disqualification or otherwise) may be filled by an affirmative vote of a majority of the remaining directors.

2.5 Place of Meetings

Meetings of the Board of Directors, first, regular or special, may be held at any place within or without the State of Louisiana, as the board may determine.

2.6 Regular Meetings

Regular meetings, those scheduled by the Board of Directors, may be held without notice, at such time and place as may be designated.

2.7 Special Meetings

(a) How Called. Special meetings of the directors may be called at any time by the board of directors by vote at a meeting, or by the President, or in writing, with or without a meeting, by a majority of the directors. Special meetings may be held at such place or places within or outside Louisiana as may be designated by the Board of Directors. In the absence of such designation, any such meeting shall be held at such place as may be designated in the notice thereof.

(b) Notice and Purpose. Notice of the place and time of every special meeting of the Board of Directors (and of the first meeting of the newly elected board, if held on notice) shall be delivered to each director, or sent to him by telegraph or mail, or by leaving the same at his residence or usual place of business, at least two days before the date of the meeting. Such notice may, but need not, state the purposes for which the special meeting is called, except that if purposes are specified, then only such purposes shall be considered at such special meeting unless (1) all directors are present at such meeting and all consent to the consideration of other business, or (2) the notice sets forth that one of the purposes of the meeting is to consider all other business which may properly come before the meeting. Notice of a special meeting may be waived in writing at any time, and each director present at such meeting (in person or by proxy) shall be deemed to have waived notice.

2.8 Quorum

At all meetings of the board, a majority of the directors in office and qualified to act constitute a quorum for the transaction of business, and except as otherwise provided by law, the Articles of Incorporation or these by-laws the action of a majority of the directors present in person or by proxy at any meeting which a quorum is present is the action of the Board of Directors. If a quorum is not present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time, without notice until a quorum is present. If a quorum be present, the directors present may continue to act by vote of a majority until adjournment, notwithstanding the subsequent withdrawal of enough directors to leave less than a quorum or the refusal of any directors present to vote.

2.9 Unanimous Consent

Any action which may be taken at a meeting of the Board may be taken by a consent in writing signed by all of the directors and filed with the records of proceedings of the Board.

2.10 Telephone Directors' Meeting

The Board of Directors may hold meetings by means of conference telephone or similar communications equipment provided that all persons participating in the meeting can hear and communicate with each other. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meetings, except where a person participated in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

2.11 Directors' Compensation

The Board of Directors shall serve without compensation. However, the Board of Directors shall have the power, in its discretion, to provide for and to pay to directors rendering services to the corporation not ordinarily rendered by directors as such, special compensation appropriate to the value of such services as determined by the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

2.12 Proxies

Any director absent from a meeting of the Board of Directors may, upon written appointment of a representative, be represented by any other director, who may cast the vote of the absent director according to the written instructions, general or special, of the absent director. All proxies shall be in writing, signed and filed with the Secretary prior to or at the meeting for which they are given.

2.13 Minutes

The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the Minute Book of the corporation.

2.14 Qualifications

Directors shall be responsible persons of full age.

2.15 Resignations

The resignation of a director shall be delivered, in writing, to the President or the Secretary, and shall take effect upon receipt thereof or on any later date specified therein not more than thirty days after such receipt.

ARTICLE 3 NOTICES

3.1 Manner of Giving Notice

Whenever, under the provisions of law, the Articles of Incorporation, or these by-laws, notice is required to be given to any Director and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing by mail, postage prepaid, addressed to such member, Director at his address as it appears on the records of the corporation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be deposited in the United States mail as aforesaid.

3.2 Waiver of Notice

Whenever any notice is required to be given to any Director of the corporation under the provisions of law, the Articles of Incorporation, or these by-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

3.3 Attendance

Directors present at a meeting shall be deemed to have received, or to have waived, notice thereof.

ARTICLE 4 OFFICERS

4.1 Elected Officers

The elected officers of the corporation shall be a President, Secretary and Treasurer. The

corporation may also have as elected officers a Chairman of the Board, one or more vice presidents, comptrollers or such officers as may from time to time be elected or appointed by the Board. Any two offices may be combined in the same person and none need be a director.

4.2 Assistants

Any officer may appoint one or more assistants who shall have such duties as may be delegated by the officers appointing them. Assistant officers so appointed shall be deemed to be assistants to the officers of the corporation but shall not themselves be deemed officers.

4.3 Compensation

The compensation of all officers of the corporation shall be fixed from time to time by the Board of Directors. The Board of Directors may from time to time, delegate to the President the authority to fix the compensation of any or all of the other officers of the corporation.

4.4 Term of Office; Removal; Filling of Vacancies

Each elected officer of the corporation shall hold office until his successor is chosen and qualified in his stead or until his earlier death, resignation, retirement, disqualification or removal from office. Each appointive officer shall hold office at the pleasure of the Board of Directors without the necessity of periodic reappointment. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the Board of Directors whenever, in the judgment of the Board of Directors, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent will not of itself create contract rights. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors. "Acting" officers may be appointed by the Board of Directors (or the President pending action by the Board of Directors) in the case of vacancies which exist for any reason.

4.5 President

The President is the chief executive officer, with general management of the corporation's business and power to make contracts in the ordinary course of business; shall see that all orders and resolutions of the Board are carried into effect and direct the other officers in the performance of their duties; has power to execute all authorized instruments; and shall generally perform all acts incident to the office of president, or which are authorized or required by law, or which are incumbent upon him under the provisions of the articles and these by-laws. If a Chairman of the Board is not elected or if the elected Chairman of the Board is either absent or unable to act, then and in that event, the duties of the Chairman of the Board shall devolve upon the President.

4.6 Secretary

The Secretary shall give or cause to be given, notice of all meetings of directors, and all other notices required by law or these by-laws, and in case of his absence or refusal or neglect to do so, any such notice may be given by the directors upon whose request the meeting is called as

provided in these by-laws. He shall record all the proceedings of the meeting of the directors in a book to be kept for that purpose. He has custody of the seal of the corporation, and shall affix it to all instruments requiring it; and he shall perform such other duties as may be assigned to him by the directors or the President.

4.7 Treasurer

The Treasurer has custody of all funds, securities, evidences of indebtedness and other valuable documents of the corporation. He shall receive and give, or cause to be given, receipts for money paid in on account of the corporation, and shall pay out of the funds on hand all just debts of the corporation of whatever nature, when due. He shall enter, or cause to be entered, in books of the corporation to be kept for that purpose, full and accurate accounts of all money received and paid out on account of the corporation, and, whenever required by the President or the directors, he shall render a statement of his accounts. He shall keep or cause to be kept such books as will show a true record of the expenses, gains, losses, assets and liabilities of the corporation; and he shall perform all of the other duties incident to the office of treasurer. If required by the Board, he shall give the corporation a bond for the faithful discharge of his duties and for restoration to the corporation, upon termination of his tenure, of all property of the corporation under his control.

4.8 Chairman of the Board

The Chairman of the Board, if any, shall preside at all meetings of the directors and shall further be charged with the performance of such services in behalf of the corporation as may from time to time be determined by the Board of Directors. In the absence of the President or in the event of his inability to act, the duties of the President shall devolve upon the Chairman of the Board.

4.9 Vice Presidents

Vice Presidents, if any, shall have such powers, and shall perform such duties, as shall be assigned to them by the directors or by the President; and in the order determined by the Board, shall, in the absence or disability of the President and the Chairman of the Board, if any, perform his duties and exercise his powers.

4.10 Comptroller

The Comptroller, if any, shall assist the Treasurer with reference to the fiscal affairs of the corporation. His principal duties being to examine and audit the accounts of the corporation and to report to the Treasurer from time to time on the fiscal condition of the corporation. In the absence of the Treasurer the duties of the latter shall devolve upon the Comptroller in his capacity as Assistant Treasurer.

4.11 Additional Powers and Duties

In addition to the foregoing especially enumerated duties, services and powers, the several elected and appointive officers of the corporation shall perform such other duties and services and exercise such further power as may be provided by statute, the Articles of Incorporation or these by-laws or as the Board of Directors may from time to time determine or as may be assigned to them by any competent superior officer.

4.12 Bond

If required by the Board of Directors, any officer (or other agent or employee) shall give the corporation a bond for the faithful discharge of his duties and for his fidelity.

ARTICLE 5 MISCELLANEOUS

5.1 Signature of Negotiable Instruments

All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such officer, officers, agent or agents and in such manner as are permitted by these by-laws or in such manner as, from time to time, may be prescribed by resolution (whether general or special) of the Board of Directors.

5.2 Fiscal Year

The fiscal year of the corporation shall end on December 31.

5.3 Seal

The corporation's seal shall be circular in form and contain the name of the corporation and the words "Seal, Louisiana." The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.

5.4 Interpretation

Whenever the legislature has declared that any provision of law is applicable unless the Articles or by-laws provide otherwise, such provision of law shall be deemed applicable unless negated or amended by provisions in the Articles or in the by-laws or unless the applicability of such provision would clearly frustrate the provisions in the Articles or by-laws. The inclusion in the Articles or by-laws of any such provision of law as would be applicable without inclusion in the Articles or by-laws shall not be deemed to negate any related such provision of law as may appear in the same section or sub-section as the included provision, or any other such provision of law,

unless the intention so to negate shall clearly appear from the provisions of the Articles or these by-laws, or unless the provisions of the Articles or these by-laws would otherwise clearly be frustrated.

ARTICLE 6
AMENDMENTS

The directors by affirmative vote of a majority of those present or represented, may, at any meeting, amend or alter any of the by-laws.



Secretary

Approved:

President

Date:

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