

OFFICE OF THE SECRETARY OF STATE

NOT FOR PROFIT
CERTIFICATE OF INCORPORATION

WHEREAS, the Certificate of Incorporation of

FUTURE OWASSO RAMS YOUTH SPORTS, INC.

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 21ST
day of APRIL, 2003.

M. Susan Savage
Secretary of State
By: *Dorey Kester*

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING
DOMESTIC NOT FOR PROFIT CORPORATION

I, THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that I am, by the laws of said state, the custodian of the records of the state of Oklahoma relating to the right of certain business entities to transact business in this state and am the proper officer to execute this certificate.

I FURTHER CERTIFY that FUTURE OWASSO RAMS YOUTH SPORTS, INC. whose registered agent is JIM FELTS, with its registered office at 8929 E ADMIRAL PL TULSA 74115 USA Oklahoma is a Domestic Not For Profit Corporation duly organized and existing under and by virtue of the laws of the state of Oklahoma and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the entity's financial condition or business activities and practices. Such information is not available from this office.



IN TESTIMONY WHEREOF, I hereunto set my hand and affixed the Great Seal of the State of Oklahoma, done at the City of Oklahoma City, this 6th, day of June, 2013.

Kary V. Pearson
Secretary Of State

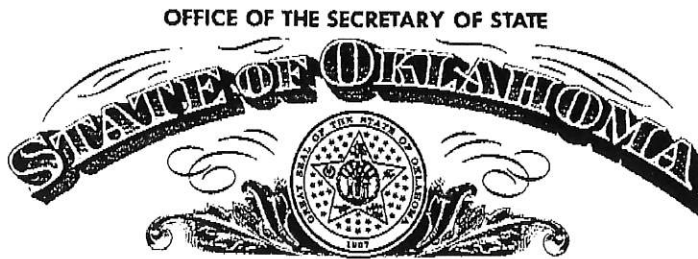
Transmission Log

Renee's Tax Service

Thursday, 2013-06-06 15:14

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Date	Time	Type	Job #	Length	Speed	Station Name/Number	Pgs	Status
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Kary V. Pearson

Secretary Of State

OKLAHOMA Secretary of State Electronic Orders

Entity Orders Information

Document Number: 21974000002

Order Items Information

Filing Number	Quantity	Name	Order type
2100712946	1	FUTURE OWASSO RAMS YOUTH SPORTS, INC.	Certificate of Good Standing

[End Of Image]

BYLAWS
OF
FUTURE OWASSO RAMS YOUTH SPORTS, INC.
An Oklahoma Not For Profit Corporation

Riggs, Abney, Neal, Turpen, Orbison & Lewis
502 West Sixth Street
Tulsa, Oklahoma 74119
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APPROVAL OF DIRECTORS

BYLAWS
OF
FUTURE OWASSO RAMS YOUTH SPORTS, INC.
An Oklahoma Not For Profit Corporation

ARTICLE I
NAME AND OFFICES

Section 1.01: Name. The name of the Corporation is **FUTURE OWASSO RAMS YOUTH SPORTS, INC.** (the "Corporation").

Section 1.02: Principal Office. The Corporation shall maintain its principal office at **10320 EAST 116th STREET NORTH, OWASSO, OKLAHOMA 74055**. The Board is granted full power and authority to change said principal office to any location the Corporation is qualified to conduct business.

Section 1.03: Registered Office. The name of the registered agent and the street address of the registered office in the State of Oklahoma is **JIM FELTS, 8929 EAST ADMIRAL PLACE, TULSA, OKLAHOMA 74115**. The address of the registered office may be changed by the Board of Directors.

Section 1.04: Other Offices. The Board may establish other offices at any time and at any place where the Corporation is qualified to conduct business.

ARTICLE II
PURPOSE AND PROHIBITIONS

Section 2.01: Purpose. The purpose or purposes for which the Corporation is formed are as stated in the Certificate of Incorporation.

Section 2.02: Purpose Under Section 501(c)(3). The organization is organized exclusively for charitable, religious, education, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

Section 2.03: No Inurement to Private Persons. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Board of Directors shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth hereinbefore.

Section 2.04: Limit on Political Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 2.05: Exempt Activities. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding provisions of any future federal tax code.

Section 2.06: Athletic Activities. In accordance with its exempt purposes under 501(c)(3) of the Internal Revenue Code, the Corporation intends to develop, advance, and maintain athletic programs and to direct all activities toward the best advantage of the children and the community and all funds received by the Corporation shall be used exclusively for these purposes.

ARTICLE III **MEMBERSHIP**

Section 3.01: Classes of Members. The Corporation shall have two (2) classes of members:

(a) Active Member. Any person over eighteen (18) years of age who is a parent or guardian that completes a sign-up sheet form for their child to participate in one of the sports programs and whose child is accepted by the Corporation to participate in the program (the "Parent") as long as the child is participating in the program or is a coach, league commissioner, or sports director of the Corporation is eligible to be an active member of the Corporation provided they comply with the requirements set forth in Section 3.02 and may apply for active membership; and

(b) Other Members. In addition to active membership, the Board of Directors may from time to time, by resolution, establish other classes of membership, without voting rights, and on such other terms and conditions as the Board of Directors shall determine in its discretion.

Section 3.02: Conduct of Members. Each member of the Corporation shall be required to make a pledge of conduct as follows:

Each member shall agree to conduct himself or herself in such a way as not to cause reflection on the Corporation when acting on behalf of the Corporation.

Any member violating this pledge of conduct may be reprimanded by the Board of Directors in accordance with these Bylaws and asked to resign and membership terminated.

Section 3.03. Limitations on Actions of Members. No member shall be entitled to act on behalf of the Corporation without sanction of his commissioner, chairperson or the Board of Directors. Any member violating this prohibition may be reprimanded by the Board of Directors in accordance with these Bylaws and asked to resign and membership terminated.

Section 3.04: Membership Applications. Application for membership, active and other, need not be in writing; however, if so required by resolution of the Board of Directors, application shall be on forms provided for that purpose and signed by the applicant. The Membership Committee shall review all applications and submit them to the Board of Directors with its recommendation. Election of members shall be by the Board of Directors at any meeting thereof and any applicant for membership so elected shall become a member upon approval by the Board of Directors.

Section 3.05: Resignation of Members. Any member may resign from the Corporation by voluntary withdrawal either in writing or by a verbal resignation to a director or officer.

Section 3.06: Termination of Membership. Membership of a Parent as an Active Member shall terminate upon the child of the Parent no longer participating in the sport program of the Corporation. Membership of any member shall be terminated if, based on reasons which it shall deem sufficient, 80% of a quorum at a general members meeting shall vote to terminate the membership or 100% of the Board of Directors shall vote in writing to terminate the membership.

Section 3.07: Membership Not Transferable. Membership in the Corporation is not transferable or assignable.

Section 3.08: Voting Rights. Each member who has been present for three (3) of the four (4) previous general member meetings shall be entitled to vote upon each matter submitted to a vote of Members.

Section 3.09: Membership Dues. The Board of Directors may determine from time to time the amount of an initiation fee, if any, and annual dues, if any, payable to the Corporation by the members of each class.

ARTICLE IV **MEMBERSHIP MEETINGS**

Section 4.01: Semi-Annual Meetings. Meetings of members will be held semi-annually. The annual meeting of the Members will be held on the *third Monday of December* in each year, beginning with the year 2003, at 7:00 p.m. or any other time and date that is fixed by the Board of Directors within thirty (30) days of such date, for the purpose of electing Directors and for the transaction of any business that may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Oklahoma, the meeting will be held on the next succeeding business day. If the election of Directors is not held on the day designated for any annual meeting of the Members or at any adjournment of such meeting, the Board of Directors shall call for the election to be held at a special meeting of the Members as soon thereafter as possible.

A semi-annual meeting of the members shall be held on the *third Monday of June* in each year, beginning with the year 2004, at 7:00 p.m. or any other time and date that is fixed by the Board of Directors within thirty (30) days of such date, for the transaction of any business that may come before the meeting. If the day fixed for the semi-annual meeting is a legal holiday in the State of Oklahoma, the meeting will be held on the next succeeding business day.

Section 4.02: Special Meetings. In addition to the annual meeting and semi-annual meeting, special membership meetings may be called at any time by the President, a majority of the members of the Board of Directors or by not less than one-tenth (1/10) of the Members entitled to vote. If a written request for a general membership meeting shall be submitted to the President, signed by not less than 10% of all active members and stating the purpose of the meeting, the President shall call such a meeting which must be held within thirty (30) days from the date the request is received.

Section 4.03: Conduct of Meetings. The President, or in the President's absence, the Vice-President, shall preside at all meeting of the membership. The Secretary of the Corporation or in the Secretary's absence any person appointed by the presiding officer, shall act at Secretary of the Board. Members may participate in the meeting by means of a conference telephone or similar means of communication provided all persons participating in the meeting can hear and speak with each other. Participation in a meeting pursuant to this

section shall constitute presence at such meeting. The meeting shall be conducted in compliance with Robert's Rules of Order Revised.

Section 4.04: Meeting Place. The Board of Directors may designate any place within or without the State of Oklahoma as the meeting place of any annual meeting or special meeting called. A waiver of notice signed by all Members entitled to vote at a meeting may designate any place, within or without the State of Oklahoma, as the place for the meeting described in the waiver. If no designation is made by either the Board or such Members, the meeting shall be held at the principal office of the Corporation; provided, however, if all the Members meet at any time or place, either within or without the State of Oklahoma, and consent in writing to the holding of a meeting, such meeting shall be valid without call or notice, and any Corporate action may be taken at such meeting. Members' consents to the holding of such meeting shall be filed with the Secretary of the Corporation.

Section 4.05: Notice of Meeting. Whenever Members are required or permitted to take any action at any meeting, a written notice of such meeting must be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice of any Member meeting shall state the place, date, and hour of the meeting, and, (a) in the case of an annual meeting, the names of the nominees, if any, of the Board of Directors and any business the Board intends to present to the Members for action; and (b) in the case of a special meeting, the purpose or purposes of the meeting; provided, however, that any other proper matter may be presented at a Member meeting for action notwithstanding such matter was not listed in the notice. Notice shall be personally delivered or mailed to a member at the member's address as shown on the records. Notice by mail shall be deemed delivered when deposited in the U.S. mail with sufficient postage.

Section 4.06: Quorum. The members holding one-third (1/3) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice. This section shall apply to the annual meeting and any other meeting of members, except as may otherwise be specifically provided in these Bylaws.

Section 4.07: Closing Membership Books or Fixing Record Date for Voting Purposes. To determine which Members are entitled to receive notice of and vote at any meeting, the Board of Directors may close the membership book for a stated period of not less than ten (10) and not more than sixty (60) days immediately before the meeting. In lieu of closing the membership book, the Board of Directors may fix in advance a date as the record date for identification of Members entitled to vote, the date to be not less than ten (10) and not more than sixty (60) days immediately before the meeting. If the membership book

is not closed and no record date is fixed, the date next preceding the date of which notice of the meeting is mailed will be the record date for determination of Members. The determination of members as provided for in this section, will apply to any adjournment of the meeting.

Section 4.08: Informal Action by Members. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting, without prior notice and without a vote if a written consent, setting forth the action to be taken, is signed by all of the Members entitled to vote of the action.

ARTICLE V

BOARD OF DIRECTORS

Section 5.01: Duties and Powers. Subject to the limitations set forth in the Act as to action required to be authorized and approved by the Members, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by and under the Board of Directors. The Board of Directors shall determine the policies and activities of the Corporation, elect and discipline members, approve the budget, approve all bills, take counsel with committees, and have general management of the Corporation. The Board of Directors shall have the power to make such regulations concerning the conduct and attendance of any member, coach, spectator, or participant as it may deem fit, except as otherwise specified in these Bylaws.

Section 5.02: Number. The Board of Directors shall consist of five (5) voting members who are the officers of the Corporation. The Past-President shall be a non-voting member in an advisory capacity only.

Section 5.03: Staggered Terms. Each director shall hold office for a term of two (2) years, except for the initial board of directors as described herein. Each term shall begin on the first day of the month immediately following the election. No director can serve for more than two (2) consecutive terms in the same office. The terms of the board of directors shall be staggered in the following manner: the two (2) directors holding the offices of president and treasurer shall be elected in December in the even years and the three (3) directors holding the offices of vice president, secretary, and public relations officer shall be elected in December in the odd years, except for the first year of existence of the Corporation. During the first year of the Corporation, the five (5) initial directors will be appointed by the incorporators in the certificate of incorporation and elections for the three (3) directors holding the offices of vice president, secretary and public relations officer shall be held in December 2003, and elections for the two (2) directors holding the offices of president and treasurer shall be held in December 2004. Each director shall hold office until the next annual meeting of members and until his or her successor shall have been elected

until time of resignation

and qualified. Directors need not be residents of the State of Oklahoma or Members of the Corporation. No two board members shall be in the same household.

Section 5.04: Qualifications of Directors. To be eligible to serve on the board as president, the individual must have at least two (2) years of experience as a sport commissioner (director) or league commissioner with the Corporation. To be eligible to serve on the board as vice president, secretary, treasurer or public relations officer, the individual must have at least two (2) years of experience as a sport commissioner (director), league commissioner, head coach or secretary/treasurer of a sports program during the two (2) previous years.

Section 5.05: Election of Directors and Notice of Election. Each Director shall be elected by the Members at a general membership meeting during the month of December. Notice of the date and place of the annual elections of the Board of Directors shall be given to the general membership by notice in the community newspaper at least ten (10) days prior to elections. Nominations may be made from the floor at the annual meeting with the consent of the nominee. Only active members may vote. Voting shall be by secret written ballot. Ballots shall be in a form prescribed by the Board. There shall be no voting by proxy or by mail. Absentee ballots will not be recognized. The Secretary shall distribute, collect and count the ballots and report the results to the President who shall announce the same to the members. The nominee receiving a majority of the vote shall be elected. If no nominee receives a majority of the vote, a runoff election shall be held between the two (2) nominees receiving the largest number of votes and the voting shall take place in accordance with this section. In the event two nominees tie, the Board of Directors shall determine the winner by a written secret vote of the then serving directors.

Section 5.06: Resignation of Directors. Any Director may resign at any time by delivering written notice to the President at least two (2) weeks prior to the next general membership meeting.

Section 5.07: Removal of Directors. Any Director may be removed from office, with or without cause, by a majority of the Members then entitled to vote at an election of Directors or by resolution of a majority of Directors. Upon written complaint from an aggrieved party to the Board of Directors, any Director may be removed by unanimous consent of the Directors or by a majority vote of the Members at a special meeting.

Section 5.08: Filling Vacancies. Vacancies on the Board may be filled by the President then in office without an election and approval by a majority of Members entitled to vote.

Section 5.09: Additional Directors. The Board of Directors, as it deems necessary, may recommend the appointment of additional directors, which shall be elected by the members.

Section 5.10: Meetings. The Board of Directors shall meet at a regular meeting at least once each quarter at a place, time and date designated by the President to the members, and at special meetings at the call of the President or any three (3) directors on ten (10) days advance notice to all directors. By unanimous consent of all directors, special meetings of the Board of Directors may be held without notice at any time and place. Whenever the place, time and day is changed for the regular monthly meeting of the Board, members shall be notified ten (10) days in advance. Members are welcome at such meetings, but are not eligible to vote. They may enter into discussion when recognized by the President or his representative. Any director may waive notice of any meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting. A joint meeting of the outgoing and incoming Board of Directors shall be held prior to the incoming directors assuming office.

Section 5.11: Conduct of Meeting. The Chairman of the Board, or if there is no such officer, the President, or in the President's absence, any Director selected by the Directors present, shall preside at meetings of the Board. The Secretary of the Corporation or in the Secretary's absence any person appointed by the presiding officer, shall act as Secretary of the Board. Members of the Board of Directors may participate in the meeting by means of a conference telephone or similar means of communication provided all persons participating in the meeting can hear and speak with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting. The meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order Revised.

Section 5.12: Quorum. A majority of the directors shall constitute a quorum to transact business, but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 5.13: Act of Board. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these Bylaws.

Section 5.14: Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action. The action to be taken must be stated in the consent(s). Such written consent(s) must be filed with the Secretary of the Corporation.

Section 5.15: Compensation. Directors, as such, shall not receive any stated salary for their services, but, by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VI

OFFICERS

Section 6.01: Officers. The five (5) officers of the Corporation shall be President, Vice-President, Secretary, Treasurer, and Public Relations Officer each of whom will be elected by the Board of Directors. Any two offices may be held by the same person.

Section 6.02: Qualification, Term of Office, and Compensation. Each officer shall be an active member in good standing. The term of office and compensation of each officer shall be determined and fixed by the Board and may be altered by the Board.

Section 6.03: President. The President shall be the principal executive officer of the Corporation and shall be *ex-officio* Chairman of the Board of Directors of the Corporation. The President shall preside at all meetings of the Board of Directors and general membership meetings. The President shall supervise the affairs and activities of the Corporation. The President shall appoint all committees of the Corporation and the chairpersons of such committees. The committee chairperson will report to the officers and members of the Board of Directors as required by the President. The President shall sign all written contracts of the Corporation, countersign all checks signed by the Treasurer, and perform all such other duties as are incident to the office of President. The President shall give bond in such form and amount as may be required by the Board of Directors. The President will serve as *ex-officio* member on all committees.

Section 6.04: Vice-President. The Vice-President, in the case of the absence or disability of the President, shall perform the duties of the President. The Vice-President shall also perform such other duties as may be assigned by the President or the Board of Directors.

Section 6.05: Secretary. The Secretary shall be the custodian of the corporate records of the Corporation. The Secretary shall keep the records of membership, attendance, membership dues and fees and minutes of the meetings, special or general. The Secretary will maintain a current roster of the membership and their addresses. The Secretary shall prepare and mail all communications in accordance with the provisions of these Bylaws or as directed by the Board of Directors. The Secretary shall perform such other duties from time to time as may be assigned by the President or the Board of Directors.

Section 6.06: Treasurer. The Treasurer shall have executive charge of the finances and investments of the Corporation. The Treasurer shall receive all the funds of the Corporation, and shall deposit the same in depositories authorized by the Board of Directors and shall disburse the same as authorized by the Board of Directors. At all times, his accounts and books shall be open to the inspection of the President, the Board of Directors and any auditors authorized by the Board of Directors. The Treasurer shall make a report at the regular meetings of the Board of Directors, at the regular membership meetings and at other times as the President or the Board of Directors may require. He shall present all bills to the Board of Directors for approval and sign all checks. The Treasurer shall give bond in such form and amount as may be required by the Board of Directors. The Treasurer shall perform such other duties from time to time as may be assigned by the President or the Board of Directors.

Section 6.07. Public Relations Officer. The Public Relations Officer shall be in charge of the development of relations with the general public, including, but not limited to, the parents and guardians of potential participants in the athletic programs of the Corporation and the City of Owasso. The Public Relations Officer shall promote goodwill between members, participants, other clubs and the community. The Public Relations Officer shall be the liaison between all the committees. The Public Relations Officer is responsible for making sure that the Corporation is represented at all City of Owasso and affiliation meetings necessary for maintaining good relations and requirements. The Public Relations Officer shall prepare and submit to the Board of Directors for approval, any and all advertising campaigns regarding the offering of the athletic programs of the Corporation together with estimates of their costs. The Public Relations Officer shall perform such other duties from time to time as may be assigned by the President or the Board of Directors.

Section 6.08: Additional Officers. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 6.09: Removal and Resignation. Any Officer elected or appointed by the Board of Directors may be removed from office, with or without cause, at any time by the affirmative vote of a majority of the Directors present at any meeting of the Board at which a quorum is present. Any officer may resign at any time by giving written notice to the Board at least two (2) weeks prior to the next general membership meeting. The resignation shall take place on the date of the receipt of such notice.

Section 6.10: Filling Vacancies. In the case of a vacancy in the office of President, the Vice-President shall succeed to the office. In the case of a vacancy in the office of Vice-

President, the majority vote of the Directors present at a regular meeting at which there is a quorum, shall appoint a successor who shall hold office for the unexpired term. Other vacancies of an officer or director will be filled by the Board of Directors.

ARTICLE VII
SPORTS DIRECTORS, CONCESSION DIRECTOR,
OFFICE MANAGER AND COMMITTEES

Section 7.01: Sports Directors. The Board of Directors will appoint directors for each sport or activity of the Corporation ("Sports Directors"). Each Sports Director shall supervise and control all activities, appoint commissioners and workers, and be the final decision maker with respect to all affairs of that sport or activity, unless the Board of Directors approves otherwise. The Sports Directors and commissioners will be appointed for a one (1) year term or until such time as a successor has been chosen.

Section 7.02: Concessions Director. The Board of Directors shall appoint a concession director who shall be responsible for the operation of all concession stands connected with the Corporation. The concessions director shall be responsible for procuring, maintaining and dispersing all concession inventory, supplies and equipment, organizing labor to operating the concession stands, and report to the Board of Directors.

Section 7.03: Office Manager. The Board of Directors shall hire an office manager.

Section 7.04: Committees. The Sports Directors may appoint special committees or chairpersons as follows:

- (A) The equipment manager shall keep an inventory of all equipment and its condition for each sport. At the beginning and end of each season he shall prepare a report on said equipment and condition to be presented to the Sports Director of the activity who will in turn present the report to the Board of Directors. The equipment manager shall submit a request for repair or replacement of any equipment. The equipment manager shall be responsible for obtaining parent's responsibility slips made in triplicate and shall not issue equipment without first obtaining this slip.
- (B) Sign up forms and entry fees shall be collected by the Sports Director prior to any child participating in the sport or activity. The Sports Director shall remit the entry fees collected to the Treasurer with a list identifying the source of each entry fee. One of the copies of the parents' responsibility slips shall be given to the Secretary.

ARTICLE VIII

CORPORATE RECORDS AND REPORTS

Section 8.01: Recordkeeping. The Corporation shall keep adequate and correct books and records of account, minutes of the proceedings of its Members and Board, and a record of its Members, giving the names and addresses of all Members. at its principal office.

Section 8.02: Inspection. The books and records of the Corporation shall be open to the inspection of the members during regular business hours.

Section 8.03: Annual Report. The Board of Directors shall present at each annual meeting and special membership meeting, a full and clear statement of the business condition of the Corporation and such other matters as the directors shall deem appropriate.

Section 8.04: Compensation of Employees. The Board of Directors shall set the compensation for any employee holding any office or any position with the Corporation.

ARTICLE IX

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 9.01: Contracts. The Board of Directors may authorize one or more officers or agents to enter into any contract or execute and deliver any instrument on behalf of the Corporation. This authority may be general or limited to a specific transaction.

Section 9.02: Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. This authority may be general or limited to a specific transaction.

Section 9.03: Checks and Drafts. All checks, drafts, or other orders for the payment of money or notes, shall be signed by the officers or agents or both, of the Corporation, in the manner authorized by resolution of the Board of Directors. In cases of the inability of persons designated to sign checks to perform their functions, the Board of Directors shall designate those who shall act as substitutes.

Section 9.04: Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with such financial institutions as the Board of Directors may select.

ARTICLE X

DISSOLUTION

Upon dissolution, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the exempt purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any federal tax law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

CODE OF CONDUCT, EJECTION AND GRIEVANCE PROCEDURE

Section 11.01: Code of Conduct. Anyone participating in any sport or activity of the Corporation as a player, coach, league official, or spectator will abide by the **CODE OF CONDUCT** developed by the National Youth Sports Coaches Association (NYSCA). Any violation of the **CODE OF CONDUCT** by any one associated with the Corporation will be handled by the Corporation's commissioners and sports directors and may be ejected from any game, activity or sport.

Section 11.02: Ejection. With respect to any individual who has been ejected from any Corporation game, activity or sport, the following applies:

(A) If a coach or spectator is ejected from a game, they are automatically ejected from the next game also. The commissioner has the discretion to decide whether further penalties and sanctions will be imposed.

(B) If a player is ejected from a game, activity or sport, the league commissioner and sports director have the discretion to decide what further penalties and sanctions will be imposed. The player will be ejected from the next game as well unless the league commissioner and sports director decides otherwise.

(C) The Board of Directors will have the final discretion as to how to handle any infraction incurred by a player, coach or spectator, brought before it.

Section 11.03. Grievance Procedure. Each grievance will be processed as follows: child to parent, parent to coach, coach to league commissioner, commissioner to sports director, sports director to the Board of Directors. The Board of Directors shall have the final discretion on how to handle any grievance brought before it.

ARTICLE XII

MISCELLANEOUS

Section 12.01: Fiscal Year. The fiscal year shall be as the Board of Directors designate.

Section 12.02: Revenue. Revenue may be raised as determined by the Board of Directors.

Section 12.03: Corporate Seal. The Corporate seal shall have inscribed thereon the name of the Corporation, the words "Corporate Seal" and the name of the state of the laws under which the Corporation exists.

Section 12.04: Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Certificate of Incorporation or by the Bylaws, 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 the giving of such notice.

Section 12.05: Indemnification. Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including attorneys' fees) actually and necessarily incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding of whatever nature to which he or she is or shall be made a party by reason of his or her being or having been a Director or Officer of the Corporation (whether or not he or she is a Director or Officer of the Corporation at the time he or she is made a party to such action, suit, or proceeding, or at the time such costs or expenses are incurred by or imposed upon him or her), except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duties as such Director or Officer; provided, however, that in the case of an action, suit, or proceeding which is settled or compromised, such right of indemnification shall be applicable only (a) if such settlement or compromise is approved by the Court having jurisdiction of such actions, suit, or proceeding, and (b) to the extent provided in the terms of such compromise or settlement so approved. Every such person shall be entitled, without

demand by him or her upon the Corporation or any action by the Corporation, to enforce his or her right to such indemnity in an action at law against the Corporation.

The right of indemnification herein above provided shall not be deemed exclusive of any other rights to which any such person may now or hereafter be otherwise entitled and specifically, without limiting the generality of the foregoing, shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any such person in any such action, suit, or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 12.06: Parliamentary Authority. Roberts Rules of Order Revised shall be the parliamentary authority in all matters unless otherwise specified in these Bylaws.

Section 12.07: Amendment of Bylaws. These bylaws may, from time to time and at any time, be amended or repealed, and new or additional bylaws adopted in accordance with this section provided, however, that such bylaws may not contain any provision in conflict with law and with the Certificate of Incorporation. Amendments to these bylaws may be proposed by either a majority vote of the Board of Directors or an initiative petition signed by at least fifty (50) members in good standing. Notice of the proposed amendments must be given at a general membership meeting and by publication in the community newspaper at least seven (7) days prior to the next general membership meeting at which said proposed amendments shall be voted upon. The proposed amendments must be approved by an 80% vote of a quorum present at the general membership meeting.

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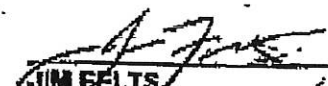
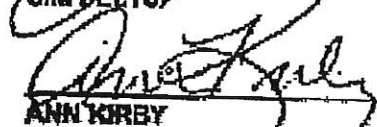
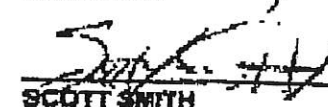
RIGGS ABNEY, ATTY.

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TO:5879708

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APPROVAL OF DIRECTORS

The undersigned Directors hereby adopt the foregoing as the Bylaws of the Corporation this 21st day of April, 2003, which shall remain effective until legally amended or repealed.


JIM FELTS

ANN KIRBY

SCOTT SMITH