By-laws of Razzia Futbol Club of Utah

Adopted by resolution of the board of trustees

September 9, 2007

Article I

Offices

The principal office of the corporation in the State of Utah shall be located in the County of Salt Lake. The corporation may have such other offices, either within or without the State of Utah, as the board of trustees may designate or as the business of the corporation may require from time to time.

# Article II

Members

Section 1 – Class of Members: Members of the corporation shall be divided into two classes, namely members and associate members.

Section 2 – Qualifications: The corporation shall have members and associate members who will be required to pay membership dues as determined by the governing board. Members may be any individual interested in furthering soccer in the State of Utah. Associate members shall not have the right to vote on any matter to come before the corporation. With the exceptions of voting rights, associate members shall have the same rights, opportunities and privileges of members hereinafter set forth.

Section 3 – Liability of Members: Members and associate members of the corporation are not individually or personally liable for the debts or obligations of the corporation.

Section 4 – Imposition of Membership Dues: In order to become a member or associate member, individuals will be required to pay membership dues as assessed by the governing board. Members may be required to pay such dues on an annual basis. In the event a member fails to pay such dues by November 30, his/her membership in the corporation shall cease and terminate, with the exception that new members shall have sixty (60) days after joining the corporation in which to pay membership dues.

Section 5 – Voting of Members: Each member of the corporation shall be entitled to one vote on each matter submitted to a vote at a meeting of the members, each member being entitled to vote his/ her membership in person or by proxy executed in writing by such member or by his duly authorized attorney in fact.

Section 6 – Quorum of Members: Unless otherwise provided in the Act or applicable law, ten percent of the members of the corporation entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the members of the corporation.

Section 7 – Meetings of Members: All meetings of the members of the corporation shall be held at such place, either within or without the State of Utah, as may be provided in the Notice for such meeting. An annual meeting of the members shall be held during the month of June. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the corporation. If an annual meeting is not held within three months after the end of June, an annual meeting may be called by any ten members having voting rights or by members having the right to cast ten percent of the votes entitled to be cast at such meeting, whichever is greater.

Special meetings of the members may be called by the Chairperson of the board of trustees of the corporation or by the board of trustees. Special meetings may also be called by members having the right to cast ten percent of the votes entitled to be cast at such meeting.

Section 8 – Notice of Meetings of Members: Unless otherwise provided in the Act or applicable law, written or printed notice stating the place, day and hour of all meetings of members at which any vote will be taken, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days before the date of the meeting, either personally or by mail, by or at the direction of persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears in the records of the corporation, with postage thereon prepaid.

Section 9 – Waiver of Notice: Whenever any notice is required to be given to any member of the corporation, a waiver thereof in writing, signed by the member entitled to such notice, whether before or after the time stated therein, shall be equivalent to giving of such notice.

Section 10 – Consent to Action Without Meeting: Any action required by the Act to be taken at a meeting of the members of the corporation or any action which may be taken at a meeting of the members may be taken without a meeting if the consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or documents filed with the Division of Corporations under the Act.

# Article III

Board of Trustees

Section 1 – General Powers: The business and affairs of the corporation shall be managed by its board of trustees.

Section 2 – Number, Tenure and Qualifications: The number of trustees of the corporation shall be at least three but not more than eleven. Each trustee shall hold office for the term of one or two years and until his successors shall have been elected and qualified. Trustees need not be residents of the State of Utah. The board of trustees may increase the maximum number of trustees in accordance with applicable law.

Section 3 – Election: Members of the board of trustees shall be elected by the members of the corporation. At each annual meeting of shareholders, at least one-third of the board of trustees shall be elected.

Section 4 – Removal: A trustee may be removed by the affirmative vote of a majority of the board of trustees present at a special meeting in which the proposed removal action has been duly noticed. In no event may a member of the board of trustees be removed by a vote representing less than one third of the trustees then holding office.

Section 5 – Vacancies: Any vacancy occurring in the board of trustees by reason of resignation, removal or otherwise, may be filled by the affirmative vote of a majority of the trustees, and any trusteeship to be filled by reason of an increase in the number of trustees may be filled by the board of trustees. A trustee appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor, provided that such appointment must be ratified at the next annual meeting of members.

Section 6 – Chairperson of the Board: The chairperson of the board of trustees shall have the power to preside at all meetings of the board of trustees and shall have such other power and shall be subject to such other duties as the board of trustees may from time to time prescribe.

Section 7 – Regular Meetings: A regular meeting of the board of trustees shall be held on at least a quarterly basis. Notice of such meetings will be given in accordance with Section 9 of this Article, below.

Section 8 – Special Meetings: Special meetings of the board of trustees may be called by or at the request of the chairperson of the board of trustees or any two trustees. The person or persons authorized to call special meetings of the board of trustees may fix any place, either within or without the State of Utah, as the place for holding any special meeting of the board of trustees called by them.

Section 9 – Notice: Notice of any special meeting shall be given at least five days previously thereto by written notice delivered personally, mailed to each trustee at his residence address, e-mailed to his e-mail address of record, or by telegram. If mailed, such notice shall be deemed to be delivered three days after depositing in the United States mail, so addressed, with postage thereon prepaid. If e-mailed, such notice shall be deemed to be delivered two days after receiving confirmation of delivery by your e-mail server. If notice were given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any trustee may waive notice of any meeting. The attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of trustees need be specified in the notice or waiver of notice of such meeting.

Section 10 – Quorum: A majority of the number of trustees fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the board of trustees, but if less than such majority is present at a meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

Section 11 – Manner of Acting: The act of the majority of the trustees present at a meeting at which a quorum is present shall be the act of the board of trustees.

Section 12 – Action Without a Meeting: Any action required or permitted to be taken by the board of trustees at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the trustees.

Section 13 – Compensation: Trustees, in their capacities as such shall not receive any stated salaries for their services, but by resolution of the board of trustees, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular special meeting of the board of trustees. Nothing herein contained shall be construed to preclude any trustee from serving the corporation in any other capacity and receiving compensation therefor.

Section 14 – Presumption of Assent: A trustee of the corporation who is present at a meeting of the board of trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

# Article IV

Officers and Committees

Section 1 – Number of Officers: The officers of the corporation shall be a President (chairperson of the board of trustees), a Secretary and a Treasurer, each of whom shall be elected by the board of trustees. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board of trustees. Any two or more offices may be held by the same person, except the same person may not hold the offices of President and Secretary.

Section 2 – Election and Term of Office: The officers of the corporation to be elected by the board of trustees shall be elected every two years by the board of trustees at the first meeting of the board of trustees after the annual meeting of members of the corporation. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3 – Removal: Any officer or agent may be removed by the board of trustees whenever in its judgment, 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 shall not of itself create contract rights.

Section 4 – Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the board of trustees for the unexpired portion of the term.

Section 5 – President: The President (chairperson of the board of trustees) of the corporation, subject to the control of the board of trustees, shall in general supervise the business and preside at all meetings of the board of trustees. He or she may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the board of trustees, any deeds, leases, mortgages, bonds, contracts, or other instruments which the board of trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of trustees or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the board of trustees from time to time.

Section 6 – The Secretary: The secretary shall: (a) keep the minutes of the proceedings of the board of trustees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the chairperson of the board of trustees.

Section 7 – The Treasurer: The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article V of these by-laws; (c) in the absence of the chairperson act in the place and stead of the chairperson; and (d) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the chairperson or by the board of trustees. If required by the board of trustees, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with surety or sureties as the board of trustees shall determine.

Section 8 – Compensation: Officers of the corporation as such shall not receive any salaries for their services, but by resolution of the board of trustees, may be reimbursed for expenses actually incurred in connection with their activities as officers of the corporation.

Section 9 – Committees: The board of trustees, by resolution adopted by majority of the trustees in office, may designate one or more committees, each of which shall consist of one or more trustees, together with other members of the corporation appointed by the chairperson or the board of trustees, which committee or committees, to the extent provided in such resolution, shall have and may exercise the authority of the board of trustees in the management of the corporation; provided, however, no such committee shall have the authority of the board of trustees in reference to amending, altering or repealing the by-laws; electing, appointing or removing and member of such committee or any trustee or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or consolidation with another corporation; authorizing the sale, lease, exchange, mortgage or pledge of all or substantially all of the property or the assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation on dissolution; or amending, altering or repealing any resolution of the board of trustees.

# Article V

Contracts, Loans, Checks and Deposits

Section 1 – Contacts: The board of trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2 – Loans: No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of trustees. Such authority may be general or confined to specific instances.

Section 3 – Checks, Drafts, etc.: All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by at least two members of the board of trustees. In the event two or more members of the board of trustees reside in the same household, only one of such trustees will be permitted to sign checks, drafts or other orders for the payment of money in behalf of the corporation. The corporation’s bank statements shall be mailed to the member of the board of trustees who is not authorized to sign checks, drafts or other orders for the payment of money.

Section 4 – Deposits: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the board of trustees may select.

# Article VI

Fiscal Year

The fiscal year of the corporation shall be the 1st of September through the 31st of August.

# Article VII

Corporate Seal

The board of trustees shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the corporation and the State of the corporation and the words “Corporate seal.”

# Article VIII

Waiver of Notice

Whenever any notice is required to be given to any trustee of the corporation under the provisions of these by-laws or under the provisions of the Utah Non-Profit Corporation Act, 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.

# Article IX

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of trustees, committees having and exercising any authority of the board of trustees and shall keep at the principal office a record giving the names and addresses of the members of the board of trustees entitled to vote at meetings thereof. Any member of the board of trustees, or his agent or attorney may inspect all books and records of the corporation, for any proper purpose at any reasonable time.

Article X

Standards of Conduct

The board of trustees will adopt a policy with respect to standards of conduct of members of the corporation. The standards of conduct policy will include a code of ethics for members, a procedure by which members may be disciplined, suspended or expelled from the corporation, together with procedures and appeal procedures regarding such disciplinary action.

Article XI

Certificates of Membership

Section 1 – Certificates of Membership: The board of trustees shall provide for the issuance of certificates evidencing membership in the corporation, which certificates shall be in such form as may be determined by the board. Such certificates shall be signed by the president or a vice president and by the secretary or an assistant secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate is lost, mutilated or destroyed, a new certificate may be issued therefore on such terms and conditions as the board of trustees may determine.

Section 2 – Issuance of Certificates: When a member has been elected to membership and had paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the secretary.

# Article XII

Parliamentary Procedure

In all meetings of the corporation, including meetings of the members and meetings of the board of trustees, questions of parliamentary procedure shall be resolved in accordance with Roberts Rules of Order.

# Article XIII

Amendments

These by-laws may be altered, amended or repealed and the board of trustees at any regular or special meeting may adopt new by-laws, provided that the members of the corporation must ratify such amendments.