

**BYLAWS OF
CAULDRON CITY SUPPORTERS ASSOCIATION, INC.**

**ARTICLE 1
NAME, ORGANIZATION, PURPOSE**

1.1 Name. The name of the corporation is Cauldron City Supporters Association, Inc. (the “Corporation”).

1.2 Organization. The Corporation is organized as a non-profit corporation under the Missouri Nonprofit Corporation Act, Chapter 355 of the Missouri Revised Statutes (the “Act”). The Corporation filed its Articles of Incorporation with the Secretary of State of Missouri on December 27, 2013, 2013 (the “Articles”).

1.3 Purpose. The Corporation is organized NOT for profit and its purpose is to engage in any lawful act or activity for which non-profit corporations may be organized under the Act; provided, however, that it is to function exclusively as a social club organized and operated exclusively for pleasure, recreation, and other nonprofit purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the “Code”). Subject to the foregoing, the purposes of this Corporation shall include, but shall not be limited to, the following:

To advocate for, promote, and support Sporting Kansas City, the Major League Soccer team located in Kansas City; including the following associated purposes: to provide an atmosphere for fervent fan support for professional soccer in Kansas City, to foster friendship and camaraderie amongst the soccer community in Kansas City and surrounding areas, to promote the growth of soccer within Kansas City and the surrounding area, and to promote and contribute financially to soccer related charitable organizations and foundations in Kansas City and the surrounding areas.

**ARTICLE 2
MEMBERSHIP**

2.1 Membership. The Corporation shall consist of members (the “Members”). All Members of the Corporation shall (A) be a fan of, and agree to support, Sporting Kansas City, the Major League Soccer team based in Kansas City; and (B) agree to support the purposes of this Corporation as outlined in these Bylaws. Any person that meets those two requirements may become a Member by (i) paying the then current membership dues to the Corporation and (ii) providing such other reasonable information about such Member as necessary such as name, address, email address, and phone number. A Member shall cease to be a Member of the Corporation if the Member fails to pay any recurring dues payable to the Corporation.

2.2 General Assembly, Limited Rights of Members. The Members shall be represented by a General Assembly (the “General Assembly”), which shall consist of three Member Representatives and one or more Supporter Group Representatives. The General Assembly’s primary responsibility will be to oversee the Board and to remove and/or appoint Board Members as provided below. The General Assembly may only take action by written consent, as contemplated below.

Except as otherwise provided in these Bylaws, the Articles, the Code, or the Act, Members shall not have any right or power to vote or provide any consent with respect to any actions concerning the Corporation and the Members may not take any actions or perform any acts on behalf of the Corporation.

2.3 CCSA Supporter Groups. Members may create independent supporter groups under which they agree to coordinate their efforts in supporting the Corporation and the Corporation’s purpose. The Board shall establish guidelines, in its reasonable discretion, for which of these groups will be deemed “CCSA

Supporter Groups” and shall, at least annually, distribute a list of CCSA Supporter Groups. Each CCSA Supporter Group may appoint one of its members to serve on the General Assembly to represent the Members that are also members of the independent supporter group (each a **“Supporter Group Representative”**). The Board may amend the guidelines at any time provided such amendments are made in good faith.

2.4 Member Representatives. The Board shall appoint three individuals each year (each a **“Member Representative”**) to serve on the General Assembly to represent the Members that are not represented by a CCSA Supporter Group Representative. Member Representatives may be appointed to more than one term.

ARTICLE 3 BOARD OF DIRECTORS

3.1 The Board. The property, business and affairs of the Corporation shall be controlled and managed by a Board of Directors (the **“Board”**).

3.2 Directors. The number of directors on the Board shall be five (each individual a **“Director”** and collectively, the **“Directors”**). The initial Directors to serve on the Board shall be appointed by the Incorporator of the Corporation. If a vacancy occurs on the Board for any reason other than as a result of removal by the General Assembly as provided below, then the remaining Directors shall, by simple majority vote in writing, appoint a new Director.

3.3 Removal Director. The General Assembly may, by written consent of at least 75% of the members of the General Assembly, remove any Director at any time. If there is a vacancy on the Board due to the removal of a Director pursuant to this paragraph, then the General Assembly shall appoint a new Director to fill the vacancy by written consent of at least 51% of the members of the General Assembly.

3.4 Term. Each Director shall serve until he or she resigns, or becomes unable to serve, or until removed by the General Assembly as provided above.

3.5 Meetings. The Board shall meet at least once a year at a time and place set by the President, provided at least five days written (including email) notice is provided to all of the Directors. Special meetings of the Board may be called by any group of at least two Directors upon not less than five days’ written notice (including email). Attendance of a Director at any meeting shall constitute a waiver of notice, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

3.6 Quorum and Voting. A majority of the full Board shall constitute a quorum for the transaction of business. Unless a greater vote is required by the Act, the Code, the Corporation’s Articles of Incorporation, or these Bylaws, as amended from time to time, the vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. In all matters coming before the Board, each Director shall be entitled to cast one vote.

3.7 Compensation. Directors may not receive compensation for such Director’s services as a Director, provided that Directors may be reimbursed for reasonable expenses in furtherance of the Corporation if the same is approved by the President, and further provided that nothing in these Bylaws shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

3.8 Attendance by Telephone Conference or Similar Communications Equipment. The Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of a conference telephone call or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

3.9 Written Consents. Unless otherwise restricted by the Articles of Incorporation, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, or by electronic transmission (including email), and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

ARTICLE 4 OFFICERS

4.1 Officers. The officers of the Corporation shall consist of a President, Secretary, and Treasurer.

4.2 Election. The officers of the Corporation shall be elected by the affirmative vote of a majority of the Directors and shall serve at the pleasure of the Board. Such elections may be made using an in person meeting or using electronic means such as electronic mail or otherwise.

4.3 Term of Office. Each officer shall hold office at the pleasure of the Board or for such other period as the Board may specify at the time of such officer's election or appointment, or until the death, resignation, or removal of such officer, whichever first occurs.

4.4 Removal, Resignation and Vacancies. The Board may remove any officer at any time with or without cause. The removal of an officer without cause shall be without prejudice to his or her contract rights, if any. The election or appointment of an officer shall not in itself create contract rights. Any officer may resign at any time by giving written notice to the President or the Secretary. Unless otherwise stated in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer. Acceptance of the resignation shall not be necessary in order to make it effective. Any vacancy arising in an office from any cause may be filled by the Board at its next meeting or at a special meeting called for that purpose.

4.5 Salaries and Compensation. No Salary or other Compensation (other than reasonable reimbursement for expenses) shall be paid to any elected officer of the Corporation except as provided in these Bylaws. If the Board desires to set or change any salary or compensation for an elected officer of the Corporation, then it shall provide notice to the members of the General Assembly. The members of the General Assembly may call a Special Meeting of the General Assembly to vote on such salary or compensation decisions made by the Board. If the General Assembly fails to call a Special Meeting of the General Assembly to override the Board's decision, then the Board's decision shall take effect 30 days after notice was delivered to the members of the General Assembly. The General Assembly may take further action at other times to override the Board's decisions regarding salary and compensation of elected officers of the Corporation.

4.6 Delegation of Authority to Hire, Discharge, and Designate Duties. The Board may from time to time delegate to the President, or other officer or executive employee of the Corporation, authority to hire and discharge and to fix and modify the duties and salary or other compensation of employees of the Corporation under the jurisdiction of such person, and the Board may delegate to such officer or executive employee similar authority with respect to obtaining and retaining for the Corporation the services of attorneys, accountants, and other professionals and experts.

ARTICLE 5 DUTIES OF OFFICERS

5.1 President. The President shall preside at all meetings of the Board and all meetings of the Members, unless the Board appoints a different individual to preside at one or more meetings of the Board or the Members. The President shall be the chief executive and administrative officer of the Corporation; supervise the business and affairs of the Corporation; carry out the orders, resolutions and assignments of the

Board; and perform such other duties as may be from time to time assigned by the Board. Notwithstanding the foregoing, the Board may delegate any of the foregoing powers of the President to any other officer or officers of the Corporation (except powers exclusively conferred by statute upon the President). The President may execute all bonds, deeds, mortgages, conveyances, contracts and other instruments, in the name of and on behalf of the Corporation, except as otherwise required by law or these Bylaws, and except in cases when the Board expressly delegates such authority to some other officer or agent of the Corporation. The President shall have the power to appoint, determine the duties of, and fix the compensation of, the agents and employees of the Corporation, except that (a) the President shall not exercise such powers if and to the extent they are limited or restricted by, or are exercised by, the Board, and (b) the Board shall have the exclusive power to elect and remove the officers of the Corporation.

5.2 Secretary. The Secretary of the Corporation shall have all powers and shall perform all duties commonly incident to and vested in the office of secretary of a corporation. He or she shall attend all meetings of the Board and such committees to which he or she may be appointed. The Secretary shall be responsible for recording, distributing and preserving in the books of the Corporation accurate minutes of the proceedings of all such meetings. The Secretary shall assure that all notices are given in accordance with these Bylaws and shall perform such other duties as the Board may designate.

5.3 Treasurer. The Treasurer of the Corporation shall have all powers and shall perform all duties commonly incident to and vested in the office of Treasurer of a corporation. The Treasurer shall be responsible for developing and reviewing the fiscal policies of the Corporation, assuring (a) that accounts are maintained of all monies received and expended, (b) that all monies of the Corporation are deposited in banks or trust companies approved by the Board, and (c) that authorized disbursements are made as required by the business of the Corporation. The Treasurer shall render a report of the finances of the Corporation at the annual meeting, or whenever requested by the President, showing all receipts and expenditures for the current year, and shall perform such other duties as the Board may from time to time designate.

5.4 Limitations on Expenditures. Notwithstanding the foregoing, no officer of the Corporation shall take any action on behalf of the Corporation requiring payment by the Corporation of \$20,000 or more, whether in one installment or phase or multiple installments or phases, without the prior written consent of the majority of the Directors, except that the President may cause the Corporation, either through the President or the Treasurer, to make payments of larger sums if such payments are related to the purchasing of bulk tickets for any one or more soccer game if such tickets are intended for resale or other transfer to the Members.

ARTICLE 6 INDEMNIFICATION

6.1 Definitions. Solely for purposes of this Article, the following terms shall have the meanings assigned to them in this Article:

(a) "Director" means an individual who is or was a Director of the Corporation or an individual who, while a Director of the Corporation, is or was serving at the Corporation's request as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. A Director is considered to be serving an employee benefit plan at the Corporation's request if such person's duties to the Corporation also impose duties on, or otherwise involve services by such person to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a Director.

(b) "Expenses" include counsel fees.

(c) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(d) "Official capacity" means: (i) when used with respect to a Director, the office of Director in a corporation; and (ii) when used with respect to an individual other than a Director, the office in a corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the corporation. "Official capacity" does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise.

(e) "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(f) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

6.2 Right to Indemnification.

(a) Except as provided in subsection (d), the Corporation shall indemnify an individual made a party to a proceeding because such person is or was a Director against liability incurred in the proceeding if: such person conducted himself or herself in good faith; and such person reasonably believed: (1) in the case of conduct in such person's official capacity with the Corporation, that such conduct was in its best interests; and (2) in all other cases, that such conduct was at least not opposed to its best interests; and in the case of any criminal proceeding, such person had no reasonable cause to believe such person's conduct was unlawful.

(b) A Director's conduct with respect to an employee benefit plan for a purpose such person reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of Section 6.2 (a)(2).

(c) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director did not meet the standard of conduct described in this section.

(d) The Corporation may not indemnify a Director under this section: in connection with a proceeding by or in the right of the Corporation in which the Director was adjudged liable to the Corporation; or in connection with any other proceeding charging improper personal benefit to the Director, whether or not involving action in such person's official capacity, in which such person was adjudged liable on the basis that personal benefit was improperly received by such person.

(e) Indemnification permitted under this section in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

6.3 Mandatory Indemnification. The Corporation shall indemnify a Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director was a party because such person is or was a Director of the Corporation against reasonable expenses incurred by such person in connection with the proceeding.

6.4 Advance for Expenses.

(a) The Corporation may pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding if: (i) the Director furnishes the Corporation a written affirmation of such person's good faith belief that he or she has met the standard of conduct described in Section 6.2; and (ii) the Director furnishes the Corporation a written undertaking,

executed personally or on such person's behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct; and a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article.

(b) The undertaking required by subsection (a)(ii) must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to financial ability to make repayment.

(c) Determinations and authorizations of payments under this section shall be made in the manner specified in Section 6.6.

6.5 Court-Ordered Indemnification. A Director of the Corporation who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice the court considers necessary may order indemnification if it determines: the Director is entitled to mandatory indemnification under Section 3, in which case the court shall also order the Corporation to pay the Director's reasonable expenses incurred to obtain court-ordered indemnification; or the Director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not such person met the standard of conduct set forth in Section 6.2 or was adjudged liable as described in Section 6.2, but if such person was adjudged so liable his or her indemnification is limited to reasonable expenses incurred.

6.6 Determination and Authorization of Indemnification.

(a) The Corporation may not indemnify a Director under Section 2 unless authorized in the specific case after a determination has been made that indemnification of the Director is permissible in the circumstances because such person has met the standard of conduct set forth in Section 2.

(b) The determination shall be made:

- (i) by the Board by majority vote of a quorum consisting of Directors not at the time parties to the proceeding;
- (ii) if a quorum cannot be obtained under subsection (i), by majority vote of a committee duly designated by the Board (in which designation Directors who are parties may participate), consisting solely of two or more Directors not at the time parties to the proceeding; or
- (iii) by special legal counsel (1) selected by the Board or its committee in the manner prescribed in subsection (i) or (ii); or (2) if a quorum of the Board cannot be obtained under subsection (i) and a committee cannot be designated under subsection (ii), selected by majority vote of the full Board (in which selection Directors who are parties may participate).

(c) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (b)(iii) to select counsel.

6.7 Indemnification of Officers, Employees, and Agents. An officer of the Corporation who is not a Director is entitled to indemnification under Sections 2, 3 and 5 in each case to the same extent as a Director; and the Corporation may indemnify and advance expenses under this subchapter to an officer, employee, or agent of the Corporation who is not a Director to the same extent as to a Director. The Corporation may also indemnify and advance expenses to an employee or agent who is not a Director or officer to the extent, consistent with public policy, that may be provided by general or specific action of its Board, or by contract.

6.8 Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee, or agent of the Corporation, or who, while a Director, officer, employee, or agent 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, employee benefit plan, or other enterprise, against liability asserted against or incurred by such person in that capacity or arising from such person's status as a Director, officer, employee or agent, whether or not the Corporation would have power to indemnify such person against the same liability under Section 2 or 3.

6.9 Witness Fees. This Article does not limit the Corporation's power to pay or reimburse expenses incurred by a Director or officer in connection with such person's appearance as a witness in a proceeding at a time when such person has not been made a named defendant or respondent to the proceeding.

6.10 Amendment. This Article may be hereafter amended or repealed; provided, however, that no amendment or repeal shall reduce, terminate, or otherwise adversely affect the right of a person entitled to obtain indemnification hereunder with respect to acts or omissions of such person occurring prior to the effective date of such amendment or repeal.

ARTICLE 7 INCOME AND PROPERTY OF THE CORPORATION

All income and properties of the Corporation shall be devoted exclusively to the purposes as provided in the Articles of Incorporation of the Corporation. The Board may adopt such policies, regulations, and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in said Articles.

ARTICLE 8 PROHIBITED TRANSACTIONS

No provision of the Articles of Incorporation or these Bylaws shall in any way be construed as permitting the Corporation, whether through its Board, its officers, agents, or other party acting on its behalf, to allow the net income or property of the Corporation to inure to the private benefit of any incorporator, Director, officer, or individual having a personal or private interest in the activities of the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, members, trustees, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable distributions in furtherance of the purposes of the Corporation.

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

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code, or the corresponding provisions of any future federal tax code.

ARTICLE 9 DISSOLUTION

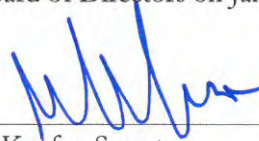
Upon the dissolution of the Corporation, the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to one or more of the following: the Members, if such liquidating distribution is allowed under the Code; an organization or organizations organized and operated exclusively for purposes within the meaning of Section

501(c)(7) of the Internal Revenue Code; or to one or more of the federal, state, or local governments, for a public purpose. Any of such assets not so disposed of shall be disposed of by the Circuit 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 10
AMENDMENTS**

The Board shall have the power to make, and from time to time alter, amend, or repeal the Bylaws of the Corporation by the affirmative vote of a majority of the entire Board, subject to the revocation of such amendments by the affirmative vote of a majority of the entire General Assembly.

These Bylaws were approved and adopted by the Board of Directors on January 1, 2015.



Mark Kapfer, Secretary