

OFFICIAL BYLAWS OF THE DARK CLOUDS, LLC

ARTICLE I NAME, PURPOSE, GOALS

Section 1.01. Name. The name of this organization is The Dark Clouds, LLC. The name is abbreviated to The Dark Clouds in these bylaws. The organization may also refer to itself as the Dark Clouds Independent Supporters Association from time to time.

Section 1.02. Purpose and Goals. The purpose of this organization is to be an independent umbrella organization for supporters groups of the NSC Minnesota Stars soccer team. As such, it will supplement the efforts of independent fans, facilitate communication between fans and the NSC Minnesota Stars management, and coordinate between supporters groups. The goals of the organization's work are to provide passionate home support for the NSC Minnesota Stars and to increase the attendance and enjoyment of fans at Stars games through outreach to a diverse range of fans and by facilitating fan activities and outreach before, during and surrounding both Stars games and other soccer events in the community.

ARTICLE II OFFICES, CORPORATE SEAL

Section 2.01. Registered Office. The registered office of this organization located in Minnesota shall be that as set forth in the Articles of Incorporation, or in the most recent amendment of the Articles of Incorporation, or in the most recent statement filed with the Secretary of State of Minnesota changing the registered office.

Section 2.02. Corporate Seal. This organization shall have no corporate seal.

ARTICLE III MEMBERS, MEETINGS OF MEMBERS

Section 3.01. Members. Any person with an interest in promoting the purpose and goals of the Dark Clouds is eligible for membership.

Any eligible individual who votes at a Dark Clouds meeting or attends a meeting and signs the Membership List is a member of the Dark Clouds until the individual resigns.

Section 3.02. Dues. There are no dues for membership.

Section 3.03. Annual General Meeting of Members. There shall be an Annual General Meeting of the members in February of each year, at a place and time designated by the Board of Directors. The business of the Annual Meeting shall be the election of the Board of

Directors, discussion of member concerns, and such other business as may be designated by the Board or members.

Section 3.04. Special Meetings. Special meetings of the members may be called by the Board of Directors or upon petition of at least fifteen members. The petition shall specify the business of the special meeting.

Section 3.05. Notice. The Board shall give notice of each annual or special meeting of the members. Notice of the meeting shall be published at least 14 days before the meeting. Notices of meetings shall include the place and time the meeting is to occur and an agenda specifying the matters to be considered by the members.

Section 3.06. Authority of the Members. The members may, at the Annual Meeting or at any special meeting, transact only business specified in the published agenda for that meeting.

Section 3.07. Quorum. At any meeting of the members, those present and voting shall constitute a quorum.

Section 3.08. Voting. Each member of the Dark Clouds is entitled to one (1) vote on each matter submitted to a vote of members. Members must be present to vote.

Section 3.09. Votes Required For Action. A majority of votes cast shall be sufficient to transact any business authorized by these bylaws.

Section 3.10. Proxy Voting. Proxy voting shall not be permitted.

Section 3.11. Conduct of Meetings. All meetings of the members shall be conducted in accordance with the rules acceptable by consensus of those meeting. If there is no consensus at a meeting, the meeting shall be conducted in accordance with Robert's Rules of Order in its latest edition. The chairperson shall rule on matters of procedure.

Section 3.12. Meetings to be Public. All meetings of the members shall be open to the public.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01 General Powers. The property, business, and affairs of this organization shall be managed by or under the guidance of the Board of Directors.

Section 4.02. Number, Qualifications. There shall be five (5) member of the Board of Directors. Only members at least 18 years of age may serve as directors.

Section 4.03. Term of Office. Each director shall hold office for a term of one (1) year, unless the director dies, resigns, or is removed before the end of the term. Any director may succeed herself or himself if reelected.

Section 4.04. Election. Directors shall be elected by a majority vote at the Annual Meeting of the members.

Section 4.05. Resignation. A director may resign at any time by giving notice to the organization in writing or in an electronic communication that meets the requirements of Section 4.18. The resignation of a director is effective without acceptance when the notice is given to the organization, unless a later effective time is specified in the notice. Further, a director's absence from three consecutive meetings of the Board without communicating the reason for any of the absences to the Board shall constitute resignation, effective upon adjournment of the third meeting.

Section 4.06. Removal of Directors. A director may be removed at any time, with or without cause, by the affirmative vote of a majority of the total number of directors.

Section 4.07. Vacancies. Any vacancy in the Board of Directors shall be filled by affirmative vote of a majority of the total number of remaining directors, though less than a quorum. The new director shall serve until the following Annual Meeting of members.

Section 4.08. Regular Meetings. The Board of Directors shall meet at least quarterly, at such times and places as it may determine.

Section 4.09. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the Chairperson or by any one of the directors, and shall be held at such times and places and in such manner as the Board may determine.

Section 4.10. Notice. The Board will announce the time and place of the next regular meeting at each meeting. Notice of a special meeting may be given at a regular Board meeting, or, in case of exigency, the Chairperson may give notice of a special meeting by telephone or electronic communication, no less than twenty-four hours before the meeting.

Section 4.11. Quorum. Not fewer than three (3) directors shall be required to constitute a quorum for the transaction of business at any meeting.

Section 4.12. Votes Required for Action. The act of a majority of the directors present at any duly-held meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.13. Proxy Voting. Proxy voting shall not be permitted.

Section 4.14. Action Without Meeting. Any action that may be taken at a meeting of the Board of Directors, including the selection of officers or directors to fill a newly-vacant position, may be taken without a meeting when authorized in a written action signed or consented to in an electronic communication which meets the requirements of Section 4.18, in one or more counterparts, by all of the directors. The action is effective when the written action has been signed or consented to in an electronic communication which meets the requirements of Section 4.18 by all of the directors, unless a different effective time is provided in the written action.

Section 4.15. Meetings to Be Public. All meetings of the Board of Directors shall be open to the public.

Section 4.16. Conduct of Meetings. All meetings of the Board of Directors shall be conducted in accordance with the rules acceptable by consensus of those meeting. If there is no consensus at a meeting, the meeting shall be conducted in accordance with Robert's Rules of Order in its latest edition. The chairperson shall rule on matters of procedure.

Section 4.17. Conflicts of Interest. Except as permitted by law, with respect to any contract or other transaction between this organization and any director (or an organization in which a director is a director, officer, or legal representative or has a material financial interest), the material facts as to such contract or transaction and as to the director's interest must be fully disclosed or known to the Board of Directors prior to approval of such contract or transaction, and the interested director may not be counted in determining the presence of a quorum and may not vote.

Section 4.18. Electronic Records and Signatures. This organization recognizes that authenticated electronic communication which meets the requirements of this section may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the organization can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the organization, or to an officer or agent of the organization who is authorized by the organization to receive the communication. Electronic records are records that are created, generated, sent, communicated, received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic or similar technologies. Valid electronic signatures are those that are expressed through an electronic sound, symbol or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

Section 4.19. Periodic Communications. The Board shall be collectively responsible for ensuring that members are kept informed of communications between the Board and the NSC Minnesota Stars management to the extent that those communications affect fan activities, involvement, and gameday experience. The Board shall be responsible for making minutes of meetings available to members in a timely manner and through appropriate means. The Board will also provide information regarding upcoming activities, fan events, opportunities for fan involvement, and other information potentially of interest to members.

Section 4.20. Point-of-Contact. Members of the Board shall serve as a point-of-contact for individual fans, NSC Minnesota Stars management, and other groups seeking to communicate with the Dark Clouds membership.

ARTICLE V OFFICERS

Section 5.01. Number and Qualifications. The officers of this organization shall be a Chairperson, a Secretary, and a Treasurer. No person may hold more than two offices. Only directors may be officers.

Section 5.02. Election and Term of Office. Officers shall be elected for one-year terms by the Board following the Annual Meeting. Each shall hold office until the next Annual Meeting, or until the earlier death, resignation, or removal of the officer.

Section 5.03. Resignations. An officer may resign at any time by giving notice to the organization in writing or in an electronic communication that meets the requirements of Section 4.18. The resignation of an officer is effective without acceptance when the notice is given to the organization, unless a later effective time is specified in the notice.

Section 5.04. Removal. An officer may be removed, with or without cause, by a resolution adopted by the Board of Directors.

Section 5.05. Vacancies. Vacancies may be filled by election at any regular meeting of the board or at a special meeting called for that purpose.

Section 5.06. Chairperson. The Chairperson shall preside at all meetings of the Board and of the members, act as official spokesperson of the organization, and perform such other duties as are required or requested by the Board of Directors.

Section 5.07. Secretary. The Secretary shall record the minutes of each meeting of the Board and of the members; prepare and keep a list of members, directors, and officers; prepare the notices of meetings of the members for publication; prepare or supervise the preparation of letters, proposals, annual registration, other required reports; and prepare or supervise the preparation of all other written communication on behalf of the organization, unless such duties are otherwise assigned by the Board.

Section 5.08. Treasurer. The Treasurer shall make and keep records of all financial transactions, money, budget, and fiscal affairs of the organization; prepare and submit any required tax returns or other required financial reports; and perform such other duties as are required by statute or prescribed by the Board of Directors.

Section 5.09. Delegation. Unless prohibited by a resolution adopted by the Board of Directors, an officer may, without the approval of the Board of Directors, delegate some or all the duties and powers of an office to other persons.

ARTICLE VI COMMITTEES

Section 6.01. Committees. The Board of Directors may establish and appoint such committees as are needed to conduct the affairs of the organization.

Section 6.02. Procedures. The general procedures specified within Article IV apply to committees and members of committees to the same extent as those sections apply to the Board of Directors. Each committee shall appoint a chairperson, vice chairperson, and secretary. The secretary of each committee shall prepare minutes of its meetings and shall furnish such minutes to the Board of Directors and to members of the committee.

Section 6.03. Function and Authority. The function and authority of any committee formed by the Dark Clouds shall be as provided and limited in these bylaws except when specific functions, powers, or duties have been delegated or prescribed by a resolution adopted by the Board of Directors. Every committee shall investigate the subject assigned to it, shall attempt to arrive at recommendations, and shall report its findings and recommendations to the Board of Directors.

Without express authorization by the Board of Directors, no committee has authority to speak for the Dark Clouds, to hold itself out as representing the Dark Clouds, to adopt any public position in the name of the Dark Clouds or in the name of the committee, or to enter into any contract or to incur any financial liability in the name of the Dark Clouds or in the name of the committee.

Section 6.04. Encouraging Broad Participation. Every committee shall seek, so far as possible within the limits of its function and authority, to involve broad participation in its activities by those eligible for membership in the Dark Clouds.

ARTICLE VII Recordkeeping

Section 7.01. Books of Record. The organization shall keep at its registered office correct and complete copies of:

- (a) its Articles of Incorporation and Bylaws;
- (b) accounting records; and
- (c) minutes of meetings of the members, the Board of Directors, and committees having any of the authority of the Board of Directors, for the last six (6) years.

Section. 7.02. Fiscal Year. The fiscal year shall be from October 1 through September 30.

ARTICLE XIII AFFIRMATIVE ACTION

No person shall be denied membership in the organization or discriminated against by this organization in its hiring policies, delivery of services, or other business because of age, race, ethnicity, sex, religious or other beliefs, ability, income, family status, or affectional preference. The Dark Clouds have a zero-tolerance policy with regard to racist and otherwise bigoted chants, songs, displays, or behavior at soccer games. Members are expected to confront such behavior should they encounter it and take appropriate action, including notifying event security.

ARTICLE IX AMENDMENTS

Amendments to the Articles of Incorporation and these Bylaws must be approved by a two-thirds majority of the directors present at any meeting of the Board or by a two-thirds majority of the members present at any Annual Meeting or at any special meeting of the membership called for that purpose. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control.