

BYLAWS OF THE LEXINGTON COUNTY SOCCER CLUB

ARTICLE I
NAME AND LOCATION

1.1. Name. The name of the Corporation shall be the Lexington County Soccer Club (hereinafter referred to as the "Corporation").

1.2. Office. The principal office of the Corporation, in the State of South Carolina, shall be located in the County of Lexington at such place as shall be designated from time to time by the Board of Directors. The registered office and registered agent shall be as provided in the Corporation's Articles of Incorporation as amended from time to time.

ARTICLE II
PURPOSE

2.1 General Purposes. The Corporation shall be operated exclusive for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code") . The purposes of the Corporation are generally to conduct its affairs as a non-profit corporation and to promote a quality instructional and educational soccer program for the children of the families who are General Members of the Corporation. The goal of the Corporation shall be to provide the highest level of training and instruction while having fun, playing soccer in an atmosphere of friendly competition in which learning skills and playing soccer are held foremost. The Corporation is and shall remain organized as a South Carolina non-profit corporation under Chapter 31 of Title 33 of the Code of Laws of South Carolina, 1976, as amended (the "S.C. Code"), for the above-stated purposes. In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest or reinvest the same and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable or educational organization or organizations, exclusively for charitable or educational purposes, and engage in any lawful act or activity for which non-profit corporations may be organized under the S.C. Code. In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in §§33-31-302 and 33-31-303 of the S.C. Code, together with the power to solicit grants and contributions for such purposes. Notwithstanding any other provisions of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or in the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth above.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by §501(h) of the Code and in any corresponding laws of the State of South Carolina, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office.

During such period, or periods, of time, if any, as the Corporation is treated as a "private foundation" pursuant to §509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under §4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in §4941(d) of the Code), from retaining any excess business holdings (as defined in §4943(c) of the Code) which would subject the Corporation to tax under §4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under §4944 of the Code, from retaining any assets which would subject the Corporation to tax under §4944 of the Code if the directors have acquired such assets,

and from making any taxable expenditures (as defined in §4945(d) of the Code).

Notwithstanding any other provision of these Bylaws or the Corporation's Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in §501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under §170(c)(2) of the Code.

2.2. Affiliation. The Corporation is and shall remain affiliated with the South Carolina Youth Soccer Association ("SCYSA"), and through it with the United States Youth Soccer Association ("USYSA"), the United States Soccer Federation (a/k/a U.S. Soccer and hereafter "USSF") and Federation Internationale de Futbol Association ("FIFA") and such other soccer associations or organizations as deemed necessary and desirable by the Board in order to successfully meet the goals and purposes of the Corporation. The Corporation may create associated organizations as deemed appropriate by the Board of Directors to assist the Corporation in the operation of its stated purpose, and any such associated organization so created shall operate and be bound by the terms and conditions set forth in these Bylaws.

ARTICLE III MEMBERS

3.1. Membership. There shall be two (2) classes of Membership described as follows:

A. General Membership. General Membership in the Club shall consist of each family unit which has one or more youth players registered on a soccer team organized under the auspices of the Corporation and registered by it with SCYSA (a "Club Team"). General Membership shall be limited solely by the number of Club Teams that can be sponsored and supported by the Club during the season as determined by the Board of Directors, and no person shall be denied membership by reason of race, creed or gender.

B. Associate Membership. Associate Membership is open to any person or entity who does not have a child participating on a Club Team but wishes to participate in club activities through sponsorship, contributing or service to the Corporation and who, as a condition of such participation, agrees to be bound by the rules established by the Corporation from time to time for Associate Members, and shall include, without limitation, coaches, trainers, instructors, sponsors and volunteers who are not already a member of a family unit holding general membership. An associate member will not be entitled to a vote in general meetings.

3.2. Annual Family Membership and Player Fees. Player fees will be determined and set by the Board of Directors prior to the beginning of each seasonal year and dependent upon an analysis and projection by the Board of Directors of costs to be incurred by the Club for the next season.

3.3. Annual Meeting of Membership. An Annual Meeting of the General Membership (the "Annual Meeting") shall be held during the month of January in each year for the purposes of electing officers of the Corporation and amending Bylaws, if required, and for such other purposes as may properly come before the meeting. The general affairs of the Corporation shall be reviewed with the membership at the Annual Meeting, including financial reports, budget planning, assets and liabilities of the club, etc. In the event the annual meeting is not held in January at the discretion of the Board of Directors, the annual meeting shall be held as soon as practical but in no event any later than March 30th of that same year.

No authority is vested in the General Membership other than acting on business conducted in the Annual Meeting or such special meetings as may be called from time to time by the Board of Directors.

3.4. Place of Meetings. The Board of Directors may designate any place in Lexington County as the place of meeting for any Annual Meeting of the General Membership. Written notice stating the place, day and hour of the meeting shall be sent

to each General Member of the club not less than ten (10) days before the day of the meeting, either personally, by electronic communication, or by mail.

3.5. Voting by Members. Each family member unit holding General Membership and in good standing for the current year shall be entitled to one (1) vote per each child registered on a Club Team on all business brought before the General Membership and one (1) vote per each child registered on a particular Club Team on all business upon which the General Member affiliated with a particular Club Team is entitled to vote regarding such Club Team. The family unit shall designate one parent or guardian to cast the vote(s) belonging to that family unit. Unless a written objection is filed with the Club at least ten (10) days prior to the date on which a vote is to be conducted, the parent or guardian casting the vote(s) regarding such matter shall be deemed the parent or guardian entitled to cast such vote(s). If more than one parent or guardian attempts to cast the vote(s) entitled to be cast by such family unit, the parent or guardian signing the SCYSA medical release then in effect for the player whose registration has given rise to such vote(s) shall be deemed the proper parent or guardian to cast such vote(s).

3.6. Quorum. The lesser of ten (10%) percent of the Members or twenty-five (25) members present in person or by proxy at a duly organized Meeting of the general membership shall constitute a quorum for the transaction of any duly authorized business at the Meeting.

3.7. Proxy. A Member may vote by proxy at any meeting of the General Membership provided such proxy is in writing, meets all other requirements of the S.C. Code and is filed with the Secretary of the Corporation at the beginning of any meeting at which such proxy is to be voted.

3.8. Discipline. The Board of Directors may from time to time establish and revise rules of conduct for all Members and procedures for disciplining a Member who violates such rules of conduct to include expulsion from Membership.

ARTICLE IV BOARD OF DIRECTORS

4.1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

4.2. Number and Tenure. The Board of Directors of the Corporation shall consist of its Executive Officers and six (6) At Large Members selected from the general membership at the annual general meeting. The executive officers shall serve as fixed in Section 6.1 of Article VI. At Large Members shall serve two year terms.

4.3. Meetings. A regular meeting of the Board of Directors shall be held quarterly at a time and place to be determined by the President, or if he or she shall fail to act, then by a majority of the Members of the Board. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place in Lexington County as a place for holding any special meeting of the Board of Directors called by them, provided 48 hour notice has been given.

4.4. Quorum. A majority of the number of Directors fixed by Section 4.2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the event a Director is recused from any vote for any reason, they shall not count towards the determination of a quorum.

4.5. Manner of Acting. Each Director shall have one (1) vote to cast on all matters submitted to a vote of the Directors at a duly called meeting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.6. Informal Actions. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or *all* directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means of communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

4.7. Action by Executive Committee on Behalf of the Board. In cases where time is not available to convene the Board, the Executive Committee has the authority to act for the Club. The method used will be for the President to poll the Executive Committee advising them fully of the situation and recording the vote. These decisions are to become part of the monthly minutes and the Board will confirm or reject action taken at the next meeting of the Board.

4.8. Removal and Resignation of Directors. Any member of the Board of Directors shall be required to resign following a vote of no confidence in his or her ability to remain in office. Any three (3) directors, simultaneously, may petition for such a vote. The petition must be submitted, in writing, to the Executive Committee. The Committee will review the petition and forward copies of same to all Directors within fourteen (14) days of receipt of the petition.

Such action should only be initiated against Directors not operating within the Bylaws and Rules and Regulations of the Corporation or their directives or agreements of the Board of Directors. The vote of no confidence must be passed by a two-thirds (2/3) majority of all voting members of the Board, after all have been notified of such pending petition. Resulting vacancies will be filled in accordance with Article IV, Section 4.8.

A member of the Board of Directors can be a member or an official of a team. In the event of any grievance involving said team, he may not act in its behalf nor be entitled to vote in the grievance.

A member of the Board of Directors not attending three (3) consecutive meetings, when proper notification of said meeting has been made unless excused by the President, will have his office declared vacant. The vacant office will then be filled in accordance with Article IV, Section 4.9.

4.9. Vacancies. Any vacancy occurring in the Board of Directors between the dates of Annual Meetings may be filled by the affirmative vote of a majority of the remaining Directors. Any member of the Board of Directors elected to fill a vacancy in this manner, shall serve the remainder of the term in office, and said vacancy shall be filled by election at the next annual meeting of the Members regardless of the length of the normal term of such member of the Board of Directors.

4.10 At large members shall be elected for a two (2) year, staggered term in office. Three (3) at large members shall be elected on even calendar years and serve two (2) year terms, and three (3) at large members shall be elected on odd calendar years and serve two (2) years terms. In the event of a vacancy or other situation requiring an election of an odd or even year member at large in a time OTHER than their normal election cycle, such special term shall only be until the next normal election cycle, at which time the seat will be filled as set forth herein.

4.11 A voting member of the Board of Directors who receives compensation, directly or indirectly, from the corporation for services shall recuse themselves from voting on matters pertaining to that member's compensation. If a voting member of the Board is within a class of persons receiving compensation, they shall also recuse themselves from any vote touching on the compensation for that class of persons.

ARTICLE V
MEETING PROCEDURES

5.1 Rules of Governance. Except as otherwise provided in these Bylaws or by rules adopted from time to time by the Board of Directors, all proceedings of all meetings of the General Membership and of the Board of Directors shall be governed by "Roberts Rules of Order."

5.2 Order of Business - Board Meeting. The order of agenda and business for meetings of the Board of Directors shall be as follows:

- A. Roll call
- B. Minutes of previous meeting
- C. Reports
 - 1. President
 - 2. Treasurer
 - 3. Other
- D. Unfinished Business
- E. Communications
- F. New Business

5.3 Order of Business - Annual Meeting. The order and agenda of business at General Membership Meetings shall be as follows:

- A. Call to Order
- B. Minutes of previous meeting
- C. Reports
- D. Tabled Business
- E. Voting on submitted proposals
- F. New Business
- G. Election of Officers
- H. Adjournment

ARTICLE VI
OFFICERS

6.1. Number and Selection. The Executive Officers of the Corporation shall consist of Elected Officers, Director of Coaching and Vice President of Marketing. The Executive Officers shall either be elected by the General Members or appointed by the Board of Directors, as specified below: as follows:

A. Elected Officers. The Officers to be elected at the Annual Meeting by the General Membership are as follows:

- 1. President
- 2. Vice President & Director of Classic Soccer Operations
- 3. Vice President & Director of Rec Soccer Operations
- 4. Secretary
- 5. Chief Financial Officer

The Elected Officers shall serve two (2) year terms and may succeed themselves in office for up to five (5) successive terms. The President, Vice President & Director of Rec Soccer Operations and Secretary shall be elected in odd

numbered years. The Vice President & Director of Classic Soccer Operations and Chief Financial Officer shall be elected in even numbered years. Those officers to be elected in any given year shall be elected at the Annual Meeting and shall take office on the 1st of the next month following their election.

B. Appointed Officers. The Officers, to be appointed and approved by the Board of Directors, are as follows:

Vice President for Marketing
Director of Coaching
Assistant Director of Coaching for Rec Soccer Assistant
Director of Coaching for Classic Soccer Rec Soccer Treasurer
Classic Soccer Treasurer
Rec Soccer Registrar
Classic Soccer Registrar
Classic Soccer Uniform Coordinator Rec
Soccer Uniform Coordinator Rec Soccer
Scheduling Coordinator

Such other Appointed Officers as the Board of Directors deems necessary from time to time, provided however, that any such other appointed officers shall not be deemed to be executive Officers but Junior Officers and shall not be Members of the Board of Directors, unless added to the level of Executive Officer by a vote of the General Members at an Annual Meeting of the Members.

The appointed officers shall be appointed at the first Board of Directors meeting of the new fiscal year commencing June 1 and shall serve one (1) year terms. They may succeed themselves in office by subsequent appointment at the pleasure of the Board of Directors.

6.2. Duties. The duties of each Officer shall be as follows:

A. President. The President shall be the principal executive officer of the Corporation and subject to the oversight of the Board of Directors, shall in general, supervise and control all of the business and affairs of the Corporation and shall, when present, preside at all meetings of the Membership, the Board of Directors and the Executive Committee.

The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws 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 Directors from time to time.

Specifically, the President shall act as a liaison between the SCYSA, Lexington County Recreation and Aging Commission and others that may be necessary and the Corporation, establish committees and appoint committee chairpersons in order to administer and manage the programs of the Club and is Chairman of the Executive Committee.

B. Vice Presidents. The Vice President having the most seniority in length of service as Vice President shall succeed to the powers of the President in the President's absence concerning all matters affecting the operation of the entire Corporation generally. He or she shall act as the Corporation's risk management officer. Otherwise, the Vice President & Director of Classic Soccer shall have primary executive authority concerning the Classic soccer program in the absence of the President and shall have such other executive authority regarding the Classic soccer program as shall be delegated to him or her from time to time by the President or by the Board of Directors and the Vice President & Director of Rec Soccer shall have primary executive authority concerning the Rec soccer program in the absence of the President and shall have such other executive

authority regarding the Rec soccer program as shall be delegated to him or her from time to time by the President or by the Board of Directors. Where there is a question regarding whether or not the Vice President & Director of Classic Soccer or the Vice President & Director of Rec Soccer shall have the authority to act regarding a particular matter because neither the President nor the Board of Directors has given express authority to either of such Vice Presidents and the matter does not clearly pertain only to the Classic soccer program or the Rec soccer program and such Vice Presidents do not agree among themselves as to which of them has the authority to act regarding the matter, the matter shall be referred to a special meeting of the Board of Directors for the purpose of deciding which Vice President has the authority to act regarding the matter. The Vice President for Marketing shall be primarily responsible for elevating the awareness of the surrounding community regarding the activities of the Club and the advantages of membership and for promoting the increase and maintenance of the Club membership and in raising funds for the Operation of the Club other than Club dues. All three (3) Vice Presidents shall be members of the Executive Committee.

C. Secretary. The Secretary shall (a) keep the minutes of the proceedings of the general membership and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with provisions of these Bylaws or as required by law; (c) in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors and is a member of the Executive Committee.

D. Chief Financial Officer and Treasurers. The Chief Financial Officer shall: (a) take charge and custody of, and be responsible for all funds of the Corporation; (b) receive and give receipts for monies and deposit all such monies in the name of the Corporation in such banks or other depositories as shall be selected by the Treasurer; (c) prepare necessary financial statements as required by the Board of Directors; (d) submit for consideration and acceptance by the Board of Directors, an annual budget; (e) in general, perform all of the duties incident to the office of Chief Financial Officer and such other duties as from time to time may be assigned to the Chief Financial Officer by the President or by the Board of Directors and is a member of the Executive Committee. The Chief Financial Officer may delegate any of the above duties as specifically relate to either the Classic Soccer Program or the Rec Soccer Program to the Classic Treasurer or the Rec Soccer Treasurer as applicable. Additionally, the Classic Soccer Treasurer and the Rec Soccer Treasurer shall assist the Chief Financial Officer in the preparation of the Annual Budget and perform such other functions as may be assigned to them from time to time by the Chief Financial Officer, the Board of Directors or, in the case of the Classic Soccer Treasurer, the Vice President & Director of Classic Soccer and the Classic Soccer Board, or, in the case of the Rec Soccer Treasurer, by the Vice President & Director of Rec Soccer and the Rec Soccer Board.

E. Director and Assistant Directors of Coaching. The Director of Coaching shall be responsible for: (a) the recruitment of development and coordination coaches; (b) clinics for coaches, players and parents; and (c) assessment and coordination of coach assignments to Club Teams. He shall be a Member of the Executive Committee. He shall also oversee the activities of the Assistant Director of Coaching for Rec Soccer and the Assistant Director of Coaching for Classic Soccer. The Director of Coaching may delegate any of the above duties as specifically relate to either the Classic Soccer Program or the Rec Soccer Program to the Assistant Director of Coaching for Classic Soccer or the Assistant Director of Coaching for Rec Soccer as applicable. Additionally, the Assistant Director of Coaching for Classic Soccer and the Assistant Director of Coaching for Rec Soccer shall assist the Director of Coaching in the preparation of plans and programs for player development and perform such other functions as may be assigned to them from time to time by the Director of Coaching, the Board of Directors or, in the case of the Assistant Director of Coaching for Classic Soccer, the Vice President & Director of Classic Soccer and the Classic Soccer Board, or, in the case of the Assistant Director of Coaching for Rec Soccer, by the Vice President & Director of Rec Soccer and the Rec Soccer Board.

F. Registrars. The Classic Soccer Registrar and the Rec Soccer Registrar shall each be responsible for coordinating player registration functions for all age groups within the Corporation for the Classic and Rec Soccer programs, respectively, which include setting predetermined registration schedules, preparation of team rosters, player transfers, player additions and deletions, working closely with the Secretary and the Vice President for Marketing during periods of player registration and roster all teams with the assistance of the Head Coach and the Vice President & Director of Classic Soccer and the Vice President and Director of Rec Soccer, as applicable. In the absence of the Secretary, the Registrar with the most seniority present shall serve as Secretary at any Board meeting. Each Registrar shall also perform such other functions

as may be assigned to either of them from time to time by the President, the Secretary, the Board of Directors or, in the case of the Classic Soccer Registrar, the Vice President & Director of Classic Soccer and the Classic Soccer Board, or, in the case of the Rec Soccer Registrar, by the Vice President & Director of Rec Soccer and the Rec Soccer Board.

G. Uniform Coordinators. The Classic Soccer Uniform Coordinator and the Rec Soccer Uniform Coordinator shall each be responsible for the coordination of ordering uniforms for all players in the Classic and Rec Soccer programs, respectively, including, without limitation, scheduling measurement of fitting dates, coordinating with the Classic Treasurer or the Rec Treasurer, as applicable, the collection of uniform fees, arranging for the printing of uniform numbers, logos and sponsorship information, and such other duties as may be assigned to them from time to time by the President, the Secretary, the Board of Directors or, in the case of the Classic Soccer Uniform Coordinator, the Vice President & Director of Classic Soccer and the Classic Soccer Board, or, in the case of the Rec Soccer Uniform Coordinator, by the Vice President & Director of Rec Soccer and the Rec Soccer Board.

H. Rec Scheduling Coordinator. The Rec Scheduling Coordinator shall be responsible for working with Coaches and other Officers of the Club in scheduling all Rec Soccer Program practices and matches and working with the Vice President & Director of Classic Soccer and the Vice President and Director of Rec Soccer to coordinate the Rec Soccer Schedule with the Classic Soccer Schedule. He or she shall also perform such other functions as may be assigned to him or her from time to time by the President, the Secretary, the Board of Directors, the Vice President & Director of Rec Soccer and the Rec Soccer Board.

I. Rec. Team Coordinator. The Team Coordinator shall be responsible for assigning Rec Soccer program players to Rec Program teams and shall perform such other functions as may be assigned to him or her from time to time by the President, the Secretary, the Board of Directors, the Vice President & Director of Rec Soccer and the Rec Soccer Board.

6.3. Other Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights. No paid employee of the corporation shall have the authority to vote as a member of the club or as a member of the board of directors.

ARTICLE VII
COMMITTEES

7.1. Standing Committees. The standing Committees of the Board of Directors whose Members shall be as stated herein.

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A. The Executive Committee. The President, the Vice Presidents, the Secretary, the Chief Financial Officer, the Director of Coaching, the Classic Registrar, the Rec Registrar, the Assistant Director of Coaching for Rec, the Assistant Director of Coaching for Classic, the Classic Treasurer, the Rec Treasurer shall constitute the Executive Committee which shall be charged with overseeing the operation of the Corporation between meetings of the Board of Directors. The Executive Committee may only act upon the 2/3s vote of its Members and all its actions are subject to review by the Board of Directors

7.2. Other Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more other committees, each of which shall consist of two or more directors and up to

one (1) adult member of a family holding General Membership, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed upon it or him by law.

ARTICLE VIII MISCELLANEOUS

8.1. Fiscal Year. The fiscal year of the Corporation shall begin June 1 of each year and end on May 31 of the succeeding year.

8.2. Corporate Seal. The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and shall be in such form as may be approved from time to time by the Board of Directors.

8.3. Checks, Notes and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts or to execute and deliver other documents and instruments.

8.4. Books and Records to be Kept. The Corporation shall keep at its principal office (1) correct and complete books and records of account, (2) minutes of the proceedings of the members, the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member having voting rights, or his agent or attorney, for any proper purpose at any reasonable time.

8.5. Indemnification and Insurance. Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Directors indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, officer or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own negligence or misconduct in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees, costs and disbursements, and judgments, fines and penalties against, and amounts paid in settlement by, such director, officer or employee. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer or employee, provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such

director, officer, or employee may be entitled under any statute, bylaw, agreement, vote of the Board of Directors or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him which arises out of such person's status as a director, officer, employee or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Code. Further, if at any time the Corporation is deemed to be a private foundation within the meaning of §509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §4941(d) or §4945(d) of the Code.

If any part of this Article shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE IX DISSOLUTION

9.1. The Corporation may be dissolved only upon the approval of a two-thirds (2/3) majority vote of the Board of Directors first authorizes dissolution.

9.2. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose.

9.3. Notwithstanding any other provision of these articles, the Corporation will not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Sections 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Revenue law or; (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provisions of any future United States Internal Revenue law.

9.4. The Corporation is organized exclusively to promote a quality instructional and educational soccer program, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law.)

ARTICLE X AMENDMENT

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of those members of the Club present at the annual meeting of the general membership.

Amended and approved by Members in attendance of a meeting of Lexington County Soccer Club on the _____ day of January 2016.