

**CONSOLIDATED, AMENDED, AND RESTATED CONSTITUTION AND BYLAWS
OF
ATHENS UNITED SOCCER ASSOCIATION, INC.**

BACKGROUND

Athens United Soccer Association, Inc. (hereinafter, the "Corporation"), was formed May 23, 1990 by the filing of its Articles of Incorporation with the Georgia Secretary of State. To date, the Corporation has been governed by its Articles of Incorporation, a Constitution, and Bylaws, each as amended from time to time. In order to provide for the efficient and harmonious administration of the Corporation, the members and Board desire to consolidate, amend, and restate the Constitution and Bylaws in their entirety, as more fully set forth hereinafter, the effect of which is that these Bylaws (along with its Articles of Incorporation) shall be the primary governing document of the Corporation upon adoption.

ARTICLE I – NAME AND OFFICES

Section 1.1. Name. The name of the corporation is Athens United Soccer Association, Inc.

Section 1.2. Offices. The principal office of the Corporation is located in Clarke County, Georgia. The Corporation may establish additional offices at locations as may be determined from time to time by the Board of Directors (the "Board").

ARTICLE II – PURPOSES; INTERPRETATION

Section 2.1. Purposes. The purposes of Corporation are stated in its Articles of Incorporation, as amended from time to time, and as follows:

- (a) To develop and promote the game of soccer with the Corporation's territory;
- (b) To provide the opportunity for enjoyment and recreation through competition for all who voluntarily participate in such a program;
- (c) To promote the ideals of sportsmanship and the principles of fair play;
- (d) To provide for those who desire to coach the opportunity to improve instructional skills;
- (e) To develop player skills and knowledge of the game of soccer; and
- (f) To promote and further such other purposes as are set forth in these Bylaws, the Articles of Incorporation, and other documents that may be adopted from time to time.

Section 2.2. Application of Act. Unless otherwise specified, the general provisions, rules of construction, and definitions in the Georgia Nonprofit Corporation Code (O.C.G.A. § 14-3-101 et seq.) (the “Act”) governs the construction of these bylaws (the “Bylaws”).

Section 2.3. Interpretive Provision. Every reference to a “Section” in this document (these “Bylaws”) is an internal reference to a section of these Bylaws.

ARTICLE III – MEMBERSHIP

Section 3.1. Membership Corporation. This Corporation is organized as a membership corporation under Georgia law (O.C.G.A. § 14-3-140(31)). Pursuant to Section 3.8, the members have the power to elect the Board, which is responsible for overseeing and directing the Corporation’s operations in accordance with these Bylaws.

Section 3.2. Annual Member Meeting. The Corporation shall hold an annual meeting of the membership (the “Annual Meeting”) in December of each calendar year or at an alternative time determined by the Board. At the Annual Meeting, the members shall elect directors to the Board (the “Directors”), and may vote on any other matters properly brought before the membership pursuant to Section 3.8.

Section 3.3. Member Eligibility. An individual will be eligible for membership in the Corporation upon meeting the criteria for either of the following categories:

- (a) An individual who is the parent or legal guardian of a child currently enrolled in the Corporation’s Recreational, Academy, or Select soccer program (a “Guardian Member”).
- (b) An individual who is actively serving as a paid or volunteer coach, an employee of the Corporation, or a Director serving on the Board (a “Program Member”).

An individual may not simultaneously hold both Guardian Member and Program Member status. If an individual qualifies for both categories, that individual is deemed a Guardian Member unless otherwise specified in the Corporation’s Policies and Procedures.

Section 3.4. Member Consent. In accordance with O.C.G.A. § 14-3-601(b), no individual will be admitted as a member of the Corporation without that individual’s consent.

- (a) An individual who qualifies as a Guardian Member under Section 3.3 must consent to membership at the time of enrolling a child in a Recreational, Academy, or Select soccer program (a “Soccer Program”).
- (b) An individual who qualifies as a Program Member under Section 3.3 must consent to membership during onboarding or at the time of onboarding, entering into an agreement to serve as a paid or volunteer coach, employee, or election to the Board.

The Corporation shall document all consents required under this Section 3.4 in accordance with its Policies and Procedures and O.C.G.A. § 14-3-601(b).

Section 3.5. Membership List. The Corporation shall maintain a record of its members pursuant to O.C.G.A. § 14-3-1601(c) (the “Membership List”).

Section 3.6. Membership Term. The “Term” of a member’s membership begins on the later of (a) the date the individual becomes eligible for membership, as defined in Section 3.3, or (b) the date the individual provides consent to membership, and ends as follows:

- (a) Guardian Members. Membership ends twelve (12) months after the date of the child’s enrollment in a Soccer Program, unless enrollment is renewed.
- (b) Program Members.
 - i. Coaches, Employees, and Independent Contractors. Membership ends when the individual’s service to the Corporation concludes.
 - ii. Directors. Membership ends at the conclusion of the individual’s term of office or upon earlier termination of Board service.

Section 3.7. Voting Apportionment. On each item submitted to a vote of the members, each member is entitled to cast votes as follows:

- (a) A Guardian Member is entitled to one (1) vote for each child the member has enrolled in a Soccer Program in the applicable Term. In the case of joint guardians, only one individual may serve as the Guardian Member with respect to each enrolled child during the applicable Term.
- (b) A Program Member is entitled to one (1) vote per membership, regardless of how many roles or positions the member holds within the Corporation.

Section 3.8. Voting Rights. Members are entitled to vote on the election and removal of Directors to the Board, and on such other matters as the Board, by majority vote, determines are appropriate to submit to the membership for consideration. The Board may, in its discretion, solicit non-binding advisory votes from the membership on any matter.

Members are not entitled to vote on the appointment or removal of officers, the adoption of budgets; day-to-day operational or administrative decisions; or any matter reserved exclusively to the Board by law, the Articles of Incorporation, or these Bylaws.

A member may not vote on any matter that directly concerns their own position or status within the Corporation, including their own election or removal as a Director. In addition, the Board may require a member to abstain from voting on any matter where the member has a personal interest that could reasonably be seen as affecting the fairness or integrity of the vote.

Section 3.9. Quorum of Members. A quorum for any membership meeting at which a vote is to be taken consists of the lesser of:

- (a) five percent (5%) of the members entitled to vote as of the record date for the meeting; or
- (b) ten (10) members.

Members present by proxy as provided in Section 3.11 are considered present for the purpose of establishing a quorum.

Section 3.10. Member Voting Procedures. Actions requiring approval of the members must be authorized by a majority of the votes cast by members present in person or participating by proxy at a meeting where a quorum is established.

In elections for the Board where the number of candidates exceeds the number of open seats, each voting member may cast their entitled votes under Section 3.7 for each open seat. Each vote must be cast for a different candidate; cumulative voting is not permitted. The candidates receiving the highest number of votes are elected to fill the available seats.

In the event of a tie that affects the outcome of the election, the Board shall determine a tie-breaking procedure, which may include a runoff election among the tied candidates.

Section 3.11. Proxies for Members. A member may authorize another person to act on their behalf by proxy at any meeting of the members. A proxy must be either: (1) in writing and signed by the member, or (2) submitted by email to the Secretary in a form that reasonably confirms the member's authorization.

Members may use the sample proxy form included with the meeting notice provided in accordance with Section 3.14.

For the purposes of conducting meetings, all proxies must be delivered to the Secretary of the Corporation.

Section 3.12. Special Member Meetings. A special meeting of the members ("Special Member Meeting") may be called by the President, by a majority vote of the Board, or by members holding at least five percent of the total voting power of the Corporation. Only the business stated in the required notice of the meeting, described in Section 3.14, may be conducted at a Special Member Meeting.

Section 3.13. Place of Member Meetings. The Board may designate any location, within or outside the State of Georgia, as the place for any meeting of the members. Member meetings may also be held by means of remote communication, as authorized by the Board, to the extent permitted by Georgia law.

Section 3.14. Notice of Member Meetings. For any member meetings, including Annual and Special Member Meetings, the Corporation shall provide written notice stating the time, place, and purpose(s) of the meeting to each member entitled to vote. Notice may be delivered by mail or by email, using the contact information on record for each member in the Membership List.

The notice must include a sample proxy form for members who wish to vote by proxy in accordance with Section 3.11. That proxy form must list all items submitted for membership vote at the meeting.

In accordance with O.C.G.A. § 14-3-704, notice must be delivered not fewer than ten (10) nor more than sixty (60) days before the meeting date. If notice is sent by means other than first-class or registered mail or statutory overnight delivery, it must be sent at least thirty (30) days before the meeting.

As provided in O.C.G.A. § 14-3-705, any member may waive notice by submitting a signed waiver before the meeting begins. All such waivers must be included in the meeting minutes. Pursuant to O.C.G.A § 14-3-705(b), a member's attendance at a meeting: (1) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning the meeting objects to holding the meeting or transacting business at the meeting; and (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 3.15. Early Suspension or Termination of Membership. If a member becomes ineligible for membership or, in the judgment of the Board, engages in conduct inconsistent with the Corporation's purposes or policies, the Board may suspend or terminate the member's membership by majority vote.

Conduct inconsistent with the Corporation's purposes or policies includes, but is not limited to, violations of the Corporation's rules or policies, failure to pay program-related fees or dues, and disruptive behavior.

Before termination becomes effective, the Board shall give the member written notice of the proposed action, including the grounds for suspension or termination, and shall give the member at least fifteen (15) days from the date of notice to respond or appeal in writing. If a member timely appeals, the Board shall review the appeal and issue a final decision within thirty (30) days.

Section 3.16. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1. Powers. Subject to the Georgia Nonprofit Corporation Code, the Articles of Incorporation, and these Bylaws, the Board shall manage the affairs of the Corporation and exercise all corporate powers, except those expressly reserved to the members or otherwise provided by law.

Section 4.2. Number of Directors. The Board consists of nine (9) Directors, or such other number as may be established by amendment to these Bylaws pursuant to Article XII.

Section 4.3. Qualification. Each Director must be at least eighteen (18) years old and must demonstrate an interest in the Corporation's goals and purposes, as determined by the Board. Paid coaches, employees, or other independent contractors of the Corporation are not eligible to serve as Directors.

Section 4.4. Election. Directors must be elected by the members at the Annual Member Meeting, in the presence of a quorum of the membership as defined in Section 3.9, and in accordance with the voting procedures set forth in Section 3.8.

Section 4.5. Term; Term Limit. Each Director serves a term of two (2) years and continues in office until their successor is duly elected and qualified, unless the Director is earlier removed or

resigns. Directors may serve a maximum of two (2) full terms consecutively. For the avoidance of doubt, an individual is eligible to be re-elected to the Board after waiting for one (1) year.

Service by appointment to fill a vacancy under Section 4.9 will not count toward a Director's term limit.

The Board will be structured with staggered terms, as described in Section 4.6.

Section 4.6. Staggered Board. To ensure continuity of governance, the Board is divided into two classes of approximately equal size, with each Director serving a two-year term. One class of Directors is elected at the Annual Meeting in even-numbered years, and the other at the Annual Meeting in odd-numbered years.

To implement this structure, the Board in existence at the time of the adoption of these Bylaws shall, by resolution, assign the existing Directors to staggered classes, with approximately half assigned to terms ending in the next even-numbered year and the remainder assigned to terms ending in the next odd-numbered year. Directors assigned to a class with a shorter initial term remain eligible for two full elected terms thereafter. For purposes of applying the term limits set forth in Section 4.5, any service completed prior to the adoption will not count toward a Director's term limit.

The Corporation shall maintain a record of the Directors' assigned classes and the start and end dates of their terms, including any changes resulting from resignations, removals, or appointments to fill vacancies.

Section 4.7. Resignation. A Director may resign by delivering written notice to the President or the Board. The resignation will be effective on the date specified in the notice, provided that date is at least thirty days after the notice is delivered.

Section 4.8. Removal. In accordance with Article III, any Director may be removed from the Board, with or without cause, by a majority vote of the members at an Annual Member Meeting or Special Member Meeting called for that purpose. Written notice of the proposed removal must be included in the meeting notice provided under Section 3.14. If a removed Director is also serving as an Officer, their officer position is vacated as of the effective date of their removal from the Board.

Section 4.9. Vacancies. If a Director position becomes vacant, the Board shall appoint a qualified individual to serve for the remainder of the unexpired term. Service by appointment to fill a vacancy does not count toward the two-term limit set forth in Section 4.5.

If the vacated Director also held an officer position, that officer role must be filled separately in accordance with Article VI.

Section 4.10. Conflicts. No Director shall participate in any discussion or vote on a matter in which the Director has a financial or other material personal interest that could reasonably be expected to impair the Director's independent judgment. Any Director with a potential conflict

shall disclose the nature of the interest to the Board before the matter is discussed and shall recuse themselves from deliberation and voting.

If a Director is uncertain whether a conflict exists, the Director may request that the Board make a determination. The question must be decided by a majority vote of the disinterested Directors present, and the Board's decision is final.

Section 4.11. Compensation. Directors shall not receive compensation for their service as Directors. This provision does not preclude reimbursement of reasonable expenses incurred in the performance of official duties, as provided in Section 4.12.

Section 4.12. Reimbursements. Directors may be reimbursed for reasonable out-of-pocket expenses incurred in the course of performing their official duties, subject to any policies and procedures adopted by the Board. Reimbursement does not constitute compensation for purposes of Section 4.11.

Section 4.13. Regular Board Meetings. The Board shall hold regular meetings of the Board at such times and places, or by means of remote communication, as determined by the Board. The Board shall make reasonable efforts to meet approximately once per month.

Section 4.14. Special Board Meetings. Special meetings of the Board may be called by the President or by any two Directors. Notice of a Special Board Meeting must be delivered to each Director at least three (3) business days in advance and may be provided by mail or email, using the contact information on file in the Corporation's records.

Special Board Meetings may be held in person or by means of remote communication, in accordance with Section 4.18.

Section 4.15. Quorum of Directors. A majority of the total number of Directors then in office, in-person or pursuant to Section 4.18, constitutes a quorum for the transaction of business at any meeting of the Board. No action requiring Board approval may be taken without a quorum.

Section 4.16. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is established constitutes the act of the Board.

Section 4.17. Action without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors unanimously consent in writing or by electronic transmission to the adoption of a resolution authorizing the action. Such unanimous consent has the same force and effect as a vote of the Board at a meeting and must be filed with the minutes of the Board.

Section 4.18. Meeting of Directors by Remote Communication. Directors may participate in Board meetings by telephone, video conference, or other means of remote communication that allow all participants to hear and speak with one another simultaneously. A Director participating in this manner is present for purposes of establishing quorum and voting, provided the Director

is able to participate fully in the meeting, including the ability to propose, object to, and vote upon a specific action.

Section 4.19. Parliamentary Procedure. Board meetings must be governed by the latest edition of Robert's Rules of Order Newly Revised, as applicable. The Board may adopt additional procedures or modify the application of these rules, provided such modifications do not conflict with these Bylaws or applicable law. The Board may appoint a parliamentarian to advise on procedural matters. The parliamentarian may, but need not, be a Director.

ARTICLE V – COMMITTEES

Section 5.1. Appointments of Committee. The Board may, by resolution, establish committees for a limited purpose as may be prescribed by the resolution. The Board has the responsibility to appoint the chairperson and members of the committees and to govern and control their actions. Unless otherwise provided by Board resolution, committee members may include individuals who are not Directors, provided that each committee must be chaired by a Director. Committees are advisory in nature unless expressly granted authority to act on behalf of the Corporation by Board resolution. Notwithstanding the foregoing, in no event may a committee:

- (a) Adopt, amend, or repeal the Articles of Incorporation or any Bylaws of the Corporation;
- (b) Elect, appoint, or remove any Officer or Director;
- (c) Submit to members any action that requires members' approval;
- (d) Amend or repeal any resolution previously adopted by the Board; or
- (e) Authorize distributions.

Section 5.2. Actions by Board. The Board, by resolution, may:

- (a) Fill any vacancy in any committee;
- (b) Appoint one or more Directors to serve as alternate members of any committee, to act in the absence or disability of members of any committee with all the powers of the absent or disabled members;
- (c) Abolish any committee at its pleasure; and
- (d) Remove any Director from membership on a committee at any time, with or without cause.

Section 5.3. Committee Reports. Committees shall report their actions to the Board at the Board's next meeting following the committee meeting; except that, when the Board meeting is held two or fewer days following the committee meeting, the report must, if not made at the first meeting, be made to the Board at its second meeting following the committee meeting.

ARTICLE VI – OFFICERS

Section 6.1. Officers. The Officers of the Corporation consist of a President, a Vice President, a Secretary, and a Treasurer. The Board may establish additional officer positions by resolution as needed. Officers are not employees of the Corporation by virtue of their officer role, and serve in a governance capacity only.

Section 6.2. Election of Officers; Term. The Board shall elect the Officers of the Corporation each year from among the Directors. Officer elections must take place as soon as reasonably practicable following the Annual Member Meeting. Each Officer serves a one-year term and remains in office until a successor is duly elected and qualified, unless the Officer earlier resigns or is removed in accordance with these Bylaws.

Section 6.3. Qualifications. Only Directors currently serving on the Board are eligible to be an Officer.

Section 6.4. Resignation of Officers. An Officer may resign by delivering written notice to the President or the Board. The resignation is effective thirty days after delivery, unless the notice specifies a later date.

Section 6.5. Removal of Officers. The Board may remove any Officer, with or without cause, at any time by majority vote. Removal from office does not affect the individual's status as a Director.

Section 6.6. Vacancies of Officers. If an Officer position becomes vacant, the Board shall appoint a qualified Director to serve for the remainder of the term.

Section 6.7. President. The President serves as Chair of the Board and presides at all meetings of the Board and the membership. The President shall provide leadership in overseeing the Corporation's mission and Board functions and serve as the primary liaison between the Board and any staff, contractors, or volunteers. The President shall perform such other duties as may be assigned by the Board. The President also serves as the Chief Executive Officer under Georgia law (O.C.G.A. § 14-3-840(a)).

Section 6.8. Vice President. The Vice President has duties and possess authority as may be delegated to the Vice President by the President. The Vice President shall preside over all Board meetings in the absence of the President. The Vice President will assume the duties of the President if for any reason the President cannot complete their term.

Section 6.9. Secretary. The Secretary is responsible for keeping accurate minutes of all meetings of the Board and the membership, maintaining official corporate records, and providing notice of meetings as required by these Bylaws or applicable law. The Secretary shall perform other duties customary to the office or assigned by the Board.

Section 6.10. Treasurer. The Treasurer oversees the financial affairs of the Corporation, including maintenance of accurate financial records, regular reporting to the Board, and ensuring that funds are managed in accordance with Board policy. The Treasurer shall also coordinate with staff or third-party professionals who assist with bookkeeping, reporting, or compliance matters.

ARTICLE VII – EMPLOYEES; INDEPENDENT CONTRACTORS

The Board may engage employees, contractors, or other agents to carry out the operational and administrative work of the Corporation. The Board may define their roles, responsibilities, and compensation, and may delegate hiring or supervisory authority to Officers or other designated individuals by resolution.

Appointment to a staff or operational role does not, by itself, confer any authority to act as a Director or Officer of the Corporation.

ARTICLE VIII – FINANCIAL AND CONTRACTUAL MATTERS

Section 8.1. Contracts. The Board may authorize any Officer to enter into contracts or execute instruments on behalf of the Corporation, either generally or for specific transactions. All such authority must be exercised subject to Board oversight and any applicable financial policies.

Section 8.2. Checks and Drafts. All checks, drafts, and orders for payment of money must be signed by the Treasurer or such Officer or Officers as the Board may designate by resolution. The Board may establish financial policies requiring dual signatures or other controls based on dollar thresholds or spending categories.

Section 8.3. Deposits. All funds of the Corporation must be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 8.4. Loans. No loans may be contracted on behalf of the Corporation and no evidence of indebtedness may be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 8.5. Gifts. The Board may accept, on behalf of the Corporation, any contributions, gifts, bequests, or devises for general or specific purposes, subject to any applicable gift acceptance policies adopted by the Board.

ARTICLE IX – INDEMNIFICATION

Section 9.1. Right to Indemnify. To the fullest extent permitted by law, the Corporation shall indemnify each of its present or former Directors and Officers against all expenses and liabilities actually incurred by them in connection with any proceeding involving the Director or Officer because the person was a Director or Officer, if the Board determines that such person was

acting in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. This Section 9.1 does not apply to any proceeding specifically excluded by law, which includes certain actions brought by or in the right of the Corporation.

Section 9.2. Insurance. The Corporation may purchase and maintain insurance permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted by reason of a person's status as such Officer, Director, employee, or agent.

ARTICLE X – NON-DISCRIMINATION

The Corporation shall enroll children for the purpose of playing soccer, as well as admit into membership in the Corporation any eligible individual or person, without regard to race, color, creed, or national or ethnic origin and admit such persons to all the right, privileges, programs and activities generally accorded or made available to members of the Corporation. The Corporation shall not discriminate on the basis of race, color, creed, national or ethnic origin in the administration of its educational or other policies, scholarships and team programs, athletic or other programs.

ARTICLE XI – GENERAL PROVISIONS

Section 11.1. Fiscal Year. The fiscal year of the Corporation begins on the first day of January and ends on the last day of December each year.

Section 11.2. Books and Records. The Corporation shall keep at the office of the Corporation correct and complete books and records of the activities and transactions of the Corporation, including the minute book that contains a copy of the Certificate of Incorporation, a copy, all resolutions of the Board, and all minutes of member meetings, Board meetings and other committee meetings.

Section 11.3. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the conduct of meetings of the members and committees of the Corporation in all cases to which they are applicable and in which they are not inconsistent with applicable law, the Articles of Incorporation, these Bylaws, or any special rules of order the Corporation may adopt. Parliamentary procedure for board meetings is governed by Section 4.19.

Section 11.4. Grievances and Disputes. All grievances and disputes shall be resolved pursuant to the Corporation's Policies and Procedures in accordance with the same as published by the Corporation's governing bodies. In no event shall any member, Director, Officer, or any person acting in an official capacity bring court action against the Corporation until all such procedures have been exhausted.

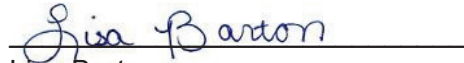
ARTICLE XII – AMENDMENTS

These Bylaws may be adopted, amended, or repealed by either: (1) a majority vote of the Directors then in office; or (2) the members entitled to vote, in accordance with O.C.G.A. § 14-3-1021, by the lesser of: (a) two-thirds of the votes cast at a meeting with a quorum present, or (b) a majority of the voting power of the membership.

No amendment adopted solely by the Board may eliminate or reduce any voting rights held by the members.

ARTICLE XIII – CERTIFICATION

These Consolidated, Amended, and Restated Constitution and Bylaws of Athens United Soccer Association, Inc. were duly adopted by the members of the Corporation on 8/3/2025 and became effective as of that date.

A handwritten signature in blue ink that reads "Lisa Barton" is written over a horizontal line.

Lisa Barton

Secretary, Board of Directors

Athens United Soccer Association, Inc.

Date: 8/4/2025