

BYLAWS
OF
LAKELANDS TOROS SOCCER CLUB, INC.

ARTICLE I.
General Provisions

Section 1. Name and Affiliation. The name of the Corporation (the “Corporation”) shall be: Lakelands Toros Soccer Club, Inc. The Corporation shall be affiliated with and in compliance with all rules, policies and procedures of the South Carolina Youth Soccer Association, US Youth Soccer, and the United States Soccer Federation.

Section 2. Purpose. The Corporation is organized primarily for the purpose of promoting and organizing quality soccer programs, leagues, and tournaments for its members and to provide educational opportunities relating to soccer as it is played on the state, national, and international levels for its members and the general public. To carry out its purposes, the Corporation shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, sell or assign property, real, personal or mixed, or borrow money, either secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of South Carolina with respect to non-profit corporations, as those laws now exist or as they may hereafter provide. Notwithstanding any other provision of the Articles or Bylaws, the purposes for which this Corporation are organized are exclusively charitable, educational, or religious within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of the Articles or Bylaws, the Corporation will not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

No part of the net earnings of the Corporation shall inure to the benefit of any private trustee, director or individual; provided, however, that this provision shall not preclude the employment of any trustee or director upon the same general terms and conditions as non-trustees/directors nor the payment of reasonable compensation to any trustee or director for services rendered.

Upon the dissolution of the Corporation, assets shall be distributed to the South Carolina Youth Soccer Association, Inc., if then in existence, but if not, then for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law or shall be distributed to the federal government or to a state government for a public purpose. Any such assets not so disposed shall be disposed of by a Court of competent jurisdiction 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.

Section 3. Offices. The principal office of the Corporation shall be located in the Greenwood County, South Carolina. The Corporation may have such other offices, either within or without the State of South Carolina, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 4. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of South Carolina a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office of the State of South Carolina and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. Members

Section 1. Membership. The Corporation is comprised of members who are parents, guardians or representatives of registered players, whose paid fees are up to date; active club coaches and assistant coaches; other general members meeting the general membership policy and requirements including any annual membership fees if any set forth by the Board of Directors and any other honorary members, as designated by the Board of Directors, who have paid all fees and/or dues required by the Corporation. All

the above are hereafter referred to as “Members.”

In order for a Member to be considered “in good standing” and thus eligible for all rights, privileges and benefits of their membership the following conditions must be met:

- (i) Each Member as designated above will adhere to the Bylaws, policies, codes of conduct and requirements of the Corporation;
- (ii) Each Member as designated above must be current and up to date in all fees, assessments, apportionments and any agreed upon payment plans; and
- (iii) Must maintain their principle residence in the State of South Carolina.

Section 2. Voting Rights. All Members that are in good standing with the Corporation shall have the right to vote at the annual general meeting, in any elections and any special meeting of the membership of the Corporation. Members in good standing may attend and are entitled to one (1) vote per family.

Section 3. Membership Dues. Membership dues will be determined and set by the Board of Directors prior to the beginning of each seasonal year after consideration of the costs to be incurred by the Corporation for the next seasonal year.

Section 4. Annual Meeting of Members. The Corporation shall have an annual general meeting of its Members. The Board of Directors shall determine the date, time and location of that meeting. Written notification by mail, e-mail, newsletter, or posting on the Corporation’s website to all Members shall be made at least thirty (30) days prior to the annual general meeting. The annual general meeting shall be for the purpose of electing the Board Directors of the Corporation. The activities of the Corporation during the previous year and the general affairs of the Corporation shall be reviewed with the membership at the annual meeting.

Section 5. Special Meetings. The Board of Directors may call a special meeting of the membership at any such time, as the Board of Directors deems necessary. Written notice of the meeting by mail, e-mail, newsletter, or posting on the Corporation’s website must be given to all Members at least fourteen (14) days in advance of the special meeting. In addition, Members may call for a special membership meeting by presenting a detailed petition with signatures of at least one-third (1/3) of the Members in good standing to the Board of Directors. The petition must include the reason for the requested meeting and topic(s) to be covered. Said meeting must take place within thirty (30) days of presentment of signed petition to the Board. Written notice of the meeting by mail, e-mail,

newsletter, or posting on the Corporation's website must be given to all Members at least fourteen (14) days in advance of the special meeting.

Section 6. Limitation on Authority of Members. No authority is vested in the Members except to elect the Directors and to amend the Bylaws as set forth herein.

Section 7. Informal Action by Members. Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by eighty percent (80%) of the Members in good standing and entitled to vote with respect to the subject matter thereof.

Section 8. Resignation. Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 9. Quorum. Ten percent (10%) of the voting membership present at a duly called meeting of the general membership shall constitute a quorum for the transaction of any duly authorized business at the meeting. Action of the membership shall be by plurality vote, one (1) vote per family unless otherwise provided by these Bylaws.

Section 10. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

ARTICLE III. Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of Directors shall be at least five (5), but not more than eleven (11). Each Director shall hold office until his successor shall have been selected and qualified according to the representative offices set forth herein. Directors shall serve alternating three (3) year terms. Directors may serve successive terms. The Board of Directors shall include at least one (1) representative from the recreational level teams and at least one (1) representative from the travel level teams. Individuals serving on the Board of Directors need not be Members of the Corporation.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, (though less than a quorum of the Board). A Director elected to fill a vacancy shall be elected for the

unexpired term of his predecessor in office.

Section 4. Ex-Officio Members of Board of Directors. The Board shall have the power to appoint ex-officio members as it deems necessary and appropriate. Unless otherwise specified by the Board, ex-officio members shall not have vote but shall have seat and voice except during executive session.

Section 5. Director(s) of the Corporation. The Board of Directors may employ one (1) or more Directors of the Corporation whose responsibilities may be delineated in Employment Agreements. The Director(s) shall attend all Board of Directors meetings and they shall serve in an advisory ex-officio capacity, without voting rights.

Section 6. Annual and Regular Meetings. The annual meeting of the Board of Directors will be held following the annual meeting of the Members. The annual meeting of the Board of Directors shall have as one of its purposes the report of any activities of the Corporation during the previous year, and for the transaction of such other business as may come before the meeting. A regular meeting of the Board of Directors shall be held at least once every calendar quarter. The Board may provide by resolution the time and place, either within or without the State of South Carolina for the holding of regular meetings of the Board without other notice than such resolution.

Section 7. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two (2) Directors. The person authorized to call special meetings of the Board may fix any place, within the State of South Carolina as the place for holding any special meeting of the Board called by them.

Section 8. Notice. Notice of any special meeting of the Board shall be given at least two (2) days prior thereto by written notice delivered personally, e-mail, (or sent by mail or facsimile to each Director at his address or e-mail address as shown by the records of the Corporation. (If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.) Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 9. Quorum. A majority of the Board fixed in Section 2 shall constitute a quorum for the transaction of business at any meeting of the Board. Less than a quorum may adjourn a meeting, from time to time, until a quorum is present. Any or all Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 10. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 11. Compensation. Members of the Board shall be entitled to reimbursement for expenses reasonably incurred in the performance of their duties as members of the Board and/or as officers.

Section 12. Action by Board Without Meeting. Action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents signed by each member before or after such action, describing the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last member signs the consent, unless the consent specifies a different effective date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

Section 13. Removal of Directors. A Director may be removed from office by an affirmative vote of a two thirds (2/3) majority of the members of the Board of Directors present at a duly called meeting.

Section 14. Conflict of Interest. Any Director shall disclose to the Board of Directors any relationship which he or she may have with any person, corporation or other entity with whom the Corporation proposes to enter into any contract or other transaction which will or may result in financial gain or advantage to such Director by reason of such relationship. The failure of a Director to make such disclosure before entering into any such contract or transaction shall constitute a violation of such Director's duties to the Corporation.

ARTICLE IV.
Officers

Section 1. Officers. The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer, a Registrar and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board at the regular annual meeting of the Board. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer may be removed from his office by a two-thirds (2/3) majority vote of the full Board, as then constituted, at any meeting of the Board, provided that the notice of such meeting clearly states that a motion will be made at the meeting to remove such officer from his office and provided that prior to the giving of such notice such motion shall have been approved by the Board.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board (for the unexpired portion of the term.)

Section 5. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and of the Board. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. Specifically, the President shall serve as a liaison between any soccer associations the Corporation affiliates with and the Corporation, and appoint committee chairpersons in order to administer and manage the programs of the Corporation.

Section 6. Vice-President. The Vice-President shall perform the duties of the President in the absence of the President and such other duties as the President shall assign him. The Vice-President will be the Corporation's Risk Management officer.

Section 7. Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions in Article VI of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the general membership, the officers and of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each Director which shall be furnished to the Secretary by such person; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board.

Section 9. Registrar. The Registrar of the Corporation shall be properly certified as a registrar with the South Carolina Youth Soccer Association, Inc.; ensure proper registration of the Corporation's Members with the South Carolina Youth Soccer Association, Inc. and the certification thereof; enforce all South Carolina Youth Soccer and United States Youth Soccer Rules, Bylaws, and policies and requirements governing player registration and team assignment; store and maintain records of the Corporation regarding the registration of teams and players within the Corporation and ensure the confidentiality of player information; inform the Corporation of the activities of the South Carolina Youth Soccer as it relates to tournaments, clinics, rule changes, and other matters of interest to the Corporation; and perform such other duties as from time to time may be assigned to him by the President or by the Board

Section 9. Conflict of Interest. Any officer shall disclose to the Board of Directors any relationship which he or she may have with any person, corporation or other

entity with whom the Corporation propose to enter into any contract or other transaction which will or may result in financial gain or advantage to such officer by reason of such relationship. The failure of an officer to make such disclosure before entering into any such contact or transaction shall constitute a violation of such officer's duties to the Corporation.

ARTICLE V.
Committees and Advisors

The Executive Committee shall consist of the officers of the Board of Directors and shall determine the responsibilities and oversee the function of other committees. The Executive Committee shall have the power to create any committees which it deems necessary from time to time to carry out the functions of the Corporation. Each committee shall have at least two (2) Board members as its members and as many non-Board members as the Executive Committee deems appropriate. The Executive Committee shall also have the power to create an advisory committee composed entirely of non-Board members.

ARTICLE VI.
Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to the specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or order for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents or the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of

the Corporation.

ARTICLES VII.
Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board.

ARTICLE VIII.
Fiscal Year and Seasonal Year

The fiscal year of the Corporation shall begin on the first day of July and end of the last day of June in each year. The seasonal playing year of the Corporation shall begin on the first day of June in each year and end on the last day of May in the following year.

ARTICLE IX.
Indemnification

The Corporation shall indemnify each person who acts as a Director or officer of the Corporation to the fullest extent possible under the laws of the State of South Carolina for and against all actions, suits or proceedings in which he or she is made a party by reason of being or having been a Director or officer of the Corporation, as long as he or she conducted themselves in good faith and reasonably believed that, in the case of conduct was in the best interests of the Corporation, and in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation. The indemnification provided herein shall inure to each Director and officer whether or not he or she is a Director or officer at the time such cost or expenses are imposed or incurred, and, in the event of his or her death, this right of indemnification shall extend to the legal representative of his or her estate.

ARTICLE X.
Waiver of Notice

Whenever any notice is required to be given under the provisions of the South Carolina Nonprofit Corporation Act or under the provisions of the Articles or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such

notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI.
Rules and Regulations

Rules and Regulations to govern the actions of Members of the Corporation and to establish the Corporation's financial policies and procedures shall be approved and adopted by the Board of Directors, as amended from time to time.

ARTICLE XII.
Policy Regarding Race, Creed, Color or National Origin

All of the affairs of the Corporation shall be conducted without regard to race, creed, color or national origin of any persons involved in said affairs. The Corporation will allow persons of any race and/or color to all the rights, privileges, programs and activities generally accorded or made available to person using the facilities and the Corporation does not discriminate on the basis of race in the administration of its policies.

ARTICLE XIII.
Amendments to Bylaws

These Bylaws may be altered, repealed or amended by the Board of Directors at any Board meeting by a two-thirds vote of the Directors present, provided that written notice, of such proposed changes is communicated to the Board members prior to said meeting. Amendments made by the Board must be reported to the membership of the Club at the annual meeting.

[SIGNATURES ON FOLLOWING PAGE]

THESE BYLAWS made and accepted as of the _____ day of _____,
2020 by the Board of Directors of Lakelands Toros Soccer Club, Inc.

LAKELANDS TOROS SOCCER CLUB, INC.

By: _____
_____, Chairman

By: _____
_____, Secretary