

BYLAWS OF THE ST. GILES SOCCER CLUB

ARTICLE I

The name of the corporation shall be the St. Giles Soccer Club, Inc. conducting business as St. Giles United Soccer Club (hereinafter referred to as the "Corporation").

ARTICLE II

The purposes of the Corporation are generally to conduct its affairs as a non-profit corporation operated exclusively for the promotion of social welfare, including but not limited to promoting soccer and other social and recreational activities for the members of the St. Giles Soccer Club (hereinafter referred to as the "Club"), their families and the general public. The Corporation desires to form a non-profit eleemosynary corporation under chapter 31 of Title 33 of the Code of Laws of South Carolina, 1976, for the above stated 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 Sec. 501 (c) (7) of the Internal Revenue Code of 1954, as amended in the regulations promulgated thereunder as they now exist or as they may thereafter be amended. The Club will be affiliated with South Carolina Youth Soccer Association (SCYSA).

ARTICLE III

Office

The principal office of the Corporation in the State of South Carolina shall be located in the County of Greenville.

ARTICLE IV

Board of Directors

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

Section 2. Number and Tenure. The Board of Directors of the Corporation shall consist of the following twelve (12) elected positions:

President, Vice President, Secretary, Treasurer, Field Director, Boys' Recreational Director, Boys' Classic Director, Publicity Director, Girls' Recreational Director, Girls Classic Director, Classic Registrar, and Recreation Registrar.

All directors shall be elected annually, hold office until the next annual meeting of the general membership and until their successors shall have been elected at the annual general membership meeting.

Section 3. Term in Office. Delete.

Section 4. Ex-Officio Members of Board of Directors.

(a) An attorney, selected annually by the Board of Directors at their first meeting following the annual meeting of the general membership, shall attend the meetings of the Board of Directors and serve in an advisory ex-officio capacity, without voting rights.

Section 5. Executive Director of Coaching and Administration.

The Board of Directors will employ an Executive Director whose responsibilities will be delineated in an Employment Agreement. The Executive Director of Coaching and Administration shall attend all Board of Directors meetings and serve in an advisory ex-officio capacity, without voting rights.

Section 6. Meetings. A regular meeting of the Board of Directors shall be held at least once every calendar quarter. 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 Greenville County as a place for holding any special meeting of the Board of Directors called by them.

Section 7. Quorum. A majority of the number of Directors fixed in Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 8. Manner of Acting. The act of the majority of the Directors present at a meeting which a quorum is present shall be the act of the Board of Directors.

Section 9. Removal from Office. Any Director may be removed from office by a two-thirds vote of the remaining membership of the Board of Directors, i.e., 8 votes, for cause or for conduct prejudicial to the best interests of the Club.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors positions may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

ARTICLE V

General Membership

Section 1. Family Membership. Membership in the Club shall be open to any family unit living in South Carolina, paying membership dues at any time during the seasonal year. Membership shall be limited solely by the number of soccer teams that can be sponsored and supported by the Club during the season as determined by the Board of Directors.

Section 2. Membership Dues. Membership dues will be determined and set by the Board of Directors prior to the beginnings 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 seasonal year.

Section 3. Seasonal Year. The seasonal year of the Club shall be determined by SCYSA. The fiscal year of the Corporation shall end on June 30 of each year.

Section 4. Annual Meeting of Membership. The annual meeting of the general membership shall be the third Sunday in the month of January in each year, at the hour of 7:00 P.M., for the purpose of electing the Directors of the Corporation. The general affairs of the Corporation shall be reviewed with the membership at the annual meeting. No authority is vested in the general membership, except to elect the directors and to amend the Bylaws.

Section 5. Nominating Committee. A nominating committee shall be appointed by the President at the September Board of Directors meeting, preceding the Club's annual meeting, for the purpose of recommending a slate of Directors at the annual meeting for consideration by the members of the Club in attendance.

This slate of Directors will be presented to the Board of Directors at the November Board Meeting and published to the general membership at least thirty days previous to the annual general meeting. Any other nominations for Directors must be made in writing by Registered Mail to the President and received by the President at least fifteen days before the day of the annual meeting. Any member of the Club can, make a nomination for any and all Director positions.

Section 6. Place of Meeting. The Board of Directors may designate any place in Greenville 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 member of the Club not less than ten days before the day of the meeting, either personally or by mail, by or at the directions of the President, or the Secretary.

Section 7. Voting for Directors. Each family unit, which is a member for the current year, shall be entitled to one (1) vote for each position on the Board of Directors.

Section 8. Quorum. Twenty-five (25) members present at a duly organized annual meeting of the general membership shall constitute a quorum for the transaction of any duly authorized business at the annual meeting.

ARTICLE VI

Rules of Order

All proceedings of the corporation shall be governed by "Roberts' Rules of Order."

ARTICLE VII

Duties of Directors

Section 1. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the Corporation. He shall, when present, preside at all meetings of the membership and of the Board of Directors. He 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 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 serve as a liaison between the South Carolina Youth Soccer Association and the Club, establish committees and appoint committee chairpersons in order to administer and manage the programs of the Club.

Section 2. Vice-President. In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President will be the Club's Risk Management officer.

Section 3. 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) be custodian of all corporate correspondence (d) 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 the Secretary by the President or by the Board of Directors.

Section 4. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds of the Corporation (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever 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 and yearly state incorporation papers as required by the Board of Directors, State of South Carolina and Federal Government (d) submit for consideration by the Board of Directors an annual budget and (e) 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 the Treasurer by the President or by the Directors.

Section 5. Boys Recreational Director. The Recreational Director shall: (a) be responsible for meeting with the individual Age Group Coordinators for each boy's age

group and bring to the Board of Directors' attention any pertinent items (b) be responsible for the procurement of fields for practices and games (c) represent the Club in all recreational leagues in which the Club has teams participating or be responsible to insure the Club is adequately represented if unable to personally attend (d) be responsible for holding a general meeting with the Age Group Coordinators and Coaches at least once each season, and (e) schedule and coordinate practice and fields requests for boys' recreational teams.

Section 6. Boys' Classic Director. The Boys' Classic Director shall: (a) be responsible for representing all boys' classic teams on the Board of Directors (b) schedule and coordinate practice and fields requests for boys' classic teams, (c) represent St. Giles classic teams in all leagues in which they are participating or be responsible to insure the Club is adequately represented if unable to personally attend (d) attend to all administrative duties of the boys' classic teams and preferably be a non-coach and (e) be responsible for providing and receiving all boys' classic team coaches' applications, as required.

Section 7. Field Director. The Field Director shall: (a) be responsible for coordinating with the Executive Director of Coaching and Administration the maintenance and preparation of fields (b) establish a maintenance schedule for all equipment owned by the Club and see that it is maintained on a routine basis (c) form a clean-up committee comprised of club volunteers to be responsible for keeping fields free of trash and debris and to periodically check goals to insure safety and (d) with the help of the Executive Director make recommendations to the Board of Directors concerning equipment needs for the maintenance of fields.

Section 8. Ways and Means Director Deleted January 21, 2001

Section 9. Publicity Director. The Publicity Director shall (a) compile, write and mail the Club's newsletter on an as-needed basis, but no fewer than seven (7) issues a year and (b) insure adequate news media coverage for both recreational and classic teams, as well as any desired coverage of the Club's other activities and projects.

Section 10. Deleted January 18, 1999

Section 11. Girls' Recreation Director. The Girls' Director shall: (a) represent the Girls' Recreation Program on the Board of Directors (b) represent the Girls' Recreation Program within the state and local soccer community (c) hold a general meeting with the Age Group Coordinators and Coaches once per season (d) perform such other duties as from time to time may be assigned to the Girls' Director by the President or Board of Directors, and (e) schedule and coordinate practice and fields requests for girls' recreational teams.

Section 12. Recreation Registrar. The Recreation Registrar shall: (a) and maintain proper certification through SCYSA as required by SCYSA, (b) be responsible to assure that the Club is properly affiliated with SCYSA and be aware of, advise and ensure that

the Club is in compliance with all applicable international, state and local soccer rules and regulations, (c) be responsible to assure all recreation players, coaches and teams are properly registered with SCYSA, (d) maintain and update personnel files for all St. Giles players, coaches and teams for the use of a Club directory, mailing labels, and SCYSA registration purposes, and (e) perform all duties incident to the office of recreation registrar.

Section 13. Public Relations Director. [Deleted January 18, 1999]

Section 14. Girls Classic Director. The Girls' Classic Director shall: (a) be responsible for representing all girls' classic teams on the Board of Directors (b) Coordinate practice and fields requests for girls' classic teams, (c) represent St. Giles classic teams in all leagues in which they are participating or be responsible to insure the Club is adequately represented if unable to personally attend (d) attend to all administrative duties of the girls' classic teams and preferably be a non-coach and (e) be responsible for providing and receiving all girls' classic team coaches' applications, as required.

Section 15. Classic Registrar. The Classic Registrar shall: (a) and maintain proper certification through SCYSA as required by SCYSA, (b) be responsible to assure that the Club is properly affiliated with SCYSA and be aware of, advise and ensure that the Club is in compliance with all applicable international, state and local soccer rules and regulations, (c) be responsible to assure all classic players, coaches and teams are properly registered with SCYSA, (d) maintain and update personnel files for all St. Giles players, coaches and teams for the use of a Club directory, mailing labels, and SCYSA registration purposes, and (e) perform all duties incident to the office of classic recreation registrar and such other duties as from time to time may be assigned by the President or Board of Directors.

ARTICLE VIII

Amendments

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

ARTICLE IX

Rules and Regulations

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

ARTICLE X

Dissolution

Section 1. The Corporation shall not be dissolved unless the majority of the Board of Directors first authorizes dissolution.

Section 2. In winding up the affairs of the Corporation in the event of dissolution, if there be balance of assets and funds of the Corporation after the payment and provision for all liabilities of the Corporation and the necessary expenses of liquidation, the Board of Directors shall distribute the remaining assets and funds, in kind, to the Metropolitan Soccer Association, Inc. otherwise known as MESA, in Greenville County, South Carolina.

ARTICLE XI

Indemnity

The Club indemnifies the individual directors and officers to the fullest extent possible under the laws of the state of South Carolina for and against any proceedings brought against that director or officer for liability incurred in that director or officer's role as long as he or she conducted himself or herself in good faith and reasonably believed that, in the case of conduct in his or her official capacity with the Club, that his or her conduct was in the best interest of the Club and in all other cases, that his or her conduct was at least not opposed to the best interests of the Club.