

**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**TWIN CITY YOUTH SOCCER ASSOCIATION, INC.**  
**(THE “ASSOCIATION” OR “CORPORATION”)**

**ARTICLE I**  
**OFFICES**

Section 1.     Principal Office. The principal office of the Corporation shall be located at such place as the Board of Directors may fix from time to time.

Section 2.     Registered Office. The registered office of the Corporation is required by law to be maintained in the State of North Carolina and may be, but need not be, identical with the principal office.

Section 3.     Other Offices. The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

**ARTICLE II**  
**MEMBERSHIP**

Section 1.     Divisions. Membership in this Association shall include each team playing in the Classic or Challenge divisions of the Association (each of which is herein referred to individually as a “Division”), as well as teams playing in other divisions sponsored by the Association as hereafter approved by the Board of Directors.

Section 2.     Membership Approval. Membership in this Association shall be by individual teams upon application and approval of the Board of Directors.

Section 3.     Representation. Each Member shall have the right to designate one representative (each such person being herein referred to as a “Member Representative”) who shall have the right to vote at all meetings of members. Each such designation shall be in writing, signed by the coach and/or Manager of the team, or other authorized representative, and delivered to the Secretary of the Corporation.

Section 4.     Member Conduct. All members shall abide by these Bylaws, and rules and regulations as set forth by the Board of Directors. Member teams will be responsible for the

conduct of coaches, managers, players, and parents under their jurisdiction and shall insure that their action on and off the field does not bring disfavor upon the Association.

Section 5.     Good Standing; Continuation of Membership Rights. Any member team paying dues and otherwise complying with these Bylaws, and all applicable rules and regulations shall be entitled to vote or participate in the business of the Association.

## **ARTICLE III**

### **MEETING OF MEMBERS**

Section 1.     Place of Meetings. All meetings of members shall be held at the principal office of the Corporation, or at such other place, either within or without the State of North Carolina, as shall in each case be fixed by the Board of Directors and designated in the notice of the meeting.

Section 2.     Annual Meetings. The Corporation shall hold an annual meeting of its members in June, July or August of each year on any day (except Saturday, Sunday, or a legal holiday) in that month as determined by the Board of Directors.

Section 3.     Substitute Annual Meetings. If the annual meeting shall not be held on the day designated by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 4 of this Article III. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 4.     Special Meetings. Special meetings of members may be called at any time by the President, the Secretary, or the Board of Directors, and shall be called pursuant to the written request of the holders of not less than twenty-five percent (25%) of all the votes entitled to be cast on any issue proposed to be considered at the meeting.

Section 5.     Notice of Meetings.

5.1     Written notice stating the date, time, and place of meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of any members' meeting, either by personal delivery, or by telegraph, teletype, or other form of wire or wireless communication, or by facsimile transmission or by mail or private carrier, by or at the direction of the Board of Directors, Executive Committee, President, Secretary, or other person calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be effective when deposited in the United States mail, correctly addressed to the member at the member's address as it appears on the current record of members of the Corporation, with postage thereon prepaid.

5.2     In the case of a special meeting, the notice of meeting shall include a description of the purpose or purposes for which the meeting is called; but, in case of an annual or substitute annual meeting, the notice of meeting need not include a description of the purpose or purposes for which the meeting is called unless such a description is required by the provisions of the North

Carolina Nonprofit Corporation Act (herein the “Act”) or one of the matters to be acted upon at such meeting includes a proposed amendment to the Articles of Incorporation of the Corporation or these Bylaws.

5.3 When a meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment and if a new record date is not fixed for the adjourned meeting; but if a new record date is fixed for the adjourned meeting (which must be done if the new date is more than 120 days after the date of the original meeting), notice of the adjourned meeting must be given as provided in this section to persons who are members as of the new record date.

Section 6. Waiver of Notice. Any member may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the member, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A member's attendance, in person or by proxy, at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the member or his proxy at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) 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 or his proxy objects to considering the matter before it is voted upon.

Section 7. Members' List. Before each meeting of members, the Secretary of the Corporation shall prepare an alphabetical list of the members and Member Representatives entitled to notice of such meeting. The list shall show the e-mail or street address of each Member Representative. The list shall be kept on file at the principal office of the Corporation, or at a place identified in the meeting notice in the city where the meeting will be held, for the period beginning two business days after notice of the meeting is given and continuing through the meeting, and shall be available for inspection by any Member Representative, at any time during regular business hours. The list shall also be available at the meeting and shall be subject to inspection by any Member Representative at any time during the meeting or any adjournment thereof.

Section 8. Quorum.

8.1 Member Representatives holding no less than 25% of the votes entitled to be cast at any meeting of the members (or group of members) held in accordance with these Bylaws shall constitute a quorum of the members holding such meeting for purposes of taking action on that matter.

8.2 Once a Member Representative is represented for any purpose at a meeting, such Member Representative is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

8.3 In the absence of a quorum at the opening of any meeting of members, such meeting may be adjourned from time to time by the vote of a majority of the votes cast on the motion to adjourn; and, subject to the provisions of Section 5 of this Article III, at any adjourned meeting any

business may be transacted that might have been transacted at the original meeting if a quorum exists with respect to the matter proposed.

Section 9. Proxies. Member Representatives may be represented either in person or by one or more proxies authorized by a written appointment of proxy signed by the Member Representative. An appointment of proxy is valid for eleven months from the date of its execution, unless a different period is expressly provided in the appointment form.

Section 10. Voting Rights.

10.1 Subject to the provisions of the Articles of Incorporation, each Member Representative shall be entitled to one vote on each matter voted on at the meeting of members in which such Member Representative participates.

10.2 Except in the election of Directors as governed by the provisions of Section 3 of Article IV, if a quorum exists, action on a matter by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless a greater vote is required by law or the Articles of Incorporation or these Bylaws.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

Section 1. General Powers. Subject to the terms of these Bylaws and the Act, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

Section 2. Number and Qualifications. The number of Directors constituting the Board of Directors shall be not less than four (4) nor more than twenty (20), the exact number of which shall be fixed or changed from time to time, within the minimum or maximum, by the members or by the Board of Directors.

Section 3. Composition. Commencing with the 2008-2009 fiscal year of the Corporation, the Board of Directors shall be divided into three (3) groups (each individually a "Director Group") with each group containing one-third of the total number of Directors constituting the Board of Directors or as nearly equal in number as possible. The initial terms of such Director Groups shall be staggered to expire at the annual meeting of the Members to be held in the following years: Group I – 2009; Group II – 2010; and Group III – 2011.

Section 4. Election; Term of Directors. At each annual meeting of Members after the 2008 annual meeting, the successors to the Director Group whose term is expiring shall be elected to hold office for a term expiring at the third succeeding annual meeting of the members. Those persons who receive the highest number of votes at each such meeting at which a quorum is present shall be deemed to have been elected. No Director shall serve more than two (2) consecutive three-year terms. The term of a Director elected to fill a vacancy in a Director Group expires at the next

members' meeting at which Directors are elected. A decrease in the number of Directors does not shorten the term of an incumbent Director Group.

Section 5.     Removal. Any Director may be removed at any time with or without cause by a vote of a majority of the members. A Director may not be removed by the members at a meeting unless the notice of the meeting states that the purpose, or one of the purposes, of the meeting is removal of the Director. If any Directors are so removed, new Directors may be elected at the same meeting.

Section 6.     Vacancies. Any vacancy occurring in the Board of Directors, including without limitation a vacancy resulting from an increase in the number of Directors or from the failure by the members to elect the full authorized number of Directors may be filled by the members or by the Board of Directors, whichever group shall act first. If the Directors remaining in office do not constitute a quorum, the Directors may fill the vacancy by the affirmative vote of a majority of the remaining Directors.

Section 7.     Chairman of Board. There may be a Chairman of the Board of Directors elected by the Directors from their number at any meeting of the Board. The Chairman shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

Section 8.     Committees of the Board. The Board of Directors may create other committees of the board and appoint members of the Board of Directors to serve on them. The creation of a committee of the board and appointment of members to it must be approved by a majority of the number of Directors in office when the action is taken. Each committee of the board must have two or more members and, to the extent authorized by law and specified by the Board of Directors, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation. Each committee member serves at the pleasure of the Board of Directors.

## **ARTICLE V**

### **MEETINGS OF DIRECTORS**

Section 1.     Regular Meetings. A regular meeting of the full Board of Directors shall be held as soon as reasonably possible after the annual meeting of the members of the Corporation. In addition, the Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings.

Section 2.     Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, if any, by the President or by any two Directors. Such a meeting may be held at such place and time as fixed by the person or persons calling the meeting.

Section 3.     Notice of Meetings. Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at

least two days before the meeting, give or cause to be given notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. Any duly convened regular or special meeting may be adjourned by the Directors to a later time without further notice.

Section 4. Waiver of Notice. Any Director may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the Director entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A Director's attendance at or participation in a meeting waives any required notice of such meeting unless the Director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or to transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5. Quorum. Unless the Articles of Incorporation or these Bylaws provide otherwise, a majority of the number of Directors fixed by or pursuant to these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, or if no number is so fixed, a majority of the number of Directors in office immediately before the meeting begins shall constitute a quorum.

Section 6. Manner of Acting. Except as otherwise provided in the Articles of Incorporation or these Bylaws, including Section 9 of this Article V, the affirmative vote 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.

Section 7. Presumption of Assent. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (a) he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or to transacting business at the meeting; or (b) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) he files written notice of his dissent or abstention with the presiding officer of the meeting before its adjournment or with the Corporation immediately after the adjournment of the meeting. Such right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 8. Action Without Meeting. Action required or permitted to be taken at a meeting of the Board of Directors 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 Director before or after such action, describing the action taken, and included in the minutes or filed with the corporate books.

Section 9. Committee Meetings. The provisions in these Bylaws governing meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the Board of Directors apply to all committees established by the Board of Directors pursuant to the terms hereof.

## ARTICLE VI

### OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer, and such other officers as may from time to time be appointed by or under the authority of the Board of Directors. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.

Section 2. Appointment and Term. The officers of the Corporation shall be appointed by the Board of Directors. Each officer so appointed shall hold office until his death, resignation, retirement, removal, disqualification, or his successor shall have been appointed.

Section 3. Compensation of Employees. The compensation of all employees, including Officers, shall be fixed by or under the authority of the Board of Directors.

Section 4. Removal. Any officer of the Corporation may be removed by the Board of Directors. Any such removal may be made at any time with or without cause.

Section 5. Resignation. An officer may resign at any time by communicating his resignation to the Corporation, orally or in writing. A resignation is effective when communicated unless it specifies in writing a later effective date. If a resignation is made effective at a later date that is accepted by the Corporation, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

Section 6. Bonds. The Board of Directors may by resolution require any officer, agent, or employee of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors

Section 7. President. The President of the Corporation shall be the chief executive officer of the Corporation and shall have authority to sign, with the Secretary, an Assistant 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; 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 of Directors from time to time.

Section 8. Vice-President. In the absence of a President or in the event of his death, inability or refusal to act, the Vice-President, unless otherwise determined by the Board of Directors, 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 shall perform such other duties as from time to time may be prescribed by the Board of Directors.

Section 9. Secretary. The Secretary of the Corporation shall: (a) keep the minutes of the meetings of all members of the Corporation and of the Board of Directors, and of all committees of the Board of Directors in one or more books provided for that purpose; (b) see that all notices of meetings are duly given in accordance with the provisions of these Bylaws or as required by law; (c) maintain and authenticate the records of the Corporation as necessary; (d) sign with the President, or other proper officer, any deeds mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed; (e) prepare or cause to be prepared member lists prior to each meeting of members as required by law; (f) attest the signature or certify the incumbency or signature of any officer of the Corporation; and (g) in general perform all duties incident to the office of secretary and such other duties as from time to time may be prescribed by the President or by the Board of Directors.

Section 10. Assistant Secretaries. In the absence of the Secretary or in the event of his or her death, inability or refusal to act, the Assistant Secretaries in the order of their length of service as Assistant Secretary, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary, and when so acting shall have the powers of and be subject to all the restrictions upon the Secretary. They shall perform such other duties as may be prescribed by the Secretary, by the President, or by the Board of Directors.

Section 11. Treasurer. The Treasurer of the Corporation shall: (a) in general supervise the financial affairs of the Corporation, (b) maintain appropriate accounting records as required by law; (c) prepare, or cause to be prepared, such annual financial statements of the Corporation as may be required by law; and (d) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be prescribed by the President or Board of Directors of the Corporation.

Section 12. Assistant Treasurers. In the absence of the Treasurer or in the event of his or her death, inability or refusal to act, the Assistant Treasurers in the order of their length of service as such, unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. They shall perform such other duties as may be prescribed by the Treasurer, by the President, or by the Board of Directors.

Section 13. Other Officers/Employees. The duties of all other officers and employees not defined in these Bylaws shall be prescribed and fixed by the Board of Directors.

## **ARTICLE VII**

### **CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

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

Section 2.     Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 3.     Checks and Drafts. All checks, drafts, or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors.

Section 4.     Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as may be selected by or under the authority of the Board of Directors.

## **ARTICLE VIII**

### **INDEMNIFICATION**

Any person who at any time serves or has served as a Director of the Corporation shall have a right to be indemnified by the Corporation to the fullest extent by law against (a) reasonable expenses, including attorneys' fees, incurred by him in connection with any threatened, pending, or completed civil, criminal, administrative, investigative, or arbitration action, suit, or proceeding (and any appeal therein), whether or not brought by or on behalf of the Corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which he may have become liable in any such action, suit, or proceeding.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this Bylaw, including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation. To the extent needed, the Board shall give notice to, and obtain approval by, the members of the Corporation for any decision to indemnify.

Any person who at any time after the adoption of these Bylaws serves or has served in the aforesaid capacity for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled to a part from the provisions of these Bylaws.

## **ARTICLE IX**

### **GENERAL PROVISIONS**

Section 1.     Definitions. Unless the context otherwise requires, terms used in these Bylaws shall have the meanings assigned to them in the Act to the extent defined therein.

Section 2.     Seal. The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed SEAL; and such seal, is hereby adopted as the corporate seal of the Corporation.

Section 3.     Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Directors.

Section 4.     Amendments. Except as otherwise provided in the Articles of Incorporation or by law, these Bylaws may only be amended or repealed with the affirmative approval of (i) 2/3 of all Member Representatives present (in person or by proxy) at a properly held meeting of the Members and (ii) a majority of the persons then serving on the Board of Directors of the Corporation.