

**AMENDED AND RESTATED  
BY-LAWS  
OF  
NORTH MECK SOCCER CLUB**

**ARTICLE I  
GENERAL PROVISIONS**

**Section 1.1 Name:** The name of the corporation shall be North Meck Soccer Club, hereinafter referred to as the Club or NMSC.

**Section 1.2 Purpose:** The purpose for which the Club exists is the nonprofit promotion of soccer as expressed in the Articles of Incorporation, the Club's Mission Statement and the Ends Policies adopted by the Board of Directors. Operation of NMSC shall be in accordance with these values.

**Section 1.3 Affiliations:** NMSC shall be a member of the North Carolina Youth Soccer Association, US Club Soccer and The United States Soccer Federation, Inc. and shall abide by their rules and regulations.

**Section 1.4 Principal Office:** The principal office of the Club shall be at 11138 Treynorth Dr, Suite B, Cornelius, NC 28078.

**Section 1.5 Registered Office:** The registered office of the Club shall be at 11138 Treynorth Dr, Suite B, Cornelius, Mecklenburg County, North Carolina, 28078.

**Section 1.6 Amendments:** These Bylaws may be amended or repealed and new Bylaws may be adopted only by the affirmative vote of two-thirds (2/3) of the Directors in office at the time such action is submitted to a vote.

**Section 1.7 Definitions:** As used herein, the term "Act" shall refer to the North Carolina Nonprofit Corporation Act, as of the date these Bylaws are adopted and as thereafter amended from time to time. As used herein, the term "Articles of Incorporation" shall mean the Articles of Incorporation of the Club as they exist as of the date these Amended and Restated Bylaws are adopted and as thereafter amended or restated.

**ARTICLE II  
MEMBERSHIP**

**Section 2.1 Membership Qualifications:** Qualifications for Membership in the Club are as specified in the Articles of Incorporation.

**Section 2.2 Authority of Membership:** The Membership, through its power to elect the Board of Directors of the Club (hereinafter referred to as the Board), is the ultimate authority of the NMSC.

### **ARTICLE III MEMBERSHIP MEETINGS**

**Section 3.1 Place of Meetings:** All meetings of members shall be held at the principal office of the Club or at such other place, either within or without the State of North Carolina, as shall be designated by the Board and set forth in the notice of the meeting.

**Section 3.2 Annual Membership Meeting:** The annual meeting of members shall be held at the designated location One Hundred Twenty (120) days before or after the close of each fiscal year and at a date and an hour fixed by the Board of Directors for the purpose of the election of directors by the members of the Club and for the transaction of such other business as may be properly brought before the meeting.

**Section 3.3 Substitute Annual Membership Meeting:** If the annual meeting shall not be held during the period established in Section 3.2, a substitute annual meeting may be called in accordance with the provisions of Section 3.4. A meeting so called shall be designated and treated for all purposes as the annual meeting.

**Section 3.4 Special Membership Meetings:** Special meetings of the members may be called at any time by a majority of the Board of Directors. Also, the Board of Directors shall call and hold a special meeting of the membership within thirty (30) days upon receipt of the written request of at least ten (10) percent of the members.

**Section 3.5 Notice of Membership Meetings:** Written (either by US Mail or via Electronic Mail) notice stating the time and place of a membership meeting shall be delivered to members of record, not less than ten (10) days prior to said meeting. This information shall also be posted in a prominent location on the Club's public web site. The notice of meeting shall include a description of the business to be transacted at that meeting. Membership Meetings may consider only those items of business specified in the notice. By default, the Annual Membership Meeting will always include the business of electing Directors.

Unless a meeting is adjourned (a) to a new date, time or place, and such new date, time or place is not announced at the meeting prior to adjournment or (b) to a date more than 120 days after the date fixed for the original meeting, notice of the adjourned meeting need not be given.

**Section 3.6 Voting List and Record Date:** The Secretary of the Club shall prepare an alphabetical list of the members entitled to vote at each meeting, or any adjournment thereof, which list shall be kept on file at the principal office of the Club for

a period beginning two (2) business days after notice of such meeting is given and continuing through such meeting. Such list shall be subject to inspection and copying (at the member's expense), during the time it is kept on file under the provisions of the preceding sentence, by any member of the Club, at any time during regular business hours. This list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member at any time during the meeting or any adjournment.

The Board of Directors shall establish a record date for each meeting of members, and only members in good standing as of such record date shall be entitled to vote at such meeting. The Board may establish such procedures and rules for the determination of the good standing of members as it may deem reasonable and necessary.

**Section 3.7 Quorum:** The presence, in person or by proxy, of members entitled to cast two percent (2%) or more of the votes entitled to be cast by all members in the election of directors shall constitute a quorum for action at an annual, substitute annual or special meeting. If there is no quorum at the opening of a meeting of members, such meeting may be adjourned from time to time by the vote of a majority of the members voting on the motion to adjourn; and, at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting. Once a member is represented for any purpose at a meeting, he or she is deemed present for the remainder of the meeting and any adjournment.

**Section 3.8 Proxies:** Each Member may vote either in person or by an agent duly authorized by a written proxy executed by the Member. A proxy is not valid after the earlier of (i) the term stated therein or (ii) the expiration of eleven (11) months after the date of its execution. In order to be effective, all proxies must be filed with the Secretary of the Club either during or prior to the meeting in question and must be dated. Every proxy shall be revocable. A Member may only revoke a proxy given pursuant to this Section by giving written notice of revocation delivered to the person presiding over a meeting.

**Section 3.9 Voting Rights:** Subject to the Restated Articles of Incorporation, each member shall be entitled to one vote in the election of each at large director to be elected at a meeting of members.

The Board of Directors is authorized to establish all reasonable and necessary procedures to permit the casting of votes by members. The determination of whether acceptable evidence has been presented by a person or entity to establish his, her or its authority to vote shall be made by the Chairman of the Board of Directors/President, and his or her decision shall be final.

**Section 3.10 Presiding Officer:** The Chairman of the Board of Directors/President shall preside at the members' meetings. In the Chairman of the Board of Directors/President's absence, the Vice-President or, in the absence of the Vice-

President, any person designated by the Chairman of the Board of Directors/President, shall preside.

**Section 3.11 Inspectors of Election:** All questions touching on the qualifications of members, the presence of a quorum, the acceptance of votes and the results of member votes at the annual meeting shall be decided by Voting Inspectors. The Board of Directors shall appoint Three (3) Voting Inspectors (who may not be nominees for election as directors at such meeting) prior to the annual meeting.

## **ARTICLE IV BOARD OF DIRECTORS**

**Section 4.1 General Powers:** There shall be a Board of Directors that shall govern the business, property, and affairs of NMSC. The Board shall promulgate as well as monitor to ensure compliance with, policies for the conduct of the affairs of the NMSC consistent with, as well as authorized by, the laws of the State of North Carolina including NCGS Chapter 55A, the North Carolina Non-Profit Corporation Act, the Articles of Incorporation, and these Bylaws.

**Section 4.2 Report to Membership:** At each Annual Meeting of the Membership, the Board, or its designates, shall report on the activities of the past year and make any recommendations it deems desirable.

### **Section 4.3 Responsibilities:**

a. In consultation with the Membership, The Board of Directors shall regularly establish and review the objectives which will guide all activities of the NMSC (referred to hereafter as “Ends”).

b. Create and review Policies defining the parameters within which all activities of the NMSC will be conducted

c. Retain an Executive Director, who as the Chief Operating Officer of the Club, is responsible for the day to day operation of the Club and the achievement of the Board’s defined “Ends”.

d. Monitor the Executive Director’s achievement of Board specified “Ends”

e. Monitor the means of accomplishing the Board specified “Ends” to ensure compliance with Board enacted policies.

**Section 4.4 Composition, Terms, and Qualifications:**

- a. The Board shall consist of nine (9) directors.
- b. Each Director shall serve for a term of three (3) years.
- c. At every Annual Meeting, members shall elect three (3) Directors.
- d. No more than one member of a family may serve on the Board simultaneously.
- e. If a Director does not attend either three (3) consecutive Board Meetings, or four (4) of the last six (6) Board Meetings, they will be automatically removed from the Board.
- f. A Director may be removed from the Board by a vote of two-thirds (2/3) of the members present at any duly authorized meeting of the Membership, provided that the resolution to remove the Director was included in the notice of the meeting.

**Section 4.5 Vacancies.** Except as otherwise provided by law, the articles of incorporation, or these bylaws, any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum or by the sole remaining director.

The term of a director filling any vacancy expires at the end of the unexpired term that such director is filling.

**Section 4.6 Chairman of the Board:** There may be a Chairman of the Board of Directors elected by the Directors from their number at the first annual meeting of the Board of Directors. The Chairman shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board. The Chairman shall also serve as President of the Club.

**Section 4.7 Meetings of the Board:**

- a. The new Board shall take office on June 1<sup>st</sup> and serve until the next set of Directors is elected and takes office.
- b. The Board shall meet at least bi-monthly, on a regular day, time, and place, prescribed in advance by the Board. The meeting schedule having been established and publicized, these meetings require no further notice.
- c. Special meetings of the Board may be called by or at the request of the Chairman or any three (3) Directors, with the time and place specified in the notice of the meetings. The person or persons calling a special meeting shall, at

least three (3) days before the meeting, give notice thereof to the other Directors by any usual means of communication.

d. Minutes of all regular and special Board meetings shall be kept, and the minutes of these meetings shall be available for examination by any member upon request.

e. A quorum of five (5) Directors is required to transact business.

f. The Board may go into executive session at any regular or special meeting, but any action agreed to in executive session must be formally voted on at the same or the next following open meeting of the Board in order to be binding.

g. Where circumstances make holding a physical meeting impractical, and after a reasonable effort has been made to contact all Directors, any action agreed to by a majority of the Directors then serving on the Board, shall be official action. A record of such informal consultation, including the vote and the action taken, shall be made part of the Board's official records at its next regular or special meeting.

**Section 4.6 Action by Directors Without Meeting:** Action required or permitted by law to be taken at a Board of Directors' meeting 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 records reflecting the action taken. Action taken under this Section is effective when the last Director 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 4.7 Nominations and Elections:**

a. The Board shall appoint a Nominating Committee of from three (3) to five (5) members of the Club.

b. The Nominating Committee shall submit a list of nominees to the Board and the Board shall approve the list of nominees. The list of nominees shall be equal in number to the number of Director positions open for election at that Annual Meeting and such list of nominees shall be referred to herein as the "Slate". The Slate of nominees shall be submitted (either by electronic mail or US Mail to the Member's address of record) to the Membership with the notice of the Annual Meeting.

c. Additional nominations may be submitted from the floor of the Annual Meeting by members of the Club, provided that absent floor nominees have submitted written consent.

d. At each Annual Meeting of the Membership, the three (3) Directors positions that have had their terms expire shall be elected.

## **ARTICLE V COMMITTEES OF THE BOARD**

**Section 5.1. Designation of Committees.** The Board of Directors may designate one or more standing or special Committees to help establish the Ends of the Club and to direct the business of the Club. Each such Committee may exercise the authority granted to it by the Board's enabling resolution. Each Committee shall consist of two (2) or more Directors and such other persons as the Board may designate, who need not be Board members. Committee members shall serve until their successors are appointed.

**Section 5.2. Committee Chairs.** The Chairman of the Board, with the approval of the Board of Directors, shall appoint all Committee Chairs for the ensuing year at or within a reasonable time after the first annual meeting of the Board of Directors. Committee Chairs shall be members of the Club's Board of Directors. If the Board of Directors establishes a new Committee by resolution at a meeting other than the first annual meeting of the Board of Directors, the Chairman of the Board, with the approval of the Board of Directors, shall similarly appoint its chair at the time the Committee is established or within a reasonable time after the establishment of the committee

**Section 5.3. Vacancy.** Any vacancy occurring in any committee shall be filled by a vote of the Board of Directors at a regular or special meeting of the Board of Directors.

**Section 5.4. Removal.** Any member of a committee may be removed at any time with or without cause by the Board of Directors.

**Section 5.5. Minutes.** Each committee shall keep regular minutes of its proceedings and report the same to the Board when required.

**Section 5.6. Responsibility of Directors.** The designation of a committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or the director by law.

Any resolutions adopted or other action taken by a committee within the scope of the authority delegated to it by the Board of Directors shall be deemed for all purposes to be adopted or taken by the Board of Directors.

If action taken by a committee is not thereafter formally considered by the Board, a director may dissent from such action by filing a written objection with the Secretary with reasonable promptness after learning of such action.

**Section 5.7 Prohibited Actions.**

A committee of the Board shall not:

- (a) Authorize distributions;
- (b) Approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Club's assets;
- (c) Elect, appoint or remove directors, or fill vacancies on the Board of Directors or on any of its committees; or
- (d) Adopt, amend or repeal the articles of incorporation or bylaws.

**ARTICLE VI  
OFFICERS/EXECUTIVE DIRECTOR**

**Section 6.1. Officers of the Club.** The officers of the Club shall consist of a President, Vice President, a Secretary, and a Treasurer. The same individual may simultaneously hold more than one office in the Club, but no individual may act in more than one capacity where action of two or more officers is required.

**Section 6.2. Appointment and Term.** The officers of the Club shall be appointed by the Board of Directors at the first annual meeting of the Board of Directors and each officer shall hold office for one year or until the officer's successor shall have been appointed at the first annual meeting of the Board of Directors of the next year.

**Section 6.3. Removal of Officers.** The Board of Directors may remove any officer at any time with or without cause.

**Section 6.4. Vacancies.** Any Officer may resign at any time by giving notice to the Chairman of the Board/President or the Secretary. A vacancy in office, however occurring, may be filled for the unexpired portion of the term by action of the Board of Directors.

**Section 6.5. President.** The President, subject to the control of the Board of Directors, shall supervise and control all of the business and affairs of the Club through his or her oversight of the Club's Executive Director. The President shall be the primary liaison between the Board and the Executive Director. In general, the President will also be the Chairman of the Board and preside over all duly authorized meetings of the Membership and the Board of Directors and shall represent the Membership on all appropriate occasions.

The President shall sign 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, the Executive Director or some other agent of the Club, or shall be required by law to be otherwise signed or executed; and in general shall perform such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6.6. Vice President.** In the absence of the President or in the event of the President's 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 shall perform such other duties as from time to time are assigned to the Vice President by the President or the Board of Directors.

**Section 6.7. Secretary.** The Secretary shall: (a) attend all meetings of the Board of Directors and Membership and keep accurate minutes of such meetings; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Club and see that the seal of the Club is affixed to all documents, the execution of which on behalf of the Club under its seal is duly authorized; (d) keep or cause to be kept at the Club's principal office a record of the Club's directors, giving the names and addresses of all directors and such other records as are required to be kept at the Club's principal office by N.C. Gen. Stat. §55A-16-01 and any successor to such statute; (e) prepare the Voting List for the Annual Membership meeting; and (f) 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 Board of Directors or by the President, under whose supervision the Secretary shall be.

**Section 6.8. Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Club, receive and give receipts for money due and payable to the Club from any source whatsoever, and deposit all such moneys in the name of the Club in such depositories as approved by the Board of Directors; and (b) in general perform all of the duties incident to the office of treasurer, including preparing, or causing to be prepared, the annual budget and forecasts, all financial statements required by law, and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

**Section 6.9. Executive Director.** The Board of Directors shall hire an Executive Director who, under its supervision and direction, shall carry on the general affairs of the Club. The Executive Director should attend Meetings of the Board of Directors and the Executive Director shall make an annual report and periodic reports to the Board of Directors concerning the programs of the Club. The Executive Director should attend Committee Meetings, but shall not be a voting member of any Committee. It shall be the Executive Director's duty to approve the expenditure of the monies appropriated by the Board of Directors in accordance with the budget approved by the Board of Directors.

The Executive Director shall comply with all orders and directives from the Board of Directors. All staff members and employees of the Club (including, but not limited to, the Director of Coaching, Academy Directors and the Director of Operations) shall report and be responsible to the Executive Director.

## **ARTICLE VII INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS**

**Section 7.1 Definitions:** For purposes of this Article VII, the following definitions shall apply:

a. “Club” means North Meck Soccer Club and all “predecessors” thereof, as such term is defined in the Act.

b. “Director” means an individual who is or was a director of the Club or an individual who, while a director of the Club, is or was serving at the Club’s request as a director, officer, partner, trustee, employee or agent. “Director” includes, unless the context requires otherwise, the estate or personal representative of a director.

c. “Expenses” means expenses of every kind incurred in defending a Proceeding, including, but not limited to, legal, accounting, expert and investigatory fees and expenses.

d. “Indemnified Officer” shall mean each officer of the Club who is also a director of the Club and each other officer of the Club who is designated by the Board of Directors from time to time as an Indemnified Officer. An Indemnified Officer shall be entitled to indemnification hereunder to the same extent as a Director, including, without limitation, indemnification with respect to service by the Indemnified Officer at the Club’s request as a director, officer, partner, trustee, employee or agent of another foreign or domestic Club, partnership, limited liability company, Club, joint venture, trust, employee benefit plan or other enterprise.

e. “Liabilities” means any obligation to pay any or all of the following: a judgment, a settlement, a penalty, a fine (including an excise tax assessed with respect to an employee benefit plan) and reasonable expenses, including, but not limited to, attorney’s fees of opposing parties incurred with respect to a Proceeding.

f. “Proceeding” means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and any appeal therein (and or inquiry or investigation that could lead to such a proceeding).

**Section 7.2 Indemnification:** In addition to, and not in any way in limitation of, all indemnification rights and obligations otherwise provided by law, the Club shall indemnify and hold harmless its Directors and Indemnified Officers against all Liabilities and Expenses in any Proceeding (including, without limitation, a Proceeding brought by

or on behalf of the Club itself) arising out of their status as Directors or officers, or their service at the Club's request as a Director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, limited liability company, Club, partnership, joint venture, trust, employee benefit plan or other enterprise, or their activities in any such capacity; provided, however, that the Club shall not indemnify a Director or an Indemnified Officer against Liabilities or Expenses that such person may incur on account of activities of such person which at the time taken were known or believed by him or her to be clearly in conflict with the best interest of the Club. The Club shall also indemnify each Director and Indemnified Officer for his or her reasonable costs, expenses and attorneys' fees incurred in connection with the enforcement of the rights to indemnification granted herein, if it is determined in accordance with Section 7.3 that the Director or Indemnified Officer is entitled to indemnification hereunder.

The Board of Directors shall have the authority to adopt such resolutions pertaining to the implementation of this Section as it may from time to time determine, and such resolutions shall be given full effect, even though they supplement, amplify or go beyond the provisions of this Section, provided and to the extent such resolution does not violate any provision of the Act or Restated Articles of Incorporation.

**Section 7.3 Determination:** Any indemnification under Section 7.2 shall be paid by the Club in a specific case only after a determination that the Director or Indemnified Officer has met the standard of conduct set forth in Section 7.2. Such determination shall be made:

a. by the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to the Proceeding;

b. if a quorum cannot be obtained under Section 7.3(a), by a majority vote of a committee duly designated by the Board of Directors (in which vote directors who are parties to the Proceeding may participate), consisting solely of two or more directors not at the time parties to the Proceeding;

c. by special legal counsel (i) selected by the Board of Directors or a committee thereof in the manner prescribed in Section 7.3(a) or (b); or (ii) if a quorum of the Board of Directors cannot be obtained under Section 7.3(a) and a committee cannot be designated under Section 7.3(b), selected by a majority vote of the full Board of Directors (in which selection directors who are parties in the Proceeding may participate); or

d. by the members, but votes of directors or officers who are at the time parties to the Proceeding may not be voted on the determination.

The Board of Directors shall take all such action as may be necessary and appropriate to enable the Club to pay the indemnification required by this Article VII.

**Section 7.4 Advances for Expenses:** The Expenses incurred by a Director or an Indemnified Officer in defending a Proceeding may be paid by the Club in advance of the

final disposition of such Proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director or Indemnified Officer to repay such amount unless it shall ultimately be determined that such person is not entitled to be indemnified by the Club against such Expenses. Subject to receipt of such undertaking, the Club shall make reasonable periodic advances for Expenses pursuant to this Section 7.4, unless the Board of Directors shall determine, in the manner provided in Section 7.3 and based on the facts then known, that indemnification under this Article VII is or will be precluded.

**Section 7.5 Reliance and Consideration:** Any Director or Indemnified Officer who at any time after the adoption of this Article VII serves or has served in any of the aforesaid capacities for or on behalf of the Club 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, however, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article VII. No amendment, modification or repeal of this Article VII shall adversely affect the right of any Director or Indemnified Officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

**Section 7.6 Insurance:** The Club may purchase and maintain insurance on behalf of its directors, officers, employees and agents and those persons who were or are serving at the request of the Club in any capacity with another corporation, partnership, limited liability company, Club, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against or incurred by such person in any capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VII or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any director, officer, employee, agent or other person identified above made to or on behalf of a person entitled to indemnification under this Article VII shall relieve the Club of its liability for indemnification provided for in this Article VII or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the Club with respect to such payment.