

**NORTH CAROLINA
YOUTH SOCCER
ASSOCIATION, INC.
AMENDED AND RESTATED
BYLAWS**

_____, 2023

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AMENDED AND RESTATED
BYLAWS OF THE
NORTH CAROLINA YOUTH SOCCER ASSOCIATION, INC.**

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AMENDED AND RESTATED
BYLAWS
OF THE
NORTH CAROLINA YOUTH SOCCER ASSOCIATION, INC.

ARTICLE I

OFFICES

Section 1. Principal and Registered Office. The principal office of the Corporation shall be located at 136 Manley Avenue, Greensboro, North Carolina, which shall also be the registered office of the Corporation. The Executive Board may change the principal and/or registered offices of the Corporation.

Section 2. Other Offices. The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Executive Board may from time to time determine.

Section 3. Purpose. The Corporation is organized as a North Carolina nonprofit corporation. As stated in the Articles, the purpose of the Corporation is to foster the physical, mental and emotional growth of amateur youth through the sport of soccer.

ARTICLE II

DEFINITIONS

Section 1. Definitions. As used in these Bylaws, the following defined terms have the meanings ascribed to them below:

Adult – A person who has reached the age of nineteen (19) prior to December 31st of the current Seasonal Year.

Affiliate Member – A person or entity affiliated with or sponsoring a program or activity of the Corporation who has been admitted to Membership.

Allotted Votes - The number of votes that a Voting Member may cast as determined in accordance with Article V, Section 5, of these Bylaws.

Annual Budget – The annual budget for a fiscal year of the Corporation prepared by the Treasurer as provided in Article IX, Section 7, of the Bylaws.

Annual Election – The annual election of the Directors of the Corporation as described in Article IX, Section 2, of these Bylaws.

Annual General Meeting – The Corporation’s annual meeting of the Members and the Executive Board.

Articles – The Corporation’s Amended and Restated Articles of Incorporation as the same may be hereafter amended.

Associate Member – Any natural person who actively participates in a program or activity of the Corporation and who has been admitted to Membership. The Corporation shall make available status as an Associate Member to all Youth Players, coaches, trainers, managers, administrators, and parents/guardians of Youth Players not subject to suspension or prohibition upon participation under the USSF Rules, the USYSA Rules, these Bylaws, the Policies or the Rules and Procedures.

Boundaries – “Boundaries” shall have the meaning as set forth in Article III of these Bylaws.

Chair – The Chair of the Board of Directors and President of the Corporation.

Club – An entity formed for the purpose of registering, administering, participating in the training, and facilitating participation in youth soccer of or by Registered Youth Players and Teams.

Corporation – The North Carolina Youth Soccer Association, Inc.

Delegate – An officer of a Voting Member who (i) has been designated by the Chair of the Board of the Voting Member (or the President if there is no Chair of the Board of Directors of the Voting Member) to cast the Voting Member’s votes at any Meeting in the absence of the Chair of the Board of Directors or the President, as applicable, and (ii) who has satisfied the credentials requirements set forth for Delegates described in these Bylaws.

Executive Board – The Board of Directors of the Corporation. The Executive Director and State Youth Referee Administrator shall serve as ex officio, non-voting members of the Executive Board.

Director – Any Director of the Corporation as set forth in Article IX of these Bylaws. Each Director shall have the right to vote on all matters presented to the Executive Board or to the Members for a vote. Each Director shall be entitled to cast one (1) vote on each such matter with the exception that the Chair shall cast a vote in the event of a tied vote of the Executive Board or the Voting Members, as applicable.

Executive Director – The employee of the Corporation who serves as its chief executive officer subject to the oversight of the Executive Board.

Good Standing – The status of a Member who satisfies all requirements of the class of such Member’s Membership as described in the provisions of Article IV of these Bylaws.

Governing Documents – The Articles, these Bylaws, the Policies and the Rules and Regulations.

Interim Meeting – The meeting of the Members called by the Chair as provided in Article V, Section 2, of these Bylaws.

Meeting – A Meeting means each of an Annual General Meeting, an Interim Meeting and a Special Meeting.

Member – An Affiliate Member, Associate Member, Officer, Partner Member, Special Member and Voting Member.

Membership – A Member’s status as a Voting Member, an Officer’s status as such during such Officer’s continued service as an elected officer of the Corporation, or a Non-Voting Member’s status pursuant to these Bylaws.

Nonprofit Law – The North Carolina Nonprofit Corporation Act, Chapter 55A of the General Statutes, including as such Act may hereafter be amended and any successor to such Act.

Nonvoting Members – All Members other than Voting Members and the Officers.

Partner Member – Any person or entity who, by agreement with the Executive Board, actively supports and/or sponsors the programs and activities of the Corporation through the provision of goods, services or money and has been admitted to Membership.

Policies – The policies adopted by the Executive Board for the purpose of establishing requirements, providing guidance and/or setting standards for participation in the programs and activities of the Corporation and/or its Voting Members.

Qualifying Entity – Qualifying Entity means: (a) a non-profit corporation, including, but not limited to, civic clubs, religious organizations, YMCAs, YWCAs, and similar organizations; (b) a State government or a department, agency, division, commission or similar governmental unit thereof of a State within the Boundaries in whole or part; (c) the United States federal government or a department, agency, division, commission or similar governmental unit thereof; (d) a county, city, town, village or other municipality of a State, including townships, within the Boundaries in whole or part, and in each case including a department, agency, division, commission, district or similar governmental unit thereof; and (e) any commission, sports association, district or similar entity authorized by and subject to the jurisdiction and oversight of an entity described in the foregoing items (b) through (d); provided, however, that the entities described in the foregoing items (b) through (e) shall not be required to be non-profit corporations, to have sought or obtained “501(c)(3)” status, or to have a board of directors or other governing body elected in an open and democratic process but rather may have a governing body elected or appointed in accordance with the law applicable to such entity.

Registration, Register and Registered – The process by which an individual Youth becomes a registered Youth Player participating in a program or activity of the Corporation.

Robert's Rules of Order – The current edition of a simplified set of rules of parliamentary procedures that are generally available to the public.

Rules and Regulations – The rules, regulations, policies and procedures of the Corporation as adopted from time to time by the Executive Board and identified as a part of the Rules and Regulations of the Corporation.

Seasonal Year – The period of play beginning on September 1st of a calendar year and ending on August 31st of the following calendar year.

Special Member – Any entity which, as part of its curriculum or program, uses the game of soccer as a developmental or teaching tool for its participants.

Special Meeting – A special meeting of the Members called as provided in Article V, Section 3, of these Bylaws.

Team – A group of Registered and rostered Youth Players playing on the same side in a soccer game.

USSF – The United States Soccer Federation.

USSF Rules – USSF's Articles of Incorporation, Bylaws and Policies.

USYSA – The United States Youth Soccer Association, Inc.

USYSA Rules – USYSA's Articles of Incorporation, Bylaws and Policies.

Voting Member – Those Clubs in Good Standing as Voting Members and which have the right to vote as set forth in Article IV, Section 4.4, of these Bylaws.

Voting Power – The total number of votes eligible to be cast on any vote by the Voting Members and the Officers as a group.

Youth – A natural person who has not reached the age of twenty (20) prior to December 31st of the current Seasonal Year.

Youth Player – Any Youth Player who is duly Registered with the Corporation.

ARTICLE III

GEOGRAPHY OF OPERATIONS

The geographical boundaries of the Corporation for the purposes it administers under the Articles, the USSF Rules and the USYSA Rules shall be the State of North Carolina and, subject

to approval by the USSF and the USYSA, such additional geographical areas as may be approved by the Executive Board (the “Boundaries”).

ARTICLE IV

MEMBERSHIP

Section 1. Membership. Membership in the Corporation shall be open to any person regardless of race, color, national origin or religion and to any entity who is not barred or suspended from participation from Membership in the Corporation by the USSF Rules, the USYSA Rules, the Policies, the Rules and Regulations, the Articles or these Bylaws. The categories of Membership are: (a) Affiliate Member; (b) Associate Member; (c) Officers; (d) Partner Members; (e) Special Members; and (f) Voting Members.

Section 2. Admission of Associate Members. Each Youth Player, and each of and his or her parents or guardians, as applicable, shall be deemed an Associate Member upon and during such Youth Player’s Registration as a participant in a program or activity of the Corporation, and such status shall end upon the expiration or revocation of such Registration of the Youth Player. Each coach, trainer, manager, Club executive officer, Club director, and Club administrator shall be deemed an Associate Member upon his or her affiliation with a Club and participation in a program or activity of the Corporation, and such status shall end upon the earlier (a) the banning by the Corporation of such person from such participation, (b) the cessation of such person’s affiliation with a Club, (c) the cessation of such person’s participation in a program or activity of the Corporation, and (d) the cessation of such Club’s Membership as a Voting Member.

Associate Members shall have no voting rights with respect to the business and affairs of the Corporation.

Section 3. Admission of Affiliate Members, Partner Members and Special Members. The Executive Board may admit any person or entity as an Affiliate Member, Partner Member or Special Member, as applicable. Such status shall end upon the earlier of (a) the banning by the Corporation of such person or entity from such participation and (b) the cessation of such person’s or entity’s affiliation with or sponsorship of a program or activity of the Corporation.

Affiliate Members, Partner Members and Special Members shall have no voting rights with respect to the business and affairs of the Corporation.

Section 4. Voting Members.

(a) The Corporation shall have two classes of voting Membership, the Voting Members and the Directors.

(b) A Voting Member is a Club admitted into Membership by the Corporation as provided in these Bylaws and that is in Good Standing. Voting Members shall have the right to vote as described in this Article IV, Section 4, and in Article V, Section 5, of these Bylaws on all matters presented to the Voting Members and the Directors for a vote and such other rights as are

set forth in these Bylaws or as are determined by the Executive Board pursuant to these Bylaws, subject to the limitations thereon of the Nonprofit Law.

(c) Additional classes of Voting Members may be created if approved at a Meeting by a vote of the holders of at least 50.1% of the Voting Power.

Section 5. Sanction or Removal of a Voting Member or a Nonvoting Member

Should the Executive Board find the conduct of any Member detrimental to (a) the best interests of the Corporation, (b) the purposes for which the Corporation has been formed, or (c) the best interests of soccer, the Executive Board may take such action as it may deem reasonable, and appropriate to sanction such Member, including, but not limited to, suspension of all rights of such Member as a Member, declaring the Member to not be in Good Standing as provided in Article IV, Section 6, and terminating such Member's Membership. Any such action so taken shall require the approval by a vote of the majority of the Executive Board then in office.

Section 6. Admission as Voting Member; Good Standing

(a) A Qualifying Entity shall be admitted as a Voting Member or shall be deemed in Good Standing, as applicable, only when it meets all of the following relevant criteria:

- (i) Upon admission as a Voting Member, it will offer one or both of the levels of play described in Article VIII, Section 1(a) and (b), of these Bylaws and will have at least 75 Registered Youth Players;
- (ii) It has sufficient playing fields regularly available to it to conduct matches for its Youth participants who are or, upon its admission as a Voting Member, will be Registered;
- (iii) It has access to a sufficient number of match officials to conduct matches for its Youth participants who are or, upon its admission as a Voting Member, will be Registered;
- (iv) It has sufficient financial resources to operate its programs offered or to be offered as a Voting Member;
- (v) It provides or, upon admission as a Voting Member will provide, financial transparency and accountability to the parents or guardians, as applicable, of its Youth participants who are Registered; and
- (vi) It is, or upon admission as a Voting Member will be, in substantial compliance with the USSF Rules, the USYSA Rules, these Bylaws, the Policies and the Rules and Regulations of the Corporation.

(b) A Voting Member that does not meet one or more of the criteria for Good Standing at any time shall be provided thirty (30) days from the date it has been notified of such failure to remedy such noncompliance. If the Voting Member does not remedy such noncompliance within such period, the Voting Member may be deemed to not be in Good Standing. A Voting Member that is not in Good Standing shall have all rights and privileges as a Member of the Corporation, including all voting rights as a Voting Member, suspended until such noncompliance has been remedied and such Voting Member is determined to be in Good Standing and reinstated by the Executive Board.

Section 7. Voting Membership Renewal. Each Voting Member in Good Standing may renew its Membership as a Voting Member annually by submitting the following to the Corporation:

- (a) A properly completed Membership Renewal Application, accompanied by the then existing Voting Member Membership renewal fees;
- (b) Payment of all outstanding dues, fees, fines, assessments, charges, expense reimbursements and other obligations to the Corporation;
- (c) Copies of its current Articles of Incorporation and Bylaws (or other organizational documents) and current rules and regulations; and
- (d) Evidence of compliance with the Corporation's risk management policies by all individuals listed in the Membership Renewal Application.

Submission of the foregoing items are due on or before May 1st preceding the next Seasonal Year. On the following May 15th, the Corporation will notify each Voting Member that has not complied with this filing deadline. Each Voting Member submitting the foregoing items on or after the following June 1st must pay a late filing fee of \$1,000 with its tardy Membership Renewal Application.

Section 8. Resignation and Suspension of Membership

(a) A Member may resign as a Member or not renew the Member's Membership; provided, however, that resignation or nonrenewal of Membership shall not relieve such Member from any obligation to the Corporation for dues, fees, fines, assessments, charges, expense reimbursements or other amounts due for services, programs, products or benefits actually rendered or assessed prior to the date of resignation and shall not entitle the resigning Member to any refund of any of such amounts previously paid.

(b) A Member may request suspension of its, his or her Membership under such terms and conditions for suspension of such status as have been established by the Executive Board.

(c) A Member whose Membership status is suspended shall not be entitled to exercise any voting rights or to participate in the programs and activities of the Corporation during the period of suspension, but shall remain obligated to pay to the Corporation all dues, assessment, fees, charges, expense reimbursements and other amounts due for services or benefits coming due during the period of suspension.

Section 9. Termination of Membership

Subject to Article IV, Section 10, of these Bylaws, a Member's Membership shall terminate on occurrence of any of the following events:

(a) The Member's failure to pay dues, fees, fines, assessments, charges, expense reimbursements or other amounts due to the Corporation for services, programs, products or benefits as set by the Executive Board within the period specified by these Bylaws or the Executive Board for payment thereof;

(b) Any event that causes the Member to not meet the criteria for the class of Membership applicable to it, him or her;

(c) An event specified in Article IV, Section 5, of these Bylaws;

(d) The expulsion of such Member from Membership under the "risk management" provisions of the Policies or the Rules and Regulations; or

(e) Upon a Member's death or dissolution.

Section 10. Procedures for Sanction, Suspension or Termination of Membership.

If grounds reasonably appear to exist for sanction, suspension or termination of a Member's Membership under these Bylaws, the following procedure shall be followed:

(a) The Executive Board shall give the Member no less than fifteen (15) days' prior written notice of the proposed sanction, suspension or termination and the reasons therefor. Notice shall be given by any method reasonably calculated to provide actual notice. Notice may be given by U.S. Mail which shall be sent by first-class or registered mail, postage prepaid, by a nationally recognized overnight courier to the Member's last known physical address or by email to the Member's last known email address as shown on the Corporation's records.

(b) The Member shall be given an opportunity to be heard, orally and/or in writing, at least five (5) days before the effective date of the proposed sanction, suspension or termination. The hearing shall be held, or the written statement considered, by the Executive Board to determine whether grounds for such sanction, suspension or termination exist. The Member may be represented by legal counsel in such proceeding.

(c) The Executive Board shall issue a written decision on the proposed sanction, suspension or termination. The decision of the Board shall be final, subject to rights of appeal under the USSF Rules.

(d) Notwithstanding anything in these Bylaws to the contrary, the Executive Board may immediately suspend a Member's rights as a Member if such Member has engaged in conduct that the Executive Board reasonably concludes presents a clear danger to the health or safety of a Youth Player, and thereafter the foregoing applicable procedures in this Section 4.10 shall be followed.

Section 11. Assessments. No assessments of Voting Members shall be levied without the approval by a vote of the holders of 66.67% of the Voting Power at a duly called Meeting.

Assessments of Voting Members must be levied in proportion to the number of Registered Youth Players of each Voting Member as of the date of the approval of such assessment.

Section 12. Exhaustion of Remedies

(a) No Member or Director may invoke the aid of the courts of the United States or any State within the Boundaries in whole or part without first exhausting all available remedies provided by these Bylaws and the USSF Rules.

(b) In the event of a violation of this Article IV, Section 11, the offending party shall be subject to suspension and fines imposed by the Corporation, and shall be liable for all expenses incurred by the Corporation or any of its Directors or its Members in defending each court action, including the following: (i) court costs; (ii) attorney's fees and expenses; (iii) reasonable compensation for time spent by the Directors, the Members, and the employees, volunteers or officials of the Corporation or its Members in responding to and defending against allegations in the action, including responses to discovery and court appearances; (iv) travel expenses; and (v) expenses for holding Meetings necessitated by such court action.

Section 13. Transfer of Membership

No status as a Member or right or obligation arising from Membership may be assigned, hypothecated or otherwise transferred in whole or in part.

ARTICLE V

MEETINGS OF MEMBERS

Section 1. Annual General Meeting. An Annual General Meeting shall be held during each Seasonal Year for the purposes of electing Officers, considering amendments to the Articles, considering amendments to these Bylaws, considering rescission of Policies and/or Rules and Regulations adopted by the Executive Board subsequent to the last occurring Interim Meeting and such other business as may be properly presented to the Voting Members and the Directors for approval pursuant to these Bylaws. The Executive Board shall set the date, time and place of the Annual General Meeting, but at least thirty (30) days' notice of such Meeting shall be given to all Voting Members and Officers as provided in Article V, Section 7, of these Bylaws.

Section 2. Interim Meeting. The Chair shall call an Interim Meeting approximately six (6) months following the conclusion of the most recent Annual General Meeting for the purposes of considering approval of the Annual Budget for its forthcoming fiscal year and considering rescission of Policies and/or Rules and Regulations adopted by the Executive Board subsequent to the most recently occurring Annual General Meeting. At least thirty (30) days' notice of such Meeting shall be given to all Voting Members and Directors as provided in Article V, Section 7, of these Bylaws.

Section 3. Special Meeting. Special Meetings of the Members may be called by (a) the Chair, (b) any two (2) Directors or (c) in a writing submitted by Voting Members holding at least 66.67% of the Voting Power for the purposes of considering the matters specifically stated in such

call that may be properly presented to the Voting Members and Directors under these Bylaws. At least thirty (30) days' notice of such Meeting shall be given to all Voting Members and Directors as provided in Article V, Section 7, of these Bylaws.

Section 4. Quorum. A quorum at any Meeting shall consist of (a) the Chair or the Vice Chair, (b) one-half (1/2) of the remaining members of the Executive Board, and (c) Voting Members holding at least ten percent (10%) of the Voting Power present in person or by proxy.

Section 5. Votes. Each Director shall have one (1) vote on each matter presented at a Meeting; provided, however, that the Chair shall not cast his or her vote except in the case of a tied vote.

Each Voting Member in Good Standing shall have the number of votes on each matter presented at a Meeting calculated as set forth below:

<u>Number of Youth Players Affiliated With The Club And Duly Registered With The Corporation</u>	<u>Allotted Votes</u>
75-750	1
751-2,500	2
2,501-4,500	3
More than 4,500	4

Section 6. Proposals By Voting Members or Directors. Any Voting Member or Director may propose a matter for action at an Annual General Meeting or Interim Meeting by submitting such proposal in writing to the Secretary of the Corporation no more than sixty (60) and no less than forty-five (45) days in advance of the date of such Meeting.

Section 7. Notices of Meetings. The Secretary shall provide the Notice of Meetings required under Article V, Sections 1, 2 or 3, of these Bylaws to all Voting Members and the Directors by U.S. Mail, postage prepaid, or by e-mail or by another reproducible digital communications medium sent to such Voting Member's or Director's last known physical or last known email or other digital medium addressed, as applicable, as shown on the books of the Corporation. The notice shall state the purposes of the Meeting.

Section 8. Manners of Acting. Except as otherwise provided in these Bylaws, a matter other than an election of a Director shall be deemed approved if the number of votes cast by Voting Members and Directors present at the Meeting in person or by proxy in favor of such matter exceeds the number of such votes cast against such matter. A nominee for election as a Director receiving a plurality of the votes cast by Voting Members and Directors present at the Meeting in person or by proxy shall be deemed elected. Rescission of a Policy or any of the Rules and

Regulations adopted by the Executive Board shall require a vote in favor of rescission by the holders of at least 50.1% of the Voting Power.

Section 9. Delegates and Proxies.

(a) A Voting Member shall be represented at a Meeting by the Chair of the Board of Directors of the Voting Members (or its President if there is no Chair of its Board); provided, however, that in the event that the Chair of its Board or its President, as applicable, will be unable to attend such Meeting, the Voting Member may designate a Delegate in a writing signed by the Chair of its Board or its President, as applicable, to represent the Voting Member. Such designation must be delivered to the Secretary in person, by email or by another reproducible digital communication medium at least thirty (30) minutes prior to the noticed time of convening of such Meeting. In the event of a failure by a Voting Member to provide such designation, such Voting Member will not be deemed present nor entitled to cast votes at such Meeting.

(b) A Voting Member may grant a written proxy to another Voting Member or to a Director entitling it, him or her to cast the votes of the Voting Member granting such proxy at a Meeting. Such proxy must be in writing, executed by the Chair of its Board or its President, as applicable, of the Voting Member granting such proxy, and delivered to the Secretary at least twenty-four (24) hours prior to the noticed time of convening of such Meeting. No Voting Member or Director may serve as a proxyholder for more than three (3) Voting Members with respect to any Meeting.

Section 10. Reports. Each Director shall present at the Annual General Meeting a written and/or oral report with respect to the matters within his or her areas of oversight set forth in Article VIII.

Section 11. Annual Budget. The Annual Budget with respect to the forthcoming fiscal year of the Corporation shall be presented to the Voting Members and the Directors for approval at the Interim Meeting.

Section 12. Actions. The Secretary shall cause a statement of the actions taken at each Meeting to be prepared and distributed to the Voting Members and the Directors within thirty (30) days following such Meeting.

ARTICLE VI

MEETINGS OF EXECUTIVE BOARD

Section 1. Annual and Regular Meetings. The annual meeting of the Executive Board shall be held immediately following each Annual General Meeting (or as soon thereafter as is practicable). The Executive Board may by resolution provide for the holding of regular meetings of the Executive Board on specified dates and at specified times. Notice of such regular meetings held at the principal office of the Corporation or by means of communication permitted by the Nonprofit Law, and at the usual scheduled time, shall not be required. If any date for which a regular meeting is scheduled shall be a legal holiday, a notice of a revised meeting date shall be given, with such date being during either the same week in which the regularly scheduled date falls

or during the preceding or following week. Regular meetings of the Executive Board shall be held at such time and place (or in the manner) as may be designated in the notice of the meeting.

Section 2. Special Meetings. Special meetings of the Executive Board may be called by or at the request of the Chair or any two (2) Directors. Such meetings may be held at the time and place (or in the manner) designated in the notice of the meeting.

Section 3. Notice of Meetings. The Secretary or other person or persons giving notice of a regular meeting to be held on a date other than the usual scheduled date or a special meeting shall give notice by any usual means of communication to be sent at least two (2) days before the meeting if notice is sent by means of telephone, telecopy, electronic mail, or personal delivery and at least five (5) days before the meeting if notice is sent by U.S. Mail. Attendance by a member of the Executive Board at, or participation in, a meeting for which notice is required shall constitute a waiver of notice, unless the director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 4. Quorum. A quorum for the transaction of business at a meeting of the Executive Board consists of a majority of the number of the Directors serving at the time of the meeting of the Executive Board.

Section 5. Manner of Acting. Except as otherwise provided in these Bylaws, the act of a majority of the members of the Executive Board in attendance at a meeting at which a quorum is present shall be the act of the Executive Board.

Section 6. Presumption of Assent. A member of the Executive Board who is present at a meeting of the Executive Board at which action on any matter is taken is deemed to have assented to the action taken unless such member objects at the beginning of the meeting (or promptly upon arrival) to holding, or transacting business at, the meeting, such member's dissent or abstention is entered in the minutes of the meeting or such member shall file written notice of his or her dissent or abstention to such action with the presiding officer of the meeting before its adjournment or with the Corporation immediately after adjournment of the meeting. The right of dissent or abstention shall not apply to a member of the Executive Board who voted in favor of such action.

Section 7. Action Without Meeting. Unless otherwise provided in the Articles, action required or permitted to be taken at a meeting of the Executive 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 (1) 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. Action taken without a meeting is effective when the last Director signs the consent, unless the consent specifies a different effective date. Such consent to action taken without a meeting may be in electronic form and delivered by electronic means.

Section 8. Meeting by Communications Device. The Executive Board may permit any or all of its members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may simultaneously

hear each other during the meeting. A member of the Executive Board participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE VII

EXECUTIVE BOARD COMMITTEES

Section 1. Election and Powers. The following shall be the standing committees of the Executive Board: (a) Membership Committee; (b) Discipline and Appeals Committee; (c) Strategic Planning Committee; and, (d) Finance Committee. The Executive Director shall serve as an ex officio, nonvoting member of each such Committee. Additional committees of the Executive Board may be established by the Executive Board. To the extent specified by the Executive Board, each committee of the Board shall have and may exercise the powers of the Executive Board in the management of the business and affairs of the Corporation, except that no such committee shall have authority to do the following:

- (i) Authorize distributions (as defined in the Nonprofit Law);
- (ii) Approve any action required to be approved by the Voting Members and the Directors under these Bylaws;
- (iii) Elect, appoint or remove a member of the Executive Board or fill vacancies on the Executive Board or any of its committees;
- (iv) Amend the Articles or these Bylaws; or;
- (v) Recommend to Members or approve the dissolution or merger of the Corporation or the sale, pledge or transfer of all or substantially of the Corporation's asset.

Section 2. Membership Committee. The Membership Committee shall be composed of two (2) Directors, and a representative of one (1) Voting Member appointed by the Chair and one (1) member of the staff of the Corporation appointed by the Chair, and shall review each application for admission as a Voting Member applying the criteria set forth in Article IV. Section 6, of these Bylaws and make a report with respect to its review of such application to the Executive Board. The Chair of the Membership Committee shall be appointed by the Chair.

Section 3. Discipline and Appeals Committee. The Discipline and Appeals Committee shall be composed of the Director-Competitive and additionally such other persons as may be appointed to the Committee by the Chair. The Committee shall oversee the policies and procedures governing the assessment of disciplinary penalties, including suspensions, fines, penalties and prohibitions upon participation, against Associate Members resulting from violations of rules of play, the Policies and the Rules and Regulations. The Director-Competitive shall be Chair of the Committee.

Section 4. Strategic Planning Committee. The Strategic Planning Committee shall be composed of the Director-At Large and additionally two (2) other Directors and four ex officio members (who may be any combination of the Chairs of the Board of Directors and Presidents of

Voting Members, the Executive Director and members of the Corporation's staff) appointed to the Committee by the Chair. The Director-At Large shall be the Chair of the Committee.

Section 5. Finance Committee. The Finance Committee shall be composed of the Treasurer and additionally two (2) other Directors appointed to the Committee by the Chair. The Executive Director shall serve as an ex officio, non-voting member of the Committee. The Committee shall consider the Corporation's current financial results and the Corporation's projected financial results in future fiscal years, shall collaborate with the Strategic Planning Committee on relevant, and shall undertake such other duties as may be assigned by the Chair. The Treasurer shall be the Chair of the Finance Committee.

Section 6. Removal; Vacancies. Any member of a committee may be removed by the Chair or the Executive Board at any time with or without cause, and vacancies in the membership of a committee by means of death, resignation, removal or disqualification shall be filled by the Chair.

Section 7. Meetings. The provisions of Article VI of these Bylaws governing meetings of the Executive Board, action without meeting, notice, waiver of notice and quorum and voting requirements shall apply to the committees of the Executive Board and their members.

Section 8. Minutes. Each committee shall keep minutes of its proceedings and shall report thereon to the Executive Board at or before the next meeting of the Executive Board.

ARTICLE VIII

LEVELS AND TYPES OF PLAY; COUNCILS

Section 1. Levels of Play. The levels and types of play that are or may be administered and sponsored by the Corporation are as follows:

(a) Recreation. This level of play shall have the following characteristics: (i) the use of tryouts, recruiting and any like action to roster Youth Players selectively to a Team based on athletic ability or soccer skills is prohibited; (ii) any and all Youth seeking to participate in this level of play (subject to reasonable Registration requirements) are accepted for participation by the relevant Voting Member (to the extent it offers this level of play); (iii) a rostering system is employed by the relevant Voting Member in order to create a fair and balanced distribution of playing talent among its recreation level Teams within applicable age groups; and, the relevant Voting Member's rules require each Youth Player on a recreation level Team to play approximately an equal amount of time in each match except for reasons of injury, illness or discipline.

(b) Competitive Level. There may be multiple levels of play within the competitive level of play based upon athletic ability, soccer skills and other relevant criteria. These levels of play shall have the following characteristics: (i) the use of tryouts and recruiting of recreation level Youth Players to roster Youth Players selectively based on athletic ability, soccer skills and other relevant criteria is permitted; (ii) any and all Youth seeking to participate in these levels are permitted to seek selection (subject to reasonable Registration requirements); and (iii) the Policies

and the Rules and Regulations regarding Team rostering are followed by the applicable Voting Member.

Section 2. Additional Types of Play. The Corporation may establish additional levels and/or types of play administered and sponsored by the Corporation.

Section 3. NCYSA Youth Soccer Academy. The NCYSA Youth Soccer Academy is a type of play employing playing pool participation of ability based playing groups designed as an alternative to win at all costs mentality of team-based competitive play.

Section 4. TOP Soccer. TOP Soccer is a community-based training and team placement program for Youth players with disabilities.

Section 5. Regional Leagues and National Leagues. The Corporation shall administer and sponsor Teams of Voting Members participating in USYS Regional and National Leagues.

Section 6. Olympic Development Program. The Corporation shall establish, administer and sponsor Olympic Development Program Teams.

Section 7. Recreation Council. The Director-Recreation shall serve as Chair of the Recreation Council. The members of the Recreation Council shall be composed of the Director-Recreation and those persons appointed to the Recreation Council by the Chair. The Recreation Council shall make recommendations to the Executive Board with respect to the Policies and the Rules and Regulations applicable to the recreation level of play.

Section 8. Competitive Council. The Director-Competition shall serve as Chair of the Competitive Council. The members of the Competitive Council shall be composed of the Director-Competition and those persons appointed to the Competitive Council by the Chair. The Competitive Council shall make recommendations to the Executive Board with respect to the Policies and the Rules and Regulations applicable to the competitive levels of play.

Section 9. State Select/Olympic Development Program Council. The Director-Player and Coaching Development shall serve as Chair of the State Select/Olympic Development Program Council. The members of the State Select/Olympic Development Program Council shall be the Director-Player and Coaching Development and those persons appointed to the State Select/Olympic Development Program Council by the Chair. The State Select/Olympic Development Program Council shall make recommendations to the Executive Board with respect to the Policies and the Rules and Regulations applicable to the State Select program and the Olympic Development program.

Section 10. Soccer Academy Council. The Director-Player and Coaching Development shall serve as Chair of the Soccer Academy Council. The members of the Soccer Academy Council shall be the Director-Player and Coaching Development and those persons appointed to the Soccer Academy Council by the Chair. The Academy Council shall make recommendations to the Executive Board with respect to the Soccer Academy program.

ARTICLE IX

DIRECTORS; OFFICERS

Section 1. Titles. The Directors of the Corporation shall be composed of a Chair (who shall also serve as the President of the Corporation), a Vice Chair, a Secretary, a Treasurer, a Director-Recreation, a Director-Competitive, a Director-Player and Coaching Development, a Director-Tournaments and Travel, and Director-At Large. The Chair, Secretary and Treasurer shall have the authority and perform the duties of officers as set forth in the Articles, these Bylaws and the Nonprofit Law.

Section 2. Election; Qualification. Each Director shall be elected by the Voting Members and the Directors at an Annual General Meeting for a two (2) year term or until his or her successor is duly elected. The Chair, Secretary, Director-Tournaments, the Director-Competitive and the Director-Player and Coaching Development shall be elected in odd calendar years, and the remaining Directors shall be elected in even calendar years. No person who is an executive officer or a member of the governing body (e.g. a director, manager or trustee) of a Voting Member may simultaneously serve as a Director.

Section 3. Removal. Any Director may be removed for “cause” (as interpreted under the Nonprofit Law) by a vote of the holders of 66.67% of the Voting Power at a duly called Meeting.

Section 4. Vacancies. Vacancies among the Directors may be filled by a vote of the Executive Board or by a vote of a plurality of the votes cast by the Voting Members and the Directors at an Annual General Meeting or Interim Meeting; provided, however, that a Director elected by the Executive Board to fill a vacancy shall serve only until the next Annual General Meeting at which time he or she, or another nominee, shall stand for election to such position.

Section 5. Chair. The Chair shall have overall responsibility and authority for administering the affairs of the Corporation. The Chair shall exercise all of the powers customarily exercised by a chief executive officer of any nonprofit corporation by whatever name called unless expressly limited by the Executive Board. The Chair shall preside at all Meetings and all meetings of the Executive Board; be the representative of the Corporation to the USSF, the National Youth Council and the USYSA, which duty may be delegated; except as otherwise provided in these Bylaws, appoint all standing, special, or select committees and chairs thereof; preside at all hearings; appoint the SYRA; appoint the State Registrar; serve as a member of the NC Soccer Hall of Fame Board of Directors; and serve as an ex officio member of all committees of the Corporation. The Chair shall also have such other powers and perform such other duties as the Executive Board shall designate or as may be provided by applicable law or elsewhere in these Bylaws.

Section 6. Vice Chair. The Vice Chair shall exercise the powers of the Chair during the Chair's absence or inability to act or in the event of a vacancy in the office of President. The Vice Chair shall exercise oversight of the Corporation's operations and personnel. The Vice Chair shall also have such other powers and perform such other duties as may be assigned by the Executive Board.

Section 7. Treasurer. The Treasurer shall oversee the keeping of full and accurate accounts of receipts and disbursements of the Corporation; oversee the Corporation's financial activities in comparison to the Annual Budget; prepare, the Annual Budget; preside as Chair of the Finance Committee; with the personnel of the Corporation, prepare the Corporation's proposed budget for each fiscal year (the "Annual Budget"); and submit a financial statement for the prior fiscal year to the Voting Members and Directors thirty (30) days in advance of each Annual General Meeting. The Treasurer shall have such powers and perform such duties as may be assigned by the Executive Board.

Section 8. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all Meetings and all meetings of the Executive Board, and shall give all notices required by law and by these Bylaws. The Secretary shall have general charge of the corporate books and records and shall have the responsibility and authority to maintain and authenticate such books and records. The Secretary shall have general charge of the corporate seal and shall affix the corporate seal to any lawfully executed instrument requiring it. The Secretary maintain records of each Member of the Corporation, showing the name and address of each Member. The Secretary shall sign such instruments as may require the signature of the Secretary, and in general shall perform the duties incident to the office of Secretary and have such other powers and perform such other duties as may be assigned by the Executive Board.

Section 9. Director-Recreation. The Vice President of Recreation shall (a) provide oversight, and serve as liaison to the Executive Board, on all matters of the Corporation with regard to the playing of the game of soccer within the Boundaries as it pertains to recreation level of soccer, except where otherwise specifically provided for in these Bylaws; and (b) serve as Chair of the Recreation Council.

Section 10. Director-Competitive. The Director-Competitive shall (a) provide oversight, and serve as liaison to the Executive Board, on all matters of the Corporation with regard to the playing of the game of soccer within the Boundaries as it pertains to competitive levels of soccer, except where otherwise specifically provided in these Bylaws; (b) serve as Chair of the Competitive Council; and (c) serve as Chair of the Discipline and Appeals Committee.

Section 11. Director-Player and Coaching Development. The Vice President of Player and Coaching Development shall (a) serve as Chair of the Soccer Academy Council; (b) serve as Chair of the State Select/Olympic Development Program Council; (c) provide oversight, and serve as liaison to the Executive Board, on all matters of the Corporation with regard to the playing of the game of soccer within the Boundaries as it pertains to State Select/Olympic Development Program soccer and the Soccer Academy program; except where otherwise specifically provided for in these Bylaws; (d) collaborate with the NCYSA Technical Director and Assistant Technical Director in coordination with the Executive Director; and (e) collaborate with the Coaching Education Program and in the selection and training of instructors.

Section 12. Director-Tournaments. The Director-Tournaments shall (a) provide oversight, and serve as liaison to the Executive Board, on all matters relating to the sponsored tournaments of the Corporation, the State Cup Series and Festivals; (b) appoint Cup Series Directors (one for each level of play); and (c) sanction inter-association and inter-state tournaments/friendlies played within the Boundaries.

Section 13. Director-At Large. The Director-At Large shall (a) serve as a liaison between the Members and the Executive Board; (b) serve as Chair of the Strategic Planning Committee; and (c) provide oversight of, and serve as liaison to the Executive Board with respect to, the Corporation's Risk Management program.

Section 14. Voting of Stock. Unless otherwise ordered by the Executive Board, each of the Chair and the Vice Chair shall have full power and authority on behalf of the Corporation to attend, act and vote at meetings of the shareholders of any corporation in which the Corporation may hold stock, and at such meetings shall possess and may exercise any and all rights and powers incident to the ownership of such stock and which, as the owner, the Corporation might have possessed and exercised if present. The Executive Board may by resolution from time to time confer such power and authority upon any other person or persons.

ARTICLE X

INDEMNIFICATION

Section 1. Indemnification Provisions. Any person who at any time serves or has served as an Officer of the Corporation or of any subsidiary of the Corporation, or as an officer, director, manager, employee or agents thereof at the request of the Corporation for any other foreign or domestic corporation, limited liability company, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under any employee benefit plan of the Corporation or of any subsidiary thereof (a "Claimant"), shall have the right to be indemnified and held harmless by the Corporation to the fullest extent from time to time permitted by law against all liabilities and litigation expenses (as hereinafter defined) in the event a claim shall be made or threatened against that person in, or that person is made or threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Corporation, including all appeals therefrom (a "proceeding"), arising out of that person's status as such or that person's activities in any such capacity; provided, however, that such indemnification shall not be available with respect to (a) that portion of any liabilities or litigation expenses with respect to which the Claimant is entitled to receive payment under any insurance policy or (b) any liabilities or litigation expenses incurred on account of any of the Claimant's activities which were at the time taken known or believed by the Claimant to be clearly in conflict with the best interests of the Corporation.

Section 2. Definitions. As used in this Article X, (a) "liabilities" shall include, without limitation, (1) payments to satisfaction of any judgment, money decree, excise tax, fine or penalty for which Claimant had become liable in any proceeding and (2) payments in settlement of any such proceeding subject, however, to Section 3 of this Article X; (b) "litigation expenses" shall include, without limitation, (1) reasonable costs and expenses and attorneys' fees and expenses

actually incurred by the Claimant in connection with any proceeding and (2) reasonable costs and expenses and attorneys' fees and expenses in connection with the enforcement of rights to the indemnification granted hereby or by applicable law, if such enforcement is successful in whole or in part; and (c) "disinterested Officer" shall mean Officers who are not party to the proceeding in question.

Section 3. Settlements. The Corporation shall not be liable to indemnify the Claimant for any amounts paid in settlement of any proceeding effected without the Corporation's written consent. The Corporation will not unreasonably withhold its consent to any proposed settlement.

Section 4. Litigation Expense Advances.

(a) Except as provided in subsection (b) below, any litigation expenses shall be advanced to any Claimant within thirty (30) days of receipt by the Secretary of the Corporation of a demand therefor, together with an undertaking by or on behalf of the Claimant to repay to the Corporation such amount unless it is ultimately determined that the Claimant is entitled to be indemnified by the Corporation against such expenses. The Secretary shall promptly forward notice of the demand and undertaking immediately to all Officers of the Corporation.

(b) Within ten (10) days after mailing of notice to the Officers pursuant subsection (a) above, any disinterested Officer may, if desired, call a meeting of disinterested Officers to review the reasonableness of the expenses so requested. No advance shall be made if a majority of the disinterested Officers affirmatively determines that the item of expense is unreasonable in amount; but if the disinterested Officers determine that a portion of the expense item is reasonable, the Corporation shall advance such portion.

Section 5. Approval of Indemnification Payments. Except as provided in Section 4 of this Article X, the Executive Board shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by Section 1 of this Article X, including, without limitation, making a good faith evaluation of the manner in which the Claimant acted and of the reasonable amount of indemnity due the Claimant. In taking any such action, any Claimant who is an Officer shall not be entitled to vote on any matter concerning such Claimant's right to indemnification.

Section 6. Suits by Claimant. No Claimant shall be entitled to bring suit against the Corporation to enforce his, her or its rights under this Article X until sixty (60) days after a written claim has been received by the Corporation, together with any undertaking to repay as required by Section 4 of this Article X. It shall be a defense to any such action that the Claimant's liabilities or litigation expenses were incurred on account of activities described in clause (b) of Section 1 of this Article X, but the burden of proving this defense shall be on the Corporation. Neither the failure of the Corporation to have made a determination prior to the commencement of the action to the effect that indemnification of the Claimant is proper in the circumstances, nor an actual determination by the Corporation that the Claimant had not met the standard of conduct described in clause (b) of Section 1 of this Article X, shall be a defense to the action or create a presumption that the Claimant has not met the applicable standard of conduct.

Section 7. Consideration; Personal Representatives and Other Remedies. Any person who, during such time as this Article X or corresponding provisions of predecessor Bylaws is or has been in effect, serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing so or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein or therein. The right of indemnification provided herein or therein shall inure to the benefit of the legal representatives of any person who qualifies or would qualify as a Claimant hereunder, and the right shall not be exclusive of any other rights to which the person or legal representative may be entitled apart from this Article.

Section 8. Scope of Indemnification Rights. Except as otherwise set forth in these Bylaws, or as otherwise required by law, the rights granted herein shall not be limited by the provisions of the Nonprofit Law.

Section 9. Extension of Indemnification Rights to Additional Employees. The Executive Board may, from time to time as it deems appropriate, extend the indemnification rights provided by this Article X on terms consistent with this Article X to any person other than an Officer who serves or who has served as an employee or agent of the Corporation or of any subsidiary of the Corporation, or as an officer, director, manager, employee or agent at the request of the Corporation for any other foreign or domestic corporation, limited liability company, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under any employee benefit plan of the Corporation or of any subsidiary thereof.

ARTICLE XI

EMERGENCY BYLAWS

Section 1. Effectiveness. Notwithstanding any other provisions of these Bylaws or the Articles, the emergency Bylaws provided in this Article XI shall be effective during any emergency resulting from a military or terrorist attack on the United States or on a locality in which the Corporation conducts its principal business or customarily holds meetings of its Executive Board or its Members, or during any nuclear or atomic disaster, or during the existence of any other catastrophic event or similar emergency, as a result of which a quorum of the Executive Board, cannot readily be assembled for action. To the extent not inconsistent with the provisions of the emergency Bylaws in this Article XI, the provisions of the regular Bylaws shall remain in effect during such emergency. Upon termination of the emergency, the emergency Bylaws in this Article XI shall cease to be effective.

Section 2. Executive Board Meetings. During any such emergency, a meeting of the Executive Board may be called by any Director. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the Directors as it may be feasible to reach at the time by any available means of communication, including publication, television or radio. Such advance notice shall be given as, in the judgment of the person calling the meeting, circumstances permit. At any such meeting of the Executive Board, a quorum shall consist of a majority of the number of Directors prescribed at the time of the meeting by the Executive Board; provided, however, that if no such number is prescribed, a majority of the Directors shall constitute

a quorum. The Executive Board may take any action at any such meeting which it deems necessary for managing the Corporation during the emergency.

Section 3. Principal Office. During the emergency, the Executive Board may change the principal office of the Corporation or designate several alternative principal officers, or authorize the officers to do so, which change or designation shall last for the duration of the emergency.

Section 4. Specific Powers. Without limiting the generality of the foregoing, the Executive Board, acting pursuant to Section 2 of this Article XI, is authorized to make all necessary determinations of fact regarding the extent and severity of the emergency and the availability of members of the Executive Board; to designate and replace officers, agents and employees of the Corporation and otherwise provide for continuity of management; and to adopt rules of procedure and fill vacancies on the Executive Board.

Section 5. Nonexclusive Powers. The emergency powers provided in this Article XI shall be in addition to any powers provided by law.

ARTICLE XII

EXCLUSIVE FORUM

Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any Director or employee of the Corporation to the Corporation or the Corporation's Members, (iii) any action asserting a claim against the Corporation or any Director or employee of the Corporation arising pursuant to any provision of the Nonprofit Law, the Articles or these Bylaws (as any of the foregoing may be amended from time to time), or (iv) any action asserting a claim against the Corporation or any Director or employee of the Corporation governed by the internal affairs doctrine shall be a North Carolina state court located within Guilford County, North Carolina (or, if no North Carolina state court located within the State of North Carolina has jurisdiction, the United States District Court for the Middle District of North Carolina).

ARTICLE XIII

GENERAL PROVISIONS

Section 1. Seal. The seal of the Corporation, if the Executive Board determines to adopt one, shall be in the form approved by the Executive Board.

Section 2. Waiver of Notice. Whenever notice is required to be given to a Member, Director or other person under the provisions of these Bylaws, the Articles or applicable law, a waiver in writing signed by the person or persons entitled to the notice, whether before or after the date and time stated in the notice, and delivered to the Corporation shall be equivalent to giving the notice.

Section 3. Checks. All checks, drafts or orders for the payment of money shall be signed by the Chair, the Vice Chair, the Treasurer or other individuals that the Executive Board may from time to time designate.

Section 4. Bond. The Executive Board may by resolution require any or all Directors, agents and employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required

Section 5. Fiscal Year. The fiscal year of the Corporation shall be the period beginning July 1st and ending on June 30th of the following calendar year.

Section 6. Amendments. Notwithstanding anything herein to the contrary, the Corporation's Voting Members and Directors may amend or repeal any one or more of these Bylaws by a vote of the holders of at least 50.1% of the Voting Power.

(a) The Executive Board may not amend or repeal these Bylaws to the extent provided in the Articles or the Nonprofit Law, and may not amend or repeal a Bylaw adopted by a vote of the Voting Members and Directors.

THIS IS TO CERTIFY that the above Amended and Restated Bylaws of the Corporation, were duly adopted by the action of the Voting Members and the Officers taken at a meeting held on _____, 2023.

This the ____ day of _____, 2023.

Secretary