

Legacy United Soccer Club

Bylaws

ARTICLE I.

Purposes and Limitations

Section 1. General Purposes. The objectives of this corporation shall be:

- (a) to promote soccer as a sport; to organize soccer teams within the club by sex and age through a tryout process, coaching selection and retention and with various written policies; to provide training in the sport of soccer both for youth and adults; and to receive gifts or donations to promote the health, welfare and recreation of the general public through the sport of soccer.
- (b) LUSC may be affiliated with various entities involved in the organization and promotion of soccer, including but not limited to: Central Coast Soccer League (CCSL), Cal South (CSYSA), United States Youth Soccer Association (USYSA), U.S. Club Soccer (USCS) and the Federation International de Football Association (FIFA). Through these affiliations, LUSC will be an officially sanctioned youth soccer program for the North County of San Luis Obispo County, California.

Section 2. Limitations. This corporation is a non-profit public benefit corporation and is not organized for private gain of any person. It is organized under the Non-profit Public Benefit Corporation law for charitable purposes. The corporation is organized exclusively for such purposes and shall satisfy the requirements of:

- (c) Section 501 (c)(3) of the Internal Revenue Code of the United States;
- (d) Section 23702 (d) of the California Revenue and Taxation Code; and
- (e) Section 214 of the California Revenue and Taxation Code

In particular, no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer, or private person; no substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; and the corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office. The property of the corporation is irrevocably dedicated to the above-stated purposes. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated for the specific and primary purpose set forth hereinabove and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code and Section 23701 (d) of the California Revenue and Taxation Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office, upon petition therefore by Attorney General or by person concerned in the liquidation, in proceeding to which the Attorney General is a party.

ARTICLE II

Offices

- Section 1.** **Principal Office.** The principal office of the corporation is hereby located in care of Joe Mello, 8695 San Rafael Road, in the City of Atascadero, County of San Luis Obispo, and State of California.
- Section 2.** **Other offices.** The corporation may have such other offices, either within or without the State of California, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Article III Membership

There shall be no voting "members" of the corporation and all voting and other rights ordinarily vested in a corporate membership shall be vested in the Board of Directors in accordance with the California Non-profit Public Benefit Corporation Law. Non-voting youth and other club memberships may be created, granting privileges and subject to terms and conditions as specified by the Board of Directors.

Section 1 Members are defined as parents or guardians of players in good standing, current LUSC volunteers, LUSC players in good standing, LUSC coaches and assistant coaches, and official or officer of LUSC.

Section 2 Classification of Members

- a. **Voting members** shall be the members of Board of Directors
- b. **Non-voting members** are any persons who actively participate in the activities of LUSC as defined above that are not members of the Board of Directors.

Section 3 Removal of a Member: Should the Board of Directors find the conduct of any member, whether player, parent, coach, assistant coach, official or officer, detrimental to the best interests of LUSC or the interest of soccer, the Board of Directors may take such actions as they deem reasonable, applicable, and appropriate. This would include, but not be limited to, suspension from or removal from LUSC. Such action would require the vote of a majority of the Board of Directors at the time in office.

ARTICLE IV

Board of Directors

Section 1. Powers. Subject to limitations imposed by law or the Articles of Incorporation, the affairs of the corporation shall be managed, and all corporate powers of the corporation shall be exercised, by the Board of Directors (hereinafter referred to also as "the Board.") Such powers shall include, but shall not be limited to, the powers to establish the policies of the corporation, have general control of all the officers and committees, and to approve all financial transactions. The Board may delegate the management of the activities of the corporation to any person or persons, Management Company, or committee however

composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under ultimate direction of the Board.

- Section 2. Number of Directors. The authorized number of directors at any time shall not be more than thirty (30) and not less than **eight (5)**, however, if there is less than five qualified directors, the corporation shall operate with the then elected directors until the minimum has been reached. The exact number of authorized directors shall be fixed, within the limits specified by act of the Board.
- Section 3. Compensation; Limitation on Eligibility. No director may receive compensation for services as a director. No more that forty-nine percent (49%) of the persons serving on the Board may be interested persons. An "interested person" is any person:
- (a) Compensated by the corporation for services rendered to the corporation within the preceding twelve (12) months; or
 - (b) Related, to such a compensated person as brother, sister, ancestor, descendent, spouse, brother-in-law or daughter-in-law.
- Section 4. Election and Term of Office. Directors shall be elected by the Members at duly held annual meeting of the Board at which a quorum is present.
- Section 5. The Board shall be composed of a minimum of five generally elected Officers and a representative of each team in existence as of the Annual General Meeting.
- Section 6. Each team in existence as of the Annual General Meeting will elect or appoint a representative to serve on the Board until the next Annual General Meeting or the disbanding of that team, whichever event happens first. Each Team Representative is responsible for communications from the team to the Board (expressing each team's unique needs and concerns) and communicating overall needs and concerns of LUSC to their respective team as promulgated by the Board. The goal of having Team Representatives is to foster open lines of communications with all Members and encourage participation and involvement in LUSC.
- Section 7. The Officers of LUSC shall be elected on even or odd years as follows:
- | | |
|--|------|
| A. President | odd |
| B. Vice President | even |
| C. Secretary | odd |
| D. Treasurer | even |
| E. Director of Fields/Equipment/Safety | odd |
- Section 8. All Officers shall be elected through secret ballot by the membership at the Annual General Meeting by a majority vote of the Members in attendance. All Officers shall serve for a term of two (2) years. Officers may be reelected after their initial two-year term is up, but may not hold the same position for more than three consecutive terms. The term of office shall begin at the meeting held immediately after the Annual General meeting. No person shall hold more than one office.

Vacancies in the Board, whether arising by way of death or incapacity, resignation, or removal of an existing director, or by failure to elect the full authorized number of directors, or by an increase in the authorized number of directors, or for any other cause, may be filled by election by the Board at a duly held meeting at which either a quorum or a majority of the directors then in office is present.

Each director so elected shall hold office until the end of his or her term and until his or her successor is elected, or until he or she resigns or is removed from the board. A director may succeed himself or herself in office.

Section 9. **Removal.** Except as otherwise provided by law, a director may be removed from office, with or without cause, only by resolution of the Board approved by majority of the number of directors then in office, at a duly annual or special meeting at which a quorum is present.

Section 10. **Resignation.** Any director may resign at any time by giving written notice to the President or Vice President and, if the resigning director is the only director, to the Attorney General. Any such resignation shall take effect on the date of receipt of such notice or at any permissible later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11. **Regular Meetings.** Regular meetings of the Board shall be held, without the necessity of notice, at any regularly scheduled time each quarter as designated by the Board and duly set forth in minutes of a meeting where a quorum is present, or at such other time as the President may set by giving notice thereof. The "annual meeting" shall be such regular meeting to be designated by the Board when most members of the board are available.

Section 12. **Special Meetings.** Special meetings of the Board, for any purpose or purposes, may be called at any time by the President, the Executive Director, if any, or any three (3) directors.

Section 13. **Place of Meetings.** Meetings of the Board may be held at any place designated from time to time by act of the Board. In absence of such designation, meetings shall be held at the principal office of the corporation.

Section 14. **Notice of Meetings.** Notice of the time and place of each meeting of the Board for which notice is or must be given to each director by one of the following methods:

- (a) By personal delivery or written notice;
- (b) By first-class mail, postage paid;
- (c) By telephone communication, either directly to the Director or to a person who would reasonably be expected to communicate such notice promptly to the director; or
- (d) By electronic mail.

All such notices shall be sent to the director's address or given at the director's telephone number as shown on the records of the corporation. Notices sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or e-mail shall be delivered, telephoned or telegraphed at least forty-eight (48) hours before the time set for the meeting. The notice need not state the purpose of the meeting.

Section 15. **Waiver of Requirements.** The transaction of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though the meeting had been regularly called, noticed and held, if (i) either before or after the meeting, each of the directors not present at the meeting signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes, which waiver, consent or approval is filed with the corporate records or made a part of the minutes of the meeting, and (ii) each director who attends the meeting either signs such a waiver consent, or approval, or fails to protest, before or at the commencement of the meeting, the impropriety in notice, location, or call thereof.

Section 16. **Meetings by Telephone.** Directors may participate in and thereby "attend" any meeting of the Board through the use of conference telephone or similar communications equipment, so long as all the directors participating in such meeting can hear one another.

Section 17. **Email Voting Guidelines**

All board members of LUSC are authorized to conduct any or all of their voting by electronic mail so long as the voting process adheres to the Board of Directors guidelines (attached hereto), and to the guidelines voted by the Board on March 31, 2008.

Section 18. **Quorum.** The smallest number which is (a) not less than one-half (1/2) of the number of directors then serving, or (b) eight (5) directors, shall constitute a quorum of the Board.

Section 19. **Acts of the Board.** Except as otherwise provided in the Articles of Incorporation, these Bylaws, or the law, the following are the only valid exercises of the corporate authority vested in the Board.

(a) **(Basic Rule)** Every Act, resolution, or decision approved by a majority of the directors present at a duly held meeting of the Board at which a quorum is present; and

(b) **(Majority of Quorum Rule)** Every act, resolution, or decision approved by at least a majority of a quorum at a duly held meeting at which a quorum is initially present, but as to which the withdrawal of directors therefore reduces the number present below a quorum.

Section 20. **Adjourned Meetings.** A meeting duly called, notices, and held, may be adjourned to another time or place by resolution approved by majority of the directors present whether or not a quorum is present. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than forty-eight (48) hours, in which case notice of the time and place shall be given to the directors who were not present at the time of the adjournment.

Section 21. **Action without Meeting.** Any action required or permitted to be taken may be taken without a meeting if a quorum of the members of the Board of Directors shall individually or collectively consent in writing to such action. Any such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force as a vote of such directors.

ARTICLE V

Committees

- Section 1. **Regular Committees.** The Board of Directors, by resolution adopted by a majority of the authorized number of directors, may designate Regular Committees, each consisting of one or more directors to serve at the pleasure of the Board of Directors. The Board of Directors may designate one or more directors as alternate members of any such committee, who may replace any absent member at any meeting of such committee. Any such committee shall have all the authority of the Board of Directors except such authority as may not be delegated by the provisions of the General Corporation Law.
- Section 2. **Executive Committee.** The board may elect an executive committee, the number of which to be at the discretion of the Board of Directors, and the exact qualifications of such executive committee shall be at the discretion of the Board, and all such qualification, terms, duties, and obligations shall be set out in regular minutes of a meeting of the Board, duly resolved by the Board.
- Section 3. **Other Committees.** The Board may elect other committees or advisory boards are deemed appropriate. All such committees shall report their actions and recommendations to the party establishing the committee. Such other committees may not exercise the authority of the Board.

ARTICLE VI

Officers of the Corporation

The duties of the Officers shall be as follows:

- Section 1. The President shall have the ultimate responsibility and authority to conduct the business of LUSC within the framework of these by-laws. The President shall:
1. Preside at all LUSC meetings, including general membership meetings.
 2. Appoint any special committees which the BOD deem necessary to carry out the functions LUSC.
 3. Be the liaison person with the CCSL and CSYSA.
 4. Be responsible for the promotional activities of the club.
 5. Be responsible for the awards presentations and other special events designated by the BOD
 6. The President is a signatory on LUSC bank accounts.
- Section 2. The Vice President shall act as the liaison to CCSL and CSYSA should the President not be able to fulfill his/her duties. The VP shall act in the absence of the President with the same authority, shall coordinate with CCSL on league schedule, and shall perform other duties as assigned by the Board of Directors. The VP is also a signatory on LUSC accounts if the President is not available for signature.

Section 3. The Secretary shall be responsible for all communications, both internal and external, and shall keep the official records of LUSC, including minutes of all meetings. The Secretary shall be responsible for coordinating communication with the Officers and the Team Representatives between BoD meetings. The Secretary is a signatory on LUSC bank accounts.

Section 4. The Treasurer shall keep an accurate account of all financial transactions authorized by the BOD. The Treasurer shall insure payment of all bills authorized by the BOD. The Treasurer shall:

1. Provide a treasurer's report at each regular and general membership meeting.
2. Prepare and promulgate a budget at least sixty (60) days prior to the start of each league season.
3. Deposit all funds in an accredited banking institution and make all disbursements by check. No petty cash shall be allowed.
4. The Treasurer shall make available for audit the financial records of LUSC at the end of each fiscal year. (June 30)

Section 5. The Director of Fields shall ensure the club has safe home fields and equipment for training, league and tournament play.

Section 6. Removal and resignation. Any officer, employee or agent of the corporation may be removed by the Board, either with or without cause. Any officer or agent of the corporation may resign at any time by giving written notice to the Board or to the President, or the Secretary of the corporation. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled by the Board and each officer appointed to fill a vacancy shall serve for the unexpired term of such officer's predecessor and until such officer's successor is appointed, or until such officer resigns or is removed or ceases to be eligible to serve.

ARTICLE VII

Responsibilities of Management

Section 1. General Standard of Conduct for Directors. Except as otherwise provided by law:

- (a) A director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
- (b) In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (1) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
- (2) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (3) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 2. Self-Dealing Transactions.

- (a) Except as provided in subsection (b), for the purpose of this section, a self-dealing transaction means a transaction to which the corporation is a party and in which one or more of its directors has material financial interest. Such a director is an "interested director" for the purpose of this section
- (b) The provisions of this section do not apply to any of the following:
 - (1) An action of the Board fixing the compensation of a director as a director or officer of the corporation.
 - (2) A transaction which is part of a public or charitable program of the corporation if it: (i) is approved or authorized by the corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the public or charitable program.
 - (3) A transaction, of which the interested director or directors have no actual knowledge, and which does not exceed the lesser of one percent of the gross receipts of the corporation for the preceding fiscal year or one hundred thousand dollars (\$100,000.00).
- (c) The corporation shall not enter into a self-dealing transaction unless either:
 - (1) (A) The transaction is for the benefit of the corporation;
 - (B) The transaction is fair and reasonable as to the corporation;
 - (C) Prior to consummating the transaction or any part thereof the Board authorizes or approved the transaction in good faith by a vote of a majority of the directors then in office without counting the vote of the interested director or directors, and with knowledge of the material facts concerning the transaction and the director's or directors' interest in the transaction.

Except as provided in paragraph (2) of this subsection, action by a committee of the Board shall not satisfy this paragraph; and

(D) Prior to authorizing or approving the transaction the board consider and in good faith determine after reasonable investigation under the circumstances that the corporation cannot obtain a more advantageous arrangement with reasonable effort under the circumstances or the corporation in fact cannot obtain a more advantageous arrangement with reasonable effort under the circumstances; or

(2) (A) A committee or person authorized by the Board approved the transaction in a manner consistent with the standards set forth in paragraph (1) of this subsection;

(B) It is not reasonably practicable to obtain approval of the Board prior to entering into the transaction; and

(C) The Board, after determining in good faith that the conditions of subparagraphs (A) and (B) of this paragraph have been satisfied, ratifies the transaction at its next meeting by a vote of the majority of the directors then in office without counting the vote of the interested director or directors.

(d) At a meeting of the Board or committee of the Board which authorizes, approves or ratified a contract or transaction, a quorum shall be required to act, but interested directors may be counted in determining the presence of the quorum.

Section 3. Interlocking Directorates.

(a) Neither the Board nor a committee thereof shall authorize, approve, or ratify any contract or other transaction with another domestic or foreign corporation, firm or association of which one or more directors are also directors of this corporation unless:

- (1) The material facts as to the transaction as to such director's other directorship are fully disclosed or known to the Board or Committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director or directors may be counted in determining whether a quorum is present; or
- (2) As a Contracts or transactions not approved as provided in paragraph (1) of this subsection, the contract or transaction is just and reasonable as to the corporation.

(b) This section does not apply to transactions covered by Section 2 of this Article.

Section 4. Compensation of Officers and Directors.

(a) Unless prescribed by Section 4 of Article III, the Board may, by regular act of the Board, fix just and reasonable compensation of a director, or employee of the corporation.

(b) The corporation shall not make any loan or money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the corporation, its parent, or any subsidiary. The provisions of this section do not apply to the payment of premiums in whole or part by the corporation on a life insurance policy on the life of a director or officer so long as repayment to the corporation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value.

Section 5. Investment Responsibilities.

(a) This section applies to all assets held by the corporation for investment. Assets which are directly related to the corporations' public or charitable programs are not subject to this section.

(b) Except as provided in subsection (c), in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the corporation's investments, the Board shall do the following:

- (1) Avoid speculation, looking instead to the permanent disposition of the funds, considering the probably income, as well as the probable safety of the corporations' capital; and
- (2) Comply with additional standards, if any, imposed by express terms of an instrument or agreement pursuant to which assets were contributed to the corporation;

(c) No investment violates this section where it conforms to the provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the corporation. No investment violates this section or Section 1 of this Article where it conforms to provisions requiring such investment contained in an instrument or agreement pursuant to which assets were contributed to the corporation.

Section 6. Indemnification of Directors, Officers, Employees and Other Agents.

(a) (Definitions) For the purpose of this section:

- (1) "Agent" means any person who is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;
- (2) "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- (3) "Expenses" includes, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this section.

(b) (Successful Defense by Agent) To the extent that any agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this section, or in the defense of any proceeding referred to in this section, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustained a judgment rendered against him, then the provisions of subsection (e) shall determine whether the agent is entitled to indemnification.

(c) (Actions Brought by Persons Other Than The Corporation) Subject to the required findings to be made pursuant to subsection (e) below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding

other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of Section 2 of this Article, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to the assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceedings.

(d) (Action Brought by or on Behalf of the Corporation)

- (1) Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.
- (2) Claims and Suits Awarded Against Agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
 - (i) The determination of good faith conduct required by subsection (e), below, is made in the manner provided for therein; and
 - (ii) Upon application, the court of which the action was brought determines that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred.

If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

(e)(Determination of Agent's Good Faith Conduct) The indemnification granted to an agent is subsection (c) and (d) above is conditioned on the following:

- (1) Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this corporation, and (in the case of a criminal proceeding) without reasonable cause to believe his conduct was unlawful, and (in the case of an action brought by or on behalf of the corporation) with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act within these required standards.

(2)Manner of Determination of Good Faith Conduct. The determination that the agent did not act in a manner complying with Paragraph (1) above shall be made by:

- (i) the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
- (ii) the court in which the proceeding is or was pending upon application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent whether or not the application by the agent, attorney, or other person is opposed by this corporation.

(f)(Advance of Expenses) Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this section.

(g)(Limitations) No indemnification or advance shall be made under this section, except as provided in subsection (b) or (e) (2) (ii), in any circumstances when it appears:

- (1)That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (2)That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

(h)(Insurance) The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under provisions of this section, except for a liability based upon self-dealing within the meaning of Section 2 of this Article.

(i)(Fiduciaries or Corporate Employee Benefit Plan) This section does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be the agent of the corporation as defined in subsection (a) of this section. Nothing contained in this section shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE IX

Miscellaneous

Section 1. Books and Records. The corporation shall keep at its principal office a minute book, containing minutes of meetings of the Board and committees, a copy of the Articles of Incorporation and all subsequent amendments thereto, certified by the Secretary of state, a copy of the Bylaws and all subsequent amendments, certified by the Secretary of the

corporation, and a list of the directors of the corporation showing their names and addresses and a correct and complete book of accounts.

All books and records of the corporation may be inspected at any reasonable time by any director, or by the agent or attorney of such director.

- Section 2. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year, unless changed by act of the Board.
- Section 3. Rules of Order. Except as otherwise provided in these Bylaws, the latest edition of Robert's "Rules of Order" shall govern all proceedings of the Board of Directors and committees thereof.
- Section 4. Amendment of Articles of Bylaws. The Articles of Incorporation or Bylaws of the corporation may be amended, repealed or added to only by resolution of the Board, approved by a majority of the directors then in office, at a duly held meeting at which a quorum is present.

END OF DOCUMENT

CERTIFICATE OF SECRETARY

I, _____, Secretary of LEGACY UNITED SOCCER CLUB, INC., declare that the foregoing By-Laws are the same as adopted by a valid vote of the Board of Directors of LEGACY UNITED SOCCER CLUB, INC.,

Dated: _____

Secretary