

**BYLAWS OF
SOUTH COUNTY ATHLETIC ASSOCIATION**

(A Virginia Nonstock Corporation)

Adopted October 19, 2018

**ARTICLE 1
NAME**

The name of this corporation is South County Athletic Association (“*SCAA*” or the “*Corporation*”).

**ARTICLE 2
PURPOSES**

Section 2.1 General Purposes. The Corporation has been formed for charitable and educational purposes, to provide healthy, educational and enjoyable sports activities to the residents of southern Fairfax County, Virginia for future generations, as stated in greater detail in Article 2 of the Corporation’s Articles of Incorporation (the “*Articles*”).

Section 2.2 Incidental Purposes.

- A. In addition, the Corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes. However, the Corporation will not engage in any activities or exercise any powers that are not in furtherance of its specific and primary purposes, except to an insubstantial degree.
- B. The Corporation will hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the Commonwealth of Virginia and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation, provided, however, that in no event may the Corporation engage in activities that are not permitted to be carried on by a corporation exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “*Code*”).

**ARTICLE 3
PRINCIPAL OFFICE**

Section 3.1 Principal Office. The principal office for the transaction of the Corporation’s business is fixed and located in Fairfax County. The Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another within the Commonwealth of Virginia.

Section 3.2 Branch Offices. The Board of Directors may at any time establish branch offices at any place where the Corporation is qualified to do business.

ARTICLE 4 NONPARTISAN ACTIVITIES

The Corporation has been formed under the Virginia Nonstock Corporation Act (the “Act”) for the charitable and educational purposes described in Article 2 of these Bylaws, and the Corporation will be nonprofit and nonpartisan. No substantial part of the Corporation’s activities will consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation must not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 5 DEDICATION OF ASSETS

The Corporation’s properties and assets are dedicated irrevocably to charitable and to educational purposes. No part of the Corporation’s net earnings, properties, or assets, on dissolution or otherwise, may inure to the benefit of any private person or individual, or any member, director or officer of the Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation will be distributed and paid over to an organization dedicated to charitable and to educational purposes which has established its tax-exempt status under Code section 501(c)(3).

ARTICLE 6 MEMBERSHIP

Section 6.1 Qualifications. The Corporation will have one class of members as follows: an individual who (A) is at least 18 years old, (B) has a child (or children) who is participating or has participated in an SCAA sports league at any time within the past 12 months, and (C) has volunteered for at least 4 hours for an SCAA sports league within the past 12 months. Membership requires timely payment of such dues and fees as the Board of Directors may fix from time to time. SCAA shall not discriminate on the basis of age, race, color, religion, sex, national or ethnic origin, or disability. No household may hold more than one membership.

Section 6.2 Rights of Membership. Members have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the Corporation’s assets, on any merger and its principal terms and any amendment of those terms, on any election to dissolve the Corporation, and on amendment of the Corporation’s Articles or these Bylaws. In addition, members have all rights afforded members under the Act. This Corporation may benefit, serve, or assist persons who are not members, but may restrict the provision of certain benefits, services, and assistance to members. A household may designate in writing the name of the adult individual entitled to vote or exercise its membership rights and to receive notices on behalf of the member. Such designation may be amended by the member at any time, and all such designations and amendments to the designation will be filed with the records of this Corporation. No member is entitled to any dividend or any part of the income of

the Corporation or to share in the distribution of the corporate assets upon the Corporation's dissolution.

Section 6.3 Other Persons Associated with the Corporation. The Corporation may refer to persons or entities associated with it as "members," even though those person or entities do not meet the qualifications for membership as set forth in Section 6.1 of these Bylaws, but no such reference will constitute anyone as a member with the rights of membership. The Corporation may grant some or all of the nonvoting rights of members, as set forth in these Bylaws, to any person that does not have the right to vote on any of the matters specified in Section 6.2 of these Bylaws, but no such person will be a member until and unless it has the voting rights of membership.

Section 6.4 Dues, Fees, and Assessments. Each member must pay, within the time and on the conditions set by the Board of Directors, the dues, fees, and assessments in amounts to be fixed from time to time by the Board of Directors. Those members who have timely paid the required dues, fees, and assessments and who are not suspended will be members in good standing. The Board of Directors may require the payment of dues, fees, and assessments, in amounts to be fixed from time to time, by those persons associated with the Corporation as described in Section 6.3 of these Bylaws.

Section 6.5 Termination of Membership. A member's membership will terminate on occurrence of any of the following events:

- A. Resignation of the member, on reasonable notice to the Corporation;
- B. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board of Directors;
- C. Failure of the member to pay dues, fees, or assessments as set by the Board of Directors within 30 days after they become due and payable;
- D. Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- E. Expulsion of the member under Section 6.7 of these Bylaws based on the good faith determination by the Board of Directors, or a committee or person authorized by the Board of Directors to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

Section 6.6 Suspension of Membership. A member may be suspended under Section 6.7 of these Bylaws, based on the good faith determination by the Board of Directors, or a committee or person authorized by the Board of Directors to make such a determination, that the member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and

interests. A person whose membership is suspended will not be a member during the period of suspension.

Section 6.7 Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member under Sections 6.5 or 6.6 of these Bylaws, then the following procedure will be followed:

- A. The member will be given 15 days' prior notice, by any method reasonably calculated to provide actual notice, of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Any notice given by mail will be sent by first-class, registered, or certified mail to the member's last address as shown on the Corporation's records.
- B. The member will be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed expulsion or suspension. The hearing will be held, or the written statement considered, by the Board of Directors or by a committee or person authorized by the Board of Directors to determine whether the expulsion or suspension should take place.
- C. The Board of Directors, committee, or person will decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board of Directors, committee, or person will be final.
- D. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

Section 6.8 Transfer of Membership. No membership or right arising from membership may be transferred. All membership rights cease on the member's death or dissolution or termination of membership under Section 6.5 of these Bylaws.

Section 6.9 Liability for Debts or Obligations. A member of the Corporation is not, as such, personally liable for the Corporation's debts, liabilities, or obligations.

Section 6.10 Place of Meeting. Meetings of the members may be held at any place within or outside the Commonwealth of Virginia designated by the Board of Directors. In the absence of any such designation, members' meetings will be held at the Corporation's principal office.

Section 6.11 Regular Meeting. A regular meeting of members will be held in the month of September of each year in which directors are to be elected. The Board of Directors will fix the date and time and notify members as provided in Section 6.13 of these Bylaws. At this meeting, directors will be elected and any other proper business may be transacted.

Section 6.12 Special Meetings. A special meeting of the members for any lawful purpose may be called at any time by the Board of Directors, the Chairman, or by 10% or more of the members. A special meeting called by any person, other than the Board of Directors, entitled to

call a meeting will be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chairman or the Secretary. The officer receiving the request will cause notice to be given promptly to the members entitled to vote, in accordance with Section 6.13 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board of Directors, provided, however, that the meeting date will be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, then the person or persons requesting the meeting may give the notice. Nothing in this Section 6.12 will be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board of Directors. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 6.13 Notice of Meetings.

- A. The Corporation will give members written notice of the date, time, and place of each annual and special members' meeting. The notice will be given, either personally or by mail, no less than 10 nor more than 60 days before the date of the meeting except that notice of a members' meeting to act on an amendment of the Articles, a plan of merger, a proposed sale of all, or substantially all, of the Corporation's assets, or the Corporation's dissolution will be given not less than 25 nor more than 60 days before the meeting.
- B. In lieu of delivering notice as specified in Section 6.13(A) of these Bylaws, the Corporation may publish such notice at least once a week for 2 successive calendar weeks in a newspaper published in the city or county in which the registered office is located, or having a general circulation therein, the first publication to be not more than 60 days, and the second not less than 7 days, before the date of the meeting.
- C. In lieu of delivering notice as specified in Section 6.13(A) of these Bylaws, the Corporation may give members written notice of the date, time and place of each annual and special members' meeting by a form of electronic transmission consented to by the member to whom the notice is given. A notice given by a form of electronic transmission will be given as far in advance of the meeting as would be required if the notice were delivered as specified in Section 6.13(A) of these Bylaws. Any such consent of a member will be revocable by the member by written notice to the Corporation. Any such consent will be deemed revoked if (i) the Corporation is unable to deliver by electronic transmission 2 consecutive notices given by the Corporation in accordance with such consent and (ii) such inability becomes known to the Corporation's Secretary or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation will not invalidate any meeting or other action.
- D. Unless otherwise provided by the Corporation's Articles or by law, the Corporation is required to give notice only to each member entitled to vote at such meeting.

- E. Unless otherwise provided by the Corporation's Articles or by law, notice of an annual meeting need not state the purpose or purposes for which the meeting is called. Notice of a special meeting will state the purpose or purposes for which the meeting is called.
- F. If an annual or special meeting is adjourned to a different date, time, or place, then notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or shall be fixed by these Bylaws, however, then the notice of the adjourned meeting will be given under this Section to persons who are members as of the new record date.
- G. Notice given under Section 6.13(C) of these Bylaws will be deemed given as follows: (i) if by facsimile telecommunication, then when directed to a number at which the member has consented to receive notice; (ii) if by electronic mail, then when directed to the record address of the member or to such other electronic mail address at which the member has consented to receive notice; (iii) if by a posting on an electronic network together with separate notice to the member of such specific posting when such notice is directed to an address at which the member has consented to receive notice, then upon the later of such posting or the giving of such separate notice; and (iv) if by any other form of electronic transmission, then when consented to by the member. An affidavit of the Secretary or other agent of the Corporation that the notice has been given by a form of electronic transmission, in the absence of fraud, will be prima facie evidence of the facts stated therein.
- H. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals: (i) removing a director without cause; (ii) filling vacancies on the Board; (iii) amending the Articles; (iv) electing to wind up and dissolve the Corporation; (v) approving a plan of merger or consolidation; or (vi) disposing of all or substantially all of the Corporation's assets.

Section 6.14 Quorum. Fifteen (15) members entitled to vote represented in person or by proxy will constitute a quorum for the transaction of business at any meeting of members. Once a member is present at a meeting, then he is deemed present for quorum purposes for the remainder of the meeting and for adjournment of that meeting unless a new record date is or will be set for that adjourned meeting.

Section 6.15 Adjournment. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, then notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced

at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, then a notice of the adjourned meeting will be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

Section 6.16 Voting. Members entitled to vote at any meeting of members will be those members in good standing as of the record date determined under Section 6.19 of these Bylaws. Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any member at the meeting before the voting begins. The requirement that any vote of the members be made by written ballot may be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission will either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or the member's proxy. Each member entitled to vote will be entitled to cast one vote on each matter submitted to a vote of the members. Cumulative voting is prohibited. If a quorum is present, then the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, will be the act of the members, unless the vote of a greater number or voting by classes is required by law, the Articles, or these Bylaws. In any election of directors, the candidates receiving the highest number of votes are elected. Each member will have the right to vote for as many nominees as there are vacancies on the Board of Directors.

Section 6.17 Waiver of Notice or Consent by Absent Members.

- A. If a quorum is present either in person or by proxy and if, either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting, then the transactions of any meeting of members, however called or noticed and whenever held, will be as valid as though taken at a meeting duly held after regular call and notice. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 6.13(H) of these Bylaws, then the waiver of notice, consent, or approval will state the general nature of the proposal. All such waivers, consents, or approvals will be filed with the corporate records or made a part of the minutes of the meeting.
- B. A member's attendance at a meeting will constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 6.18 Action by Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting and without prior notice, if all members

consent in writing to the action. The written consents will be filed with the minutes of the proceedings of the members. The action by written consent will have the same force and effect as the unanimous vote of the members.

Section 6.19 Record Date. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, or entitled to exercise any rights with respect to any lawful action, the Board of Directors may, in advance, fix a record date. The record date so fixed for notice of a meeting will not be more than 70 nor less than 10 days before the date of the meeting. If not otherwise fixed by the Board of Directors, then the record date will be the day before the effective date on which notice is given or, if notice is waived, then the next business day preceding the day on which the meeting is held. For any other action, the record date will be not be more than 70 nor less than 10 days before that action. If not otherwise fixed by the Board of Directors, then the record date will be the date on which the Board of Directors adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later. A member at the close of business on the record date will be a member of record.

Section 6.20 Proxies.

- A. A member entitled to vote may vote in person or, unless the Articles or these Bylaws provide otherwise, by proxy. In either event, the vote of the member or the member's proxy may be submitted by electronic transmission if authorized as provided in Section 6.16 of these Bylaws.
- B. Without limiting the manner in which a member may authorize another person or persons to act for him as proxy under Section 6.20(A) of these Bylaws, the following will constitute a valid means by which a member may grant such authority:
 - i. A member may execute a writing authorizing another person or persons to act for the member as proxy. Execution may be accomplished by the member or his authorized agent signing such writing or causing his signature to be affixed to such writing by any reasonable means, including, but not limited to, by facsimile signature.
 - ii. A member may authorize another person or persons to act for the member as proxy by transmitting or authorizing the transmission of an electronic transmission to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent duly authorized by the person who will be the holder of the proxy to receive such transmission, provided that any such electronic transmission must either set forth or be submitted with information from which the inspectors of election can determine that the electronic transmission was authorized by the member. If it is determined that such electronic transmissions are valid, then the inspectors, or if there are no inspectors, such other persons making that determination, will specify the information upon which they relied.

- iii. Any copy, facsimile telecommunications, or other reliable reproduction of the writing or transmission created under this Section 6.20(B) may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile telecommunication, or other reproduction must be a complete reproduction of the entire original writing or transmission.
- C. An appointment of a proxy becomes effective when received by the Secretary or other officer or agent authorized to tabulate votes. An appointment is valid for 11 months unless a longer period is expressly provided in the appointment form.
- D. An appointment of a proxy is revocable by the member unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest. An appointment made irrevocable under this Section 6.20 is revoked when the interest with which the appointment is coupled is extinguished.
- E. The death or incapacity of the member appointing a proxy does not affect the Corporation's right to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before the proxy exercises his authority under the appointment.
- F. Subject to applicable law and to any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's vote or other action as that of the member making the appointment.

Section 6.21 Election of Directors.

- A. The Board of Directors will appoint a committee to select qualified candidates for election to the Board by the members at least 60 days before the date of any election of directors. This nominating committee will make its report at least 30 days before the date of the election, or at such other time as the Board of Directors may set, and the Secretary will forward to each member, with the notice of meeting required by these Bylaws, a list of all candidates nominated by committee under this Section 6.21. In nominating candidates, the committee will seek to achieve the following goals regarding the nominees: diversity of backgrounds and skills relevant to the needs of the Corporation; and such other goals as the Board of Directors may establish.
- B. Members representing 5% of the voting power may nominate candidates for directors by a petition, signed by those members within 11 months preceding the next time directors are to be elected, and delivered to an officer of the Corporation. Nominations will close 30 days before the day directors are to be elected, or at such other time as the Board of Directors may set. No nominations can be made after this date. On timely receipt of a petition signed by the required number of members, the Secretary will cause the names of the candidates named

in the petition to be placed on the ballot along with the names of those candidates named by the nominating committee.

- C. If after the close of nominations, the number of people nominated is not more than the number of directors to be elected, then the Corporation may without further action declare that those nominated and qualified to be elected have been elected.
- D. If there is a meeting of members to elect directors, then any member present at the meeting in person or by proxy may place names in nomination.
- E. The Board of Directors will formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

ARTICLE 7 BOARD OF DIRECTORS

Section 7.1 Powers. Subject to the provisions and limitations of the Act and any other applicable laws, and subject to any limitations in the Corporation's Articles or these Bylaws regarding actions requiring the members' approval, the Corporation's business and affairs will be managed, and all corporate powers will be exercised, by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the Corporation's business to a management company, committee (however composed), or other person, provided that the Corporation's activities and affairs will be managed and all corporate powers will be exercised under the ultimate direction of the Board of Directors.

Section 7.2 Number of Directors. The authorized number of directors of the Corporation will be not less than 5 nor more than 11, until changed by amendment of the Corporation's Articles or by a bylaw amending this Section 7.2. The Board of Directors, by resolution, will fix the exact number of directors from time to time, within the limits specified in this Section 7.2.

Section 7.3 Election Designation and Term of Office of Directors.

- A. The 9 current members of the Board of Directors appointed by the Corporation's incorporator will serve until their successors have been selected and seated at the Corporation's annual meeting. The directors will be classified into 2 groups for the purpose of providing, as nearly as numerically possible, for the election of one-half of the Board of Directors in each later year. The first group will consist of 5 directors whose term of office will continue through the Corporation's 2018 annual meeting. The second group will consist of 4 directors whose initial term of office will continue through the Corporation's 2019 annual meeting.

- B. Except as provided in Section 7.3(A), the term of office of each director of the Corporation is 2 years and until his successor will have been duly elected and qualified.
- C. If any annual meeting is not held or the directors are not appointed at the annual meeting, then the directors to be elected may be appointed at any meeting of the Board of Directors. A director may succeed himself in office, and there is no limit to the number of consecutive terms that a director may serve.
- D. Directors do not have to be members of the Corporation.

Section 7.4 Vacancies.

- A. A vacancy on the Board of Directors will exist on the occurrence of any of the following: (i) a director's death or resignation; (ii) the declaration by resolution of the Board of Directors of a vacancy in the office of a director who has missed 2 consecutive meetings of the Board of Directors or a total of 4 meetings of the Board of Directors during any one calendar year; (iii) the vote of the members to remove a director; (iv) an increase in the authorized number of directors; or (v) the failure of the members, at any meeting of members at which directors are to be elected, to elect the number of directors required to be elected at such meeting.
- B. Except as provided in this Section 7.4(B), paragraph, any director may resign effective upon giving written notice to the Chairman, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, then the Board of Directors may elect a successor to take office when the resignation becomes effective. No director may resign when the Corporation would then be left without a duly elected director in charge of its affairs.
- C. Except for a vacancy created by the removal of a director by the members, vacancies on the Board of Directors may be filled by vote of 2/3 of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole, remaining director. The members entitled to vote may fill any vacancy not filled by the directors. Prior to the removal of any director, the director to be removed must have been notified in writing in the manner set forth in Section 6.13 that such action would be considered at the meeting at which removal is voted.
- D. No reduction of the authorized number of directors will have the effect of removing any director before that director's term of office expires.

Section 7.5 Meetings.

- A. The Board of Directors will meet at least twice each year, including a meeting held immediately after each regular meeting of members for purposes of organization, election of officers, and transaction of other business. Other regular meetings of the Board of Directors will be held at such times as are fixed by the Board of Directors. Such regular meetings may be held without notice. Meetings will be held at any place designated by resolution of the Board of Directors, or, if not designated, then at the Corporation's principal office. A meeting may be held at any place consented to in writing by all the directors, either before or after the meeting. Consents will be filed with the minutes of the meeting. Any meeting may be held by conference telephone or similar communications equipment, so long as all directors participating in the meeting can hear one another, and all such directors will be deemed to be present in person at such meeting.
- B. Meetings of the Board of Directors for any purpose may be called at any time by the Chairman, any 2 directors, or by a petition signed by 5% of the members entitled to vote. Notice of the date, time, and place of meetings will be delivered personally to each director or communicated to each director by telephone at least 7 days before the date of the meeting, or communicated by express mail service, first-class mail, or by other means of written communication, charges prepaid, addressed to the director at the director's address as it is shown upon the records of the Corporation, deposited in the mails or given to the express mail company or other carrier at least 7 days before the date of the meeting. The notice need not specify the purpose of the meeting. Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals will be filed with the corporate records or made a part of the minutes of the meeting.
- C. Despite any provision of these Bylaws to the contrary, a notice of the date, time, place or purpose of a regular or special meeting of the Board of Directors may be given by a form of electronic transmission consented to by the director to whom the notice is given. Any such consent of a director will be revocable by the director by written notice to the Corporation. Any such consent will be deemed revoked if (i) the Corporation is unable to deliver by electronic transmission 2 consecutive notices given by the Corporation in accordance with such consent and (ii) such inability becomes known to the Secretary or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation will not invalidate any meeting or other action. Notice given by electronic transmission will be deemed given as follows: (iii) if by facsimile telecommunication, then when directed to a number at which the director has consented to receive notice; (iv) if by electronic mail, then when

directed to an electronic mail address at which the director has consented to receive notice; (v) if by a posting on an electronic network together with separate notice to the director of such specific posting when such notice is directed to an address at which the director has consented to receive notice, then upon the later of such posting or the giving of such separate notice; and (vi) if by any other form of electronic transmission, then when consented to by the director. An affidavit of the Secretary or other agent of the Corporation that the notice has been given by a form of electronic transmission, in the absence of fraud, will be prima facie evidence of the facts stated the affidavit.

Section 7.6 Action at a Meeting. Presence of a majority of the directors then in office at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present will be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Corporation's Articles, these Bylaws, or by law. Directors may not vote by proxy. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business in spite of the withdrawal of directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Corporation's Articles, these Bylaws or by law. Adoption or revocation of a plan of merger, consolidation, voluntary dissolution, bankruptcy or reorganization, or for the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business, requires the approval of a majority of the authorized number of the Corporation's directors.

Section 7.7 Adjourned Meeting and Notice. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, then notice of any adjournment to another time or place will be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in Section 7.5.

Section 7.8 Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors individually or collectively consent in writing to such action. Such written consent or consents will be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent will have the same force and effect as the unanimous vote of such directors.

Section 7.9 Fees and Compensation. Directors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses as may be fixed or determined by resolution of the Board of Directors.

Section 7.10 Officers. The officers of the Corporation will consist of a Chairman, Vice Chairman, Secretary and Treasurer, and such other officers as the Board of Directors may designate by resolution. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the Chairman. In addition to

the duties specified in this Section 7.10, officers will perform all other duties customarily incident to their offices and such other duties as may be required by law, by the Corporation's Articles, or by these Bylaws, subject to control of the Board of Directors, and will perform such additional duties as the Board of Directors may assign from time to time.

Chairman. Subject to the control, advice and consent of the Board of Directors, the Chairman, in general, will supervise and conduct the activities and operations of the Corporation, will keep the Board of Directors fully informed and freely will consult with them concerning the Corporation's activities, and will see that all orders and resolutions of the Board of Directors are carried into effect. Where appropriate, the Board of Directors will place the Chairman under a contract of employment. The Chairman is empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board of Directors. The Chairman is responsible for the hiring and firing of all personnel and is responsible for keeping the Board of Directors informed at all times of staff performance and for implementing any personnel policies adopted by the Board of Directors. The Chairman is authorized to contract, receive, deposit, disburse, and account for the Corporation's funds; to execute in the Corporation's name all contracts and other documents authorized either generally or specifically by the Board of Directors to be executed by the Corporation; and to negotiate all of the Corporation's material business transactions.

The Chairman of the Board of Directors, when present, will preside at all meetings of the Board of Directors and the executive committee. The Chairman is authorized to execute in the Corporation's name all contracts and other documents authorized either generally or specifically by the Board of Directors to be executed by the Corporation, including when by law the signature of the "President" is required.

Vice Chairman. The Vice Chairman, in the absence of the Chairman, or in the event of his inability or refusal to act, will perform all the duties of the Chairman, and when so acting will have all the powers of, and be subject to all the restrictions of the Chairman.

Secretary. The Secretary, or his designee, will act as secretary of all the meetings of the Board of Directors and the members, and will keep the minutes of all such meetings in books proposed for that purpose. He will attend to the giving and serving of all notices of the Corporation, and will see that the Corporation's seal is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws.

Treasurer. The Treasurer will keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer will deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer will disburse or cause to be disbursed the funds of the Corporation as may be ordered by the Board of Directors, and will render to the Chairman and

directors, whenever they request it, an account of all of the Treasurer's transactions as treasurer and of the Corporation's financial condition.

The Board of Directors will choose the Corporation's officers at the Board of Directors' meeting following each regular meeting of members, and will serve at the Board of Directors' pleasure, subject to the rights, if any, of any officer under any contract of employment. Without prejudice to any rights of an officer under any contract of employment, the Board of Directors may remove any officer with or without cause. Any officer may resign at any time by giving written notice to the Board of Directors, the Chairman, or the Secretary of the Corporation, without prejudice, however, to the rights, if any, of the Corporation under any contract to which such officer is a party. Any resignation will take effect on the date of the receipt of such notice or at any later time specified in the resignation, and, unless otherwise specified in the resignation, the acceptance of the resignation will not be necessary to make it effective. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause will be filled in the manner prescribed in these Bylaws for regular appointments to that office. The Board of Directors will fix or determine the officers' compensation, if any, by resolution.

ARTICLE 8 STANDARD OF CARE

Section 8.1 General Standards of Conduct for Directors.

- A. A director will discharge his duties as a director, including his duties as a member of a committee, in accordance with his good faith judgment of the best interests of the Corporation.
- B. Unless a director has knowledge or information concerning the matter in question that makes reliance unwarranted, he is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:
 - i. One or more officers or employees of the Corporation whom the director believes, in good faith, to be reliable and competent in the matters presented;
 - ii. Legal counsel, public accountants, or other persons as to matters the director believes, in good faith, are within the person's professional or expert competence; or
 - iii. A committee of the Board of Directors of which the director is not a member if he believes, in good faith, that the committee merits confidence.
- C. A director is not liable for any action taken as a director, or any failure to take any action, if he performed the duties of his office in compliance with this Section 8.1.

- D. A person alleging a violation of this Section 8.1 has the burden of proving the violation.

Section 8.2 Loans. This Corporation will not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this Corporation may advance money to a director or officer of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of the officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 8.3 Director Conflicts of Interests.

- A. A conflict of interests transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect personal interest. A conflict of interests transaction is not voidable by the Corporation solely because of the director's interest in the transaction if any one of the following is true:
- i. The material facts of the transaction and the director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board of Directors or committee authorized, approved or ratified the transaction; or
 - ii. The material facts of the transaction and the director's interest were disclosed to the members entitled to vote and they authorized, approved or ratified the transaction; or
 - iii. The transaction was fair to the Corporation.
- B. For purposes of this Section 8.3, a director of the Corporation has an indirect personal interest in a transaction if the transaction at issue is with another entity, where the director has a material financial interest, is a general partner, or is a director, officer or trustee. A vote or consent of an entity in which the director has an interest described in the preceding sentence is deemed to be a vote or consent of the director for purposes of this Section 8.3.
- C. For purposes of Section 8.3(A)(i), a conflict of interests transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the Board of Directors, or on the committee, who have no direct or indirect personal interest in the transaction, but a transaction may not be authorized, approved, or ratified under this Section 8.3 by a single director. If a majority of the directors who have no direct or indirect personal interest in the transaction vote to authorize, approve or ratify the transaction, then a quorum is present for the purpose of taking action under this Section 8.3. The presence of, or a vote cast by, a director with a direct or indirect personal interest in the transaction does not affect the validity of any action taken under Section 8.3(A)(i) if the transaction is otherwise authorized, approved or ratified as provided in Section 8.3(A).

- D. For purposes of Section 8.3(A)(ii), a conflict of interests transaction is authorized, approved, or ratified if it receives the vote of a majority of the votes entitled to be cast by members entitled to vote whether or not present, that may be counted under this Section 8.3(D). A director who has a direct or indirect personal interest in the transaction may not vote to determine whether to authorize, approve, or ratify a conflict of interests transaction under Section 8.3(A)(ii). His vote, however, may be counted in determining whether the transaction is approved under other provisions of these Bylaws or the Act. A majority of the members, whether or not present, who are entitled to be counted in a vote on the transaction under this Section 8.3(D) constitutes a quorum for the purpose of taking action under this Section 8.3.

Section 8.4 Insurance. The Corporation will have power to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and agents, against any liability asserted against or incurred by such persons in such capacity or arising out of the person's status as such.

ARTICLE 9 COMMITTEES

Section 9.1 Committees of Directors.

- A. The Board of Directors, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, may designate one or more committees, each of which will consist of one or more directors, and also may include members who are not on the Board of Directors, to serve at the pleasure of the Board of Directors. The Board of Directors may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. Any committee that includes voting members who are not on the Board of Directors may not be delegated the authority or power of the Board of Directors. Any committee whose voting members consist only of directors, to the extent of the powers specifically delegated in the resolution of the Board of Directors or in these Bylaws, may have all or a portion of the authority of the Board of Directors, except that no committee, regardless of Board of Directors' resolution, may do any of the following:
- i. Approve or recommend to members action that the Act requires to be approved by members, provided that the executive committee of the Board of Directors may exercise the authority of the Board of Directors to approve any amendment of the Articles if so authorized by the Articles;
 - ii. Fill vacancies on the Board of Directors or on any of its committees;
 - iii. Amend the Corporation's Articles when there are no members or no members having voting rights;

- iv. Adopt, amend, or repeal these Bylaws; or
 - v. Approve a plan of merger not requiring member approval.
- B. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in Section 8.1.
- C. No committee may bind the Corporation in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors.

Section 9.2 Meetings and Actions of Committees. Meetings and actions of all committees will be governed by, and held and taken in accordance with, the provisions of Article 7, concerning meetings and actions of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees also may be called by resolution of the Board of Directors. Notice of special meetings of committees also will be given to any and all alternate members, who will have the right to attend all meetings of the committee. Minutes will be kept of each meeting of any committee and will be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the government of any committee.

Section 9.3 Executive Committee. Pursuant to Section 9.1, the Board of Directors may appoint 3 or more directors, one of whom will be the chairman, to serve as the executive committee of the Board of Directors. The executive committee, unless limited in a resolution of the Board of Directors, will have and may exercise all the authority of the Board of Directors in the management of the business and affairs of the Corporation between meetings of the Board of Directors; provided, however, that the executive committee will not have the authority of the Board of Directors in reference to those matters enumerated in Section 9.1. The Secretary of the Corporation will send to each director a summary report of the business conducted at any meeting of the executive committee.

ARTICLE 10

EXECUTION OF CORPORATE INSTRUMENTS, AND VOTING OF STOCKS AND MEMBERSHIPS HELD BY THE CORPORATION

Section 10.1 Execution of Corporate Instruments.

- A. The Board of Directors, in its discretion, may determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature will be binding upon the Corporation.
- B. Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the Corporation, and

other corporate instruments or documents, and certificates of shares of stock owned by the Corporation, will be executed, signed, or endorsed by the Chairman or the Vice Chairman, and by the Secretary or Treasurer or any Assistant Secretary or Assistant Treasurer.

- C. All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, will be signed by such person or persons as the Board of Directors will authorize to do so.

Section 10.2 Voting of Stocks Owned by Corporation. All stock of other corporations or memberships in other corporations owned or held by the Corporation for itself, or for other parties in any capacity, will be voted, and all proxies with respect to such stock or memberships will be executed, by the person authorized to do so by resolution of the Board of Directors, or in the absence of such authorization, by the Chairman, the Vice Chairman, or by any other person authorized to do so by the Chairman.

ARTICLE 11 BOOKS AND RECORDS

Section 11.1 Corporate Records. The Corporation will keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation will maintain appropriate accounting records. The Corporation or its agent will maintain a record of the Corporation's members, in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class, if any. The Corporation will maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The Corporation will keep a copy of the following records: (A) its Articles or restated Articles of Incorporation and all amendments to them currently in effect; (B) its Bylaws or restated Bylaws and all amendments to them currently in effect; (C) resolutions adopted by the Board of Directors creating one or more classes of members, and fixing their relative rights, preferences, and limitations; (D) the minutes of all members' meetings, and records of all action taken by members without a meeting, for the past 3 years; (E) all written communications to members generally within the past 3 years; (F) a list of the names and business addresses of the Corporation's current directors and officers; and (G) the Corporation's most recent annual report delivered to the State Corporation Commission.

Section 11.2 Annual Report to Directors. The Board of Directors annually shall direct the Corporation's officers to prepare a report containing, among other things, the following information in appropriate detail:

- A. The assets and liabilities, including the trust funds, of the Corporation as of the end of the just concluded, fiscal year;
- B. The principal changes in assets and liabilities, including trust funds, during the just concluded, fiscal year;

- C. The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes, for the just concluded, fiscal year; and
- D. The Corporation's expenses or disbursements, for both general and restricted purposes, during the just concluded, fiscal year.

The pertinent audit report of the Corporation's independent accountants, if any, will accompany the report. If there is no accountant report, then the certificate of an authorized Corporation officer, certifying that such statements were prepared without audit from the Corporation's books and records, will accompany the report. The Corporation's officers shall submit the report to the Board of Directors no later than 120 days after the close of each fiscal year,

ARTICLE 12 FISCAL YEAR

The Corporation's fiscal year ends on December 31st of each year.

ARTICLE 13 AMENDMENTS AND REVISIONS

Section 13.1 Amendment of Bylaws by Board of Directors or Members. The Board of Directors may amend or repeal these Bylaws except to the extent that:

- A. The Corporation's Articles or applicable law reserves this power exclusively to the members; or
- B. The members in adopting or amending particular Bylaws provide expressly that the Board of Directors may not amend or repeal that bylaw.

Section 13.2 Bylaw Provisions Increasing Quorum or Voting Requirements for Directors.

- A. A Bylaw that fixes a greater quorum or voting requirement for the Board of Directors may be amended or repealed:
 - i. If originally adopted by the members, then only by the members; or
 - ii. If originally adopted by the Board of Directors, then either by the members or by the Board of Directors.
- B. A Bylaw adopted or amended by the members that fixes a greater quorum or voting requirement for the Board of Directors may provide that it may be amended or repealed only by a specified vote of either the members or the Board of Directors.
- C. Action by the Board of Directors under Section 13.2(A)(ii) to adopt or amend a Bylaw that changes the quorum or voting requirement applicable to meetings of the Board of Directors will meet the quorum requirement and be adopted by the

vote required to take action under the quorum and voting requirement then in effect.

ARTICLE 14 CONSTRUCTION AND DEFINITIONS

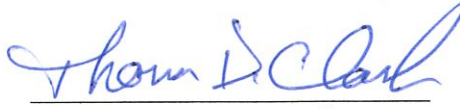
Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Act as amended from time to time will govern the construction of these Bylaws. Without limiting the generality of the previous sentence, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation as well as a natural person. Underscored references to Articles, Sections, or Paragraphs will refer to those portions of these Bylaws. If any competent court of law will deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws will be considered valid and operative, and (ii) effect will be given to the intent manifested by the portion deemed invalid or inoperative.

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CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of South County Athletic Association, and the above Bylaws, consisting of 21 pages, are the Bylaws of this Corporation as adopted by the Board of Directors as of October 19, 2018, and that they have not been amended or modified since that date.

Executed: October 19, 2018



Secretary