**AMENDED AND RESTATED BYLAWS OF CAROLINA AQUATICS SWIM CLUB, INC., a South Carolina nonprofit corporation**

**EFFECTIVE AS OF December\_\_\_\_\_\_\_, 2018**

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**AMENDED AND RESTATED BYLAWS OF CAROLINA AQUATICS SWIM CLUB, INC., a South Carolina nonprofit corporation**

**EFFECTIVE AS OF DECEMBER\_\_\_\_\_\_, 2018**

**ARTICLE I PURPOSE, OFFICES AND REGISTERED AGENT**

**Section 1.01 Purpose.** To support a thriving Not-For-Profit, 501 © 3~~,~~ the purposeto foster national or international sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), and to do all things necessary or convenient, and not inconsistent with law, to further these goals. The Purpose of the corporation is exclusively charitable, education and/or sciences within the meaning of Section 501(c) 3 of the Internal Revenue Code of 1986, as amended (the “code”). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth above. NO substantial part of the activities of the Corporation shall be the carrying of propaganda, and the Corporation shall not otherwise attempt to influence legislations. The Corporation shall not participate in, or intervene in, political campaigns on behalf of any candidate for public office. The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) 3 of the Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c) 2 of the Code, or corresponding section of any future federal tax code.

**Section 1.02 Principal Office.** The Corporation shall maintain its principal officeas required by the South Carolina Nonprofit Corporation Act of 1994, as amended (the “Act”), in the City of Columbia, State of South Carolina, or such other place as designated from time to time by the Board of Directors for the principal executive offices of the Corporation (the “Principal Office”).

**Section 1.03 Registered Office.** The Corporation shall maintain a registeredoffice as required by the Act at a location in the State of South Carolina designated by the Board of Directors from time to time (the “Registered Office”). In the absence of a contrary designation by the Board of Directors, the Registered Office of the Corporation shall be located at its Principal Office.

**Section 1.04 Other Offices.** The Corporation may have such other offices withinand without the State of South Carolina as the business of the Corporation may require from time to time. The authority to establish or close such other offices may be delegated by the Board of Directors to one or more of the Corporation’s Officers.

**Section 1.05 Registered Agent.** The Corporation shall maintain a registeredagent as required by the Act who shall have a business office at the Corporation’s Registered Office (the “Registered Agent”). The Registered Agent shall be designated by the Board of Directors from time to time to serve at its pleasure. In the absence of such designation the Registered Agent shall be the Corporation’s Secretary.

**Section 1.06 Filings.** In the absence of directions from the Board of Directors tothe contrary, the Secretary of the Corporation shall cause the Corporation to maintain currently all filings in respect of the Principal Office, Registered Office and Registered Agent with all governmental officials as required by the Act or otherwise by law.

**ARTICLE II MEMBERSHIP**

**Section 2.01 Qualifications.** There shall be one class of membership in theCorporation consisting of a voting membership. Voting membership in the Corporation is limited to one (1) vote per family that has athletes enrolled in the Corporation’s programs and has all dues, fees and other charges established by the Board of Directors paid on a timely basis and paid in full, and is a member in good standing with the USA Swimming. For purposes of these Bylaws, the word “family” means (i) husband and/or wife, or guardian, and the family of said husband and/or wife, and ward of the guardian; (ii) any swimmer who is eighteen (18) years of age or older and not otherwise included in subsection (i) above. Each family is collectively entitled to one (1) vote only.

**Section 2.02 Fees and Dues.** Each member must pay, as determined by, andwithin the time and on the conditions set by, the Board of Directors, annual membership with USA Swimming, an initiation fee, if any, and monthly and/or annual dues for each swimmer, to be determined and in amounts to be fixed from time to time by the Board of Directors.

**Section 2.03 Term of Membership.** Membership in the Corporation is on anannual basis from September 1 to August 31 of each year. Membership shall automatically renew upon payment by the member of dues for the month of September.

**Section 2.04 Transfer of Membership.** No member may transfer a membershipor any right arising from such membership. All rights of membership cease upon a member’s death or termination from the Corporation

**Section 2.05 Termination of Membership.** The membership of a member shallterminate upon occurrence of any of the following events:

1. The written resignation of the member to the Board of Directors; provided, however, that such resignation shall not relieve the member resigned of the obligation to pay all dues, assessments, and other charges theretofore due and unpaid, and which have accrued prior to the member’s date of resignation.
2. The failure of the member to pay dues or assessments, if required, within the times set forth by the Board of Directors. However, the Board of Directors, in its discretion, may waive or reduce fees based upon demonstrated need and inability to pay the member involved.
3. Non-renewal by a member’s failure to pay his or her dues for the month of September on or before the following October 31.
4. Subject to the provisions of Section 2.06 below, the determination by the Board of Directors, or a committee designated to make such 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 interests and purposes of the Corporation. These include, but are not limited to, repeated disruption of swim practices and/or meets, misuse of the Corporation’s funds and acts or omissions which have the tendency to substantially and unjustifiably harm the reputation of the Corporation and/or swim program.
5. Subject to the provisions of Section 2.06 below, the determination by the Board of Directors, or a committee designated to make such determination, that the member has failed in a material fashion to fulfill volunteer responsibilities as described in Section 2.08 below or fundraising responsibilities as described in Section 2.09 below.

**Section 2.06 Procedure for Termination, Expulsion, and Suspension of Membership**. As described in Section 2.05d and e above, the Board of Directors may, by a majority vote and for good cause shown, suspend or expel a member from, or terminate or suspend a members’ membership in, the Corporation. Following the determination that a member should be suspended or expelled or that such member’s membership should be terminated, the Board of Directors will notify the member in writing at least fifteen (15) days prior to the effective date of such expulsion, suspension or termination. Such notice shall set forth the date, place and time such member shall be given the opportunity to be heard orally by the person or persons designated by the Board of Directors, which shall not be less than five (5) days before the effective date of the expulsion, suspension, or termination. Such notice shall also set forth the address to which and date by which such member may be heard in writing by the person or persons designated by the Board of Directors, which shall be not less than five (5) days before the effective date of the expulsion, suspension or termination. Upon\ the affirmative vote of a majority of the person or persons designated by the Board of Directors, the Corporation acting in a manner that is fair and reasonable taking into consideration all the relevant facts and circumstances, may expel or suspend a member, or terminate such membership. A member who has been expelled or suspended or whose membership has been terminated shall remain liable to the Corporation for dues, assessments, or fees as a result of obligations incurred or commitments made before such expulsion or suspension.

**Section 2.07 Reinstatement of Membership.**

1. Any former member who is in good standing at the time he or she left the program may rejoin upon payment of applicable fees, so long as all membership requirements are satisfied.
2. Suspended or expelled members must submit a written request to the Board of Directors for readmission, and may thereafter be re-admitted by an affirmative vote of a majority of the Board of Directors upon such reasonable conditions as the Board of Directors may require.

**Section 2.08 Volunteer Responsibilities.** Each member will be responsible forvolunteer assignments in accordance with the Corporation’s requirements. Volunteer responsibilities will be defined and approved by the Board of Directors and published in the Corporation’s policies and procedures. Volunteer responsibilities will vary according to the needs of the Corporation. Compliance with the volunteer guidelines is a requirement for membership in the Corporation.

**Section 2.09 Fundraising Responsibilities.** Each member will be responsible forfundraising responsibilities in accordance with the Corporation’s requirements. Fundraising responsibilities will be defined and approved by the Board of Directors and published in the Corporation’s policies and procedures. Fundraising responsibilities will vary according to the needs of the Corporation. Compliance with the fundraising guidelines is a requirement for membership in the Corporation.

**Section 2.10 Policies and Procedures.** The Corporation will providecommunications for members that include guidelines, background information and other information to assist members with the administration and operations of the team. The Corporation will provide policies, rules, regulations, and procedures required for the administration of the Corporation. The Board of Directors may modify the policies and procedures at any time with an affirmative vote of at least three (3) members of the Board of Directors.

**Section 2.11 Annual Meetings.** An annual meeting of the Corporation’smembers shall be held once each calendar year for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held in August or September at the time and place designated by the Board of Directors from time to time In the absence of any such designation, the annual meeting shall be held at the Corporation’s Principal Office at the hour of six o’clock in the evening on the second Tuesday of August; but if that day shall be a holiday under federal or South Carolina law, then such annual meeting shall be held on the next succeeding business day. In the event of any conflict between any such designation, the annual meeting shall be held at the time and place designated by the Board of Directions; provided however, any notice changing the time or place of the meeting shall be effective only if timely received by the members in accordance with Section 2.13 hereof. Unless the Act, these Bylaws, or the Corporation’s Articles of Incorporation (“Articles”) require otherwise, notice of the annual meeting need not include a description of the purpose for which the meeting is called. Pursuant to Section 33-31-705(c)(2) of the Act as amended, notice of an annual or regular meeting at which the members may approve the following shall include a description of such matter: amending the Articles; amending the Bylaws; merging the Corporation; selling the Corporation’s assets other than in the regular course of activities; dissolving the Corporation; approving a conflict of interest transaction between the Corporation and a Director; or indemnifying an Officer, employee or agent. Notice of such meeting shall be in accordance with Section 2.13 hereof. At each annual meeting of members, the President and Treasurer shall report on the activities and financial condition of the Corporation.

**Section 2.12 Special Meetings.** Special meetings of the Corporation’s membersmay be demanded and called for any one or more lawful purposes by (i) the Corporation’s President, (ii) a majority of the Directors, (iii) a majority of the Swim Program Advisory Council, or (iv) the holders of record of at least five percent (5%) of the Corporation’s voting power entitled to vote at such meeting, provided such holders comply with such demand provisions set forth in the Act and these Bylaws. Upon the written, signed, and dated demand pursuant to item (iv) in the immediately preceding sentence, which states the purpose of the meeting, being delivered in accordance with the foregoing to an Officer of the Corporation personally or by registered or certified mail, the President or Secretary on or before the thirtieth (30) day after the date of such demand shall fix the date and time of the meeting and provide notice thereof to the members in accordance with Section 2.13 hereof. If the notice of the meeting is not given within thirty (30) days after the demand is made to the Officer of the Corporation, a person signing the demand may set the time and place of the meeting and give notice thereof in accordance with Section 2.13 hereof. Special meetings of the members shall be held at a time and location designated by the person calling the meeting in the notice of the meeting; provided, however, that if the notice does not designate a time and location, such meetings shall be held at the Corporation’s Principal Office at the hour of six o’clock in the evening on the date designated in the notice of the meeting. In the event that he President and the Directors timely designate different times or locations, then the designations of the Directors shall control; provided however, any notice changing the time or place of the meeting shall be effective only if timely received by the members in accordance with Section 2.13 hereof.

**Section 2.13 Notice of Meetings, Waiver of Notice.** Written notice of allmeetings of members shall be given no fewer than ten (10) days, or if notice is mailed by other than first class or registered mailed, thirty (30) days, nor more than sixty (60) days before the meeting date by any method permitted under the Act, to all members of record entitled to vote at such meeting; provided however, the date upon which such notice shall be deemed effective shall be determined in accordance with Section 2.14 hereof. Notice may be given by any combination of mailing, electronic mail, text message, hand delivery, or facsimile transmission. Such notice shall state the date, time, and place of the meeting and, if required by the Act or these Bylaws the purpose or purposes for which such meeting was called. Notice of a meeting of members need not be given to any member who, in person or by proxy, signs a waiver of notice either before or after the meeting, and such waiver is delivered to the Corporation for inclusion in the corporate records. To be effective such waiver shall contain statements or recitals sufficient to identify beyond reasonable doubt the meeting to which it applies. Such statements or recitals in such waiver of notice may, but need not necessarily, include reference to the date and purpose of the meeting and the business transacted thereat. Statement or recital of the proper date of a meeting shall be conclusive identification of the meeting to which a waiver of notice applies unless the waiver contains additional statements or recitals creating a patent ambiguity as to its proper application. A member’s attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

**Section 2.14 Effective Date of Member Notices.** Written notice, if incomprehensible form, is effective at the earliest of the following:

1. When received;
2. Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class postage affixed;
3. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Written notice is correctly addressed to a member if addressed to the member’s address shown in the Corporation’s current list of members. A written notice or report delivered as part of a newsletter, magazine or other publication regularly sent to members constitutes a written notice or report if addressed or delivered to the member’s address shown in the Corporation’s current list of members.

**Section 2.15 Members of Record.**

1. For the purpose of determining members entitled to vote at any meeting of members, or in connection with any other proper purpose requiring a determination of members, the Board of Directors shall by resolution fix a record date for such determination. The record date set by the Board of Directors shall be not more than seventy (70) days, and not less than the last day for timely giving notice, before the meeting or action requiring a determination of members is to occur. If the Board of Directors fails to set a record date, the members at the close of business on the business day on which notice is given or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held are entitled to notice of the meeting and to vote thereat. The members of record appearing in the books of the Corporation at the close of business on the record date so fixed shall constitute the members in respect of the activity in question. A determination of members of record entitled to notice of or to vote at a meeting of members is effective for any adjournment of the meeting unless the Board of Directors fixes a new date for determining the right to notice or the right to vote, which it must do if the meeting is adjourned to a date more than one hundred twenty (120) days after the record date for determining members entitled to notice of the original meeting.

1. After fixing a record date for notice of a meeting, the Corporation shall prepare an alphabetical list of names of all members who are entitled to notice of the meeting and shall list the members by classification of membership, if any. The list shall show the address and number of votes each member is entitled to vote at the meeting. The Corporation shall prepare on a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting but not entitled to notice of the meeting. This list must be prepared on the same basis and be part of the list of members. Such list of members shall be available for inspection by any members for purposes of communication with other members concerning the meeting, beginning the day after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the Corporation’s Principal Office. Subject to the limitations of Sections 33-31-720, 33-31-1602(c) and 33-31-1605 of the Act, as amended, a member, member’s agent, or member’s attorney shall be entitled on written demand, at the member’s expense, to inspect and copy the list at a reasonable time during the period it is available for inspection. The Corporation shall make the list of members available at the meeting, and any member, a member’s agent, or member’s attorney shall be entitled to inspect the list at any time during the meeting or any adjournment. Notwithstanding the foregoing, a member may inspect and copy the membership list only if (i) his demand is made in good faith and for a proper purpose, (ii) he describes with reasonable

c. Particularity his purpose, and (iii) the list is directly connected with his purpose. Unless a written demand to inspect and copy a membership list has been made as set forth above before the membership meeting, and the Corporation improperly refuses to comply with the demand, such refusal or failure to comply with this Section 2.15b shall not affect the validity of action taken at the meeting.

**Section 2.16 Quorum.** Except as may otherwise be required by the Act or theArticles, at any meeting of members the presence, in person or by proxy, of the holders of at least thirty- three and one- third percent (33 1/3%) of the outstanding votes entitled to be cast on the matter shall constitute a quorum on that matter. In the absence of a quorum, a meeting may be adjourned from time to time, in accordance with the provisions concerning adjournments contained elsewhere in these Bylaws. At such adjourned meeting a quorum of members may transact such business as might have been properly transacted at the original meeting.

**Section 2.17 Transaction of Business.** Business transacted at an annual meetingof members may include all such business as may properly come before the meeting; provided however, business which, as set forth in the Act or these Bylaws, requires notice of, or waiver of notice by, the members may only be transacted at an annual meeting of members if valid notice of such business is given to, or waived by, each Member in accordance with the Act or these Bylaws. Business transacted at a special meeting of members shall be limited to the purposes stated in the notice of the meeting.

**Section 2.18 Voting.** Except as may otherwise be required by the Act or theArticles, and subject to the provisions concerning members of record contained elsewhere in these Bylaws, a member (or such member’s proxy) present at a meeting of members shall be entitled to one vote on each matter. If a membership stands of record in the names of two or more persons, their acts with respect to voting have the following effect:

1. If only one votes, the act binds all, and (ii) if more than one votes, the vote must be divided on a pro rata basis. In elections of Directors, those candidates receiving the greater number of votes cast (although not necessarily a majority of votes cast) at the meeting shall be elected. There shall be no cumulative voting for Directors. Any other corporate action shall be authorized by a majority of the votes cast at the meeting unless otherwise provided by the Act, the Articles, or these Bylaws.

**Section 2.19 Adjournments.** A determination of members of record entitled tonotice of or to vote at a meeting of members is effective for any adjournment of the meeting unless the Board of Directors fixes a new date for determining the right to notice or the right to vote, which it must do if the meeting is adjourned to a date more than one hundred twenty (120) days after the record date for determining members entitled to notice of the original meeting.

**Section 2.20 Action Without Meeting.** To the fullest extent permitted by theAct, members may take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act. Unless otherwise permitted by the Act, such written consent must be signed by at least eighty percent (80%) of the members, and delivered to the Corporation for inclusion in the corporate records. Written notice of member approval pursuant to this Section must be given to all members who have not signed such written consent. If written notice is required, member approval pursuant to this Section shall be effective ten (10) days after written notice is given and effective in accordance with Section 2.14 hereof.

**Section 2.21 Action By Written or Electronic Ballot.** Unless the Articlesprovide otherwise, any action that may be taken at any annual, regular, or special meeting of the members may be taken without a meeting if the Corporation delivers a written or electronic ballot to every member entitled to vote on the matter. Such written or electronic ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written or electronic ballot pursuant to this Section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written or electronic ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve the matter other than election of Directors; and specify the time by which a ballot must be received by the Corporation in order to be counted. A written or electronic ballot may not be revoked.

**Section 2.22 Proxies.** Unless the Articles provide otherwise, at all meetings ofmembers, a member may vote in person or by proxy. A proxy must be in writing executed by the member or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. An appointment of a proxy is effective when received by the Secretary or other Officer or agent authorized to tabulate votes. An appointment is valid for eleven (11) months unless a different period is expressly provided in the proxy form; provided however, no proxy shall be valid for more than three (3) years from the date of execution. An appointment of a proxy is revoked by the person appointing the proxy (i) attending any meeting and voting in person, or (ii) signing and delivering to the Secretary or other Officer or agent authorized to tabulate votes for the Corporation either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.

**Section 2.23 Action.** Approval of actions by members shall be in accordance withthe requirements of the Act, except to the extent otherwise provided by the Articles.

**Section 2.24 Resignation of a Member.** A member may resign at any time;provided however, the resignation of a member does not relieve the member from any obligations the member may have to the Corporation as a result of obligations incurred or commitments made before such resignation.

**Section 2.25 Conduct of Meetings.** The President shall preside at each meetingof members. In the absence of the President, an officer of the Board of Directors, designated by the Board shall chair the meeting. In the absence of such designated Officer, an Officer of the corporation shall chair the meeting

Chosen by the vote of a majority of the members present in person or represented by proxy at the meeting and entitled to vote thereat. The Secretary or in his or her absence an Assistant Secretary, or in the absence of the Secretary and all Assistant Secretaries a person whom the chairman of the meeting shall appoint, shall act as secretary of the meeting and keep a record of the proceedings thereof.

The Board of Directors of the Corporation shall be entitled to make such rules or regulations for the conduct of meetings of members, as it shall deem necessary, appropriate or convenient. Subject to such rules and regulations of the Board of Directors, if any, such presiding official for the meeting, as designated above, shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such presiding official, are necessary, appropriate or convenient for the proper conduct of the meeting, including, without limitation, establishing an agenda or order of business for the meeting, rules and procedures for maintaining order at the meeting and the safety of those present, limitations on participation in such meeting to members of record of the Corporation and their duly authorized and constituted proxies and such other persons as such presiding official shall permit, restrictions on entry to the meeting after the time fixed for the commencement thereof, limitations on the time allotted to questions or comment by participants, and regulation of the opening and closing of the polls for balloting on matters which are to be voted on by ballot. Unless, and to the extent, determined by the Board of Directors or such presiding official for the meeting, meetings of members shall not be required to be held in accordance with rules of parliamentary procedure. Unless otherwise determined by the Board of Directors or such presiding official for the meeting, the order of business at the annual meeting, and so far as practicable of all other meetings of members, shall be as follows:

1. Call to order
2. Proof of notice of the meeting
3. Determination of a quorum
4. Reading and disposal of unapproved minutes
5. Reports of Officers and committees, if applicable
6. Election of Directors, if applicable
7. Unfinished business, if applicable
8. New business
9. Adjournment

**Section 2.26 Member Committees.** The Board of Directors may create one or more member committees and appoint members of the Corporation to serve on them. Each committee must have two (2) or more members who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of the Board of Directors in office at the time such action is taken.

Unless otherwise determined by the Board of Directors, the Corporation shall have the following standing member committees:

1. Facilities and Infrastructure.
2. Finance.
3. Sponsorship and Fundraising.
4. Meet Management.
5. Communications.
6. Marketing.
7. Nominating (See Article V below).

**ARTICLE III DIRECTORS**

**Section 3.01 Authority.** The Board of Directors shall have ultimate authorityover the conduct and management of the all business and affairs of the Corporation Including, without limitation, the hiring and dismissal of the Head Coach.

**Section 3.02 Qualification.** All Directors shall be natural persons.

**Section 3.03 Number.** The Board shall, have seven (7) Six (6) of whomare elected by the membership, one (1) of whom shall be the Head Coach; the Six (6) elected positions shall be President, Vice President, Treasurer, Secretary and two At-Large Members. The number of Directors may be increased or decreased from time to time by the Board of Directors; provided, however that the number of Directors shall not be less than five (5) and provided further, however, no reduction in the number of Directors shall have the effect of shortening the term of any incumbent Director.

**Section 3.04 Quorum.** At any meeting of the Board of Directors, at least four (4)of the seven (7) directors must be present; if a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

a. The current head coach shall automatically serve as a Director, provided, however that the other Directors may, from time to time, with or without a meeting called for such purpose, suspend or remove, with or without cause, the head coach from office as a Director, or refuse to seat the current head coach as a Director, with or without cause by a vote of at least sixty (60%) of the other Directors then in office. A head coach who is terminated or resigns shall automatically be removed as a Director. The Board of Directors may or may not, in its sole, subjective discretion, fill the vacancy left by the suspension of, removal of, termination of, resignation of, or failure to seat the Head Coach.

b. If any matter, situation, or circumstances exists in which the personal or professional interests of the head coach create a potential conflict with the head coach’s role as a Director (the “conflict”), then, in addition to the right to suspend or remove the head coach as a Director as set forth in the subsection (a) above, the President (or his/her designee) shall, in his/her sole, subjective, discussion, negotiations, deliberations, or other Board activities related to the matter, situation, or circumstances which have given rise to the conflict.

**Section 3.05 Classification and Tenure.** The Directors, except for the Head Coach are hereby divided into three (3 Classes. As soon as practicable, each class with consist, as nearly equal as possible but with the first class being the smallest, of one-third of the number of Directors then constituting the whole board. The term of office of those in the first class shall expire at the annual meeting next ensuing, the term of office for the second class shall expire one year thereafter, and the term of office for the third class shall expire two years thereafter. At each succeeding annual elections, the Directors elected shall be chosen for a full term of three (3) years to succeed those whose terms expire. In case of any increase in the number of Directors, the additional directorships so created may be filled in the first instance in the same manner as a vacancy in the Board of Directors. An election of Directors by the members shall be held at each annual meeting of the Corporations members. The term of a Director may not exceed six (6) years.

**Section 3.06 Resignation of Directors.** A Director may resign at any time bydelivering written notice to the Board of Directors, its presiding Officer, the President, or the Secretary. A resignation is effective when the notice is effective unless the notice specifies a later date. If the resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

**Section 3.07 Removal.** Except as otherwise provided in Section 3.04, withrespect to the head coach as a Director, any Director who is expelled, suspended, or whose membership is terminated pursuant to Section 2.06 shall automatically be removed as a Director. The members of the Corporation if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting to elect Directors may remove any Director elected by the members from office, with or without cause. A Director elected by the members may be removed by the members only at a meeting called for the purpose of removing the Director and the meeting notice state that the purpose, or one of the purposes, of the meeting is the removal of the Director. Except as otherwise provided in Section 3.04, with respect to the head coach as a Director, and Director elected by the Board of Directors may be removed from office without cause by a sixty percent (60%) vote of the other Directors then in office; provided however, a Director elected by the Board of Directors to fill the vacancy of a Director elected by the members may be removed without cause by the members, but not the Board of Directors.

**Section 3.08 Vacancies.** The Board of Directors may by majority vote of theDirectors then in office, regardless of whether such Directors constitute a quorum, elect a new Director to fill a vacancy on the Board of Directors; provided, however that no person may be elected to fill a vacancy created by such person’s removal from office pursuant to these Bylaws. The president can appoint someone until the end of the term.

**Section 3.09 Annual and Regular Meetings.** An annual meeting of the Board ofDirectors shall be called and held for the purpose of annual organization, changes in the established number of Directors, if any, appointment of Officers and committees, and transaction of any other business. If such meeting is held promptly after and at the place specified for the annual meeting of members, no notice of the annual meeting of the Board of Directors need be given. Otherwise, such annual meeting of the Board of Directors shall be held at such time (at any time prior to and not more than thirty (30) days after the annual meeting of members) and place as may be specified in the notice of the meeting. The Board of Directors may by resolution provide for the holding of additional regular meetings without notice other than such resolution; provided, however,

The resolution shall fix the dates, times, and places (which may be anywhere within or without the State of the Corporation’s Principal Office) for these regular meetings. Except as otherwise provided law may transact any business transacted at any annual or regular meeting of the Board of Directors.

**Section 3.10 Special Meetings; Notice of Special Meeting.** Special meetings ofthe Board of Directors may be called for any lawful purpose or purposes by the President, the presiding Officer of the Board of Directors, or at least twenty percent (20%) of the Directors then in office. The person calling a special meeting shall give, or cause to be given, to each Director at his business address, notice of the date, time and place of the meeting by any means of communication acceptable under the Act not less than two (2) days prior thereto. An oral notice is permissible if reasonable under the circumstances and is effective when communicated in a comprehensible manner. Written notice, if in comprehensible form, is effective at the earliest of the following:

1. When received;
2. Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class postage affixed;
3. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or,
4. Written notice is correctly addressed to a Director if addressed to the Director’s business address shown in the Corporation’s current records. If notice is given by telecopier facsimile transmission, the notice shall be deemed delivered when the facsimile of the notice is transmitted to a telecopier facsimile receipt number designated by the receiving Director, if any, so long as such Director transmits to the sender an acknowledgment of receipt. The notice of a special meeting shall describe the purpose of such special meeting. Any time or place fixed for a special meeting must permit participation in the meeting by means of telecommunications as authorized below.

**Section 3.11 Waiver of Notice of Meetings.** Notice of a meeting need not begiven to any Director who signs a waiver of notice either before or after the meeting. To be effective the waiver shall contain recitals sufficient to identify beyond reasonable doubt the meeting to which it applies. The recitals may, but need not necessarily, include reference to the date and purpose of the meeting and the business transacted thereat. Recital of the proper date of a meeting shall be conclusive identification of the meeting to which a waiver of notice applies unless the waiver contains additional recitals creating a patent ambiguity as to its proper application. The attendance of a Director at a Director’s meeting shall constitute a waiver of notice of that meeting, except where the Director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Act, these Bylaws, or the Articles, objects to lack of notice and does not thereafter vote or assent to the objected action.

**Section 3.12 Participation by Telecommunications,** Any Director mayparticipate in, and be regarded as present at, any meeting of the Board of Directors by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

**Section 3.13 Action.** The Board of Directors shall take action pursuant toresolutions adopted by the affirmative vote of a majority of the Directors participating in a meeting at which a quorum is present, or the affirmative vote of a greater number of Directors where required by the Articles, these Bylaws, the Act, or otherwise by law.

**Section 3.14 Action Without Meeting.** To the fullest extent permitted by theAct, the Board of Directors may take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act. Unless otherwise permitted by the Act, such written consent must be signed by all Directors and included in the minutes filed with the corporate records reflecting the action taken.

**Section 3.15 Presumption of Assent.** A Director of the Corporation who ispresent at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (i) such Director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting, (ii) the Director votes against the action and the vote is entered in the minutes of the meeting, (iii) the Director’s dissent or abstention for the action taken is entered in the minutes of the meeting, or (iv) the Director delivers written notice of dissent or abstention to the presiding Officer of the meeting before its adjournment or the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of such action.

**Section 3.16 Board of Directors Committees.** In addition to the committeesdescribed in Section 2.26 above, the Board of Directors may from time to time by resolution, adopted in accordance with the Act, designate and delegate authority to one or more committees of the Board of Directors. Any such committee may be designated as a standing committee appointed annually or as a special committee for specific circumstances or transactions with a limited duration. Each committee shall be composed of two or more Directors, who shall serve at the pleasure of the Board of Directors. Only members of the Board of Directors shall serve as members of such committees. The Board of Directors shall prescribe the duties, constitution, and procedures of any committee. The Board of Directors shall designate one member of each committee as its chairman. A committee may not authorize distributions; approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all the Corporation’s assets; elect, appoint, or remove Directors or fill vacancies on the Board or on any committee; or adopt, repeal, or amend the Articles or these Bylaws.

**Section 3.17 Board of Directors Committee Meetings.** A majority of each

Committee’s voting members shall constitute a quorum for the transaction of business by the committee, and each committee shall take action pursuant to resolutions adopted by a majority of the committee’s voting members participating in a meeting at which a quorum of the committee is present. Each committee may also take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act for Director action. Unless otherwise permitted by the Act for Director action, such written consent must be signed by all of the committee’s voting members. Special meetings of any committee may be called at any time by any Director who is a member of the committee or by any person entitled to call a special meeting of the full Board of Directors. Except as otherwise provided in this Section, the conduct of all meetings of any committee, including notice thereof, and the taking of any action by such committee, shall be governed by this Article.

**Section 3.18 Compensation.** Directors shall not receive compensation for servingas a member of the Corporation’s Board of Directors.

**Section 3.19 Order of Business for Annual Meeting.** Unless otherwisedetermined by the President, the order of business at the annual meeting of the Board of Directors shall be as follows:

1. Determination of a quorum
2. Reading and disposal of all unapproved minutes
3. Reports of Officers and committees, if applicable
4. Change in established number of Directors, if applicable
5. Appointment of Officers and committees, if applicable
6. Election of the Council (as defined in Section 4.01 below)
7. Unfinished business, if applicable
8. New business
9. Adjournment

Unless, and to the extent, determined by the Board of Directors or the chairman of the meeting, or unless required by a specific rule to the contrary in these Bylaws, the Articles, or the Act, meetings of the Board of Directors shall not be required to be held in accordance with rules of parliamentary procedure.

**ARTICLE IV NOMINATING COMMITTEE**

**Section 4.01 Nominating Committee.** The Board of Directors shall appoint a

Nominating Committee consisting of three (3) members of the Corporation, one of which is the Head Coach, and one of which is a current Board of Director.

**Section 4.02 Nominating Committee Meetings.** A majority of the NominatingCommittee’s voting members shall constitute a quorum for the transaction of business by such committee, and such committee shall take action pursuant to resolutions adopted by a majority of its voting members participating in a meeting at which a quorum of the committee is present. The Nominating Committee may also take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act for Director action. Unless otherwise permitted by the Act for Director action, such written consent must be signed by all of the committee’s voting members. Any member of the committee may call a special meeting of the committee at any time.

**ARTICLE V OFFICERS**

**Section 5.01 In General.** The officers of the corporation shall consist of the~~CEO~~/Head Coach, President, Vice President, Treasurer, Secretary, and two (2) at -Large Member. All Officers shall be appointed by the Board of Directors to serve at the pleasure of the Board. Except as may otherwise be provided by Act or in the Articles, the Board of Directors may remove any Officer at any time, with or without cause. The Board of Directors may file any vacancy occurring at anytime, for the unexpired term. One person may hold two or more offices. Each Officer shall exercise the authority and perform the duties as may be set forth in these Bylaws and any additional authority and duties as the Board of Directors shall determine from time to time.

**Section 5.02 President.** The President shall be the chief executive officer of theCorporation and, subject to the authority of the Board of Directors and the authority of the Council, shall manage the business and affairs of the Corporation. The President shall whenever possible preside at all meetings of the members and all meetings of the Board of Directors, unless a Chairman of the Board is elected and is assigned one or both of such duties by these Bylaws or by action of the Board of Directors. The President shall see that the resolutions of the Board of Directors and authorized committees thereof are put into effect. Except as otherwise provided herein and as may be specifically limited by resolution of the Board of Directors or an authorized committee thereof, the President shall have full authority to execute on the Corporation’s behalf any and all contracts, agreements, notes, bonds, deeds, mortgages, certificates, instruments, and other documents. The President shall also perform such other duties and may exercise such other powers as are incident to the office of president and as are from time to time assigned to him by the Act, these Bylaws, the Board of Directors, or any authorized committee thereof.

**Section 5.03 Vice President**. Exempt as otherwise determined by the Board of Directors, each Vice President shall serve under direction of the President. Except as otherwise provided herein, each Vice President shall perform such duties and may exercise such powers as are incident to the office of Vice President and as are from time to time assigned to him by the Act, these Bylaws, the Board of Directors, an authorized committee thereof, or the President. In the absence, incapacity, or inability or refusal of the President to act, the most senior Vice President shall assume the authority and perform the duties of President. If the Board of Directors appoints more than one Vice President, the seniority of the Vice Presidents shall be determined from their dates of appointment unless the Board of Directors shall otherwise specify. Designation of a “Senior” or “Executive” vice president by the Board of Directors shall be an indication of seniority.

**Section 5.04 Secretary.** Except as otherwise provided by these Bylaws ordetermined by the Board of Directors, the Secretary shall serve under the direction of the President. The Secretary shall whenever possible attend all meetings of the members and the Board of Directors, and whenever the Secretary cannot attend such meetings, such duty shall be delegated by the presiding Officer for such meeting to a duly authorized assistant secretary. The Secretary shall record or cause to be recorded under the Secretary’s general supervision the proceedings of all such meetings and any other actions taken by the members or the Board of Directors (or by any committee of the Board in place of the Board) in a book or books (or similar collection) to be kept for such purpose. The Secretary shall upon proper request give, or cause to be given, all notices in connection with such meetings. The Secretary shall be the custodian of the corporate seal and affix the seal to any document requiring it, and to attest thereto by signature. The Secretary may delegate the Secretary’s authority to affix the Corporation’s seal and attest thereto by signature to any Assistant Secretary. The Board of Directors may give general authority to any other Officer or specified agent to affix the Corporation’s seal and to attest thereto by signature. Unless otherwise required by law, the affixing of the Corporation’s seal shall not be required to bind the Corporation under any documents duly executed by the Corporation and the use of the seal shall be precatory in the discretion of the Corporation’s duly authorized signing Officers. The Secretary shall properly keep and file, or cause to be properly kept and filed under the Secretary’s supervision, all books, reports, statements, notices, waivers, proxies, tabulations, minutes, certificates, documents, records, lists, and instruments required by the Act or these Bylaws to be kept or filed, as the case may be. The Secretary may when requested, and shall when required, authenticate any records of the Corporation. Except to the extent otherwise required by the Act, the Secretary may maintain, or cause to be maintained, such items within or without the State of South Carolina at any reasonable place. In the event the Board of Directors designates and engages a transfer agent, as permitted by these Bylaws, such duties of keeping such member records and the like accepted by such transfer agent shall be deemed delegated from the Secretary to such transfer agent, but such transfer agent shall be subject to supervision of the Secretary. The Secretary shall perform such other duties and may exercise such other powers as are incident to the office of secretary and as are from time to time assigned to such office by the Act, these Bylaws, the Board of Directors, an authorized committee thereof, or the President.

**Section 5.05 Treasurer.** Except as otherwise provided by these Bylaws ordetermined by the Board of Directors, the Treasurer shall serve under the direction of the President. The Treasurer shall, under the direction of the President, keep safe custody of the Corporation’s funds and securities, maintain and give complete and accurate books, records, and statements of account, give and receive receipts for moneys, and make deposits of the Corporation’s funds, or cause the same to be done under the Treasurer’s supervision. The Treasurer shall upon request report to the Board of Directors or members on the financial condition of the Corporation. The Board of Directors may require the Treasurer at any time and from time to time to give such bond as the Board may determine. The Treasurer shall perform such other duties and may exercise such

Other powers as are incident to the office of treasurer and as are from time to time assigned to such office by the Act, these Bylaws, the Board of Directors, an authorized committee thereof, or the President.

**Section 5.06 Salaries.** The Board of Directors shall fix the salaries and other compensation of the Officers from time to time and no Officer shall be prevented from receiving a salary or other compensation by reason of the fact that such Officer is also a Director of the Corporation.

**ARTICLE VI INDEMNIFICATION**

**Section 6.01 Scope.** The Corporation shall indemnify, defend and hold harmlessthe Corporation’s Officers and Directors to the fullest extent permitted by, and in accordance with the Act. This plan of indemnification shall constitute a binding agreement of the Corporation for the benefit of the Officers and Directors as consideration for their services to the Corporation, and may be modified or terminated by the Board of Directors only prospectively. Such right of indemnification shall not be exclusive of any other right which such Directors, Officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of members, insurance, provision of law, or otherwise, as well as their rights under this Article VI.

**Section 6.02 Indemnification Plan.** The Board of Directors may from time totime adopt an Indemnification Plan implementing the rights granted in Section 7.01. This Indemnification Plan shall set forth in detail the mechanics of how the indemnification rights granted in Section 7.01 shall be exercised; provided, that the Indemnification Plan shall include that the Directors shall not be indemnified until twenty (20) days after effective written notice is given to the South Carolina Attorney General, as set forth in Section 33-31-855(d) of the Act.

**Section 6.03 Insurance.** The Board of Directors may cause the Corporation topurchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

**ARTICLE VII TRANSACTIONS**

**Section 7.01 Contracts.** The Board of Directors may authorize any Officer orOfficers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 7.02 Loans.** The Board of Directors may authorize any Officer orOfficers, or agent or agents, to contract any indebtedness and grant evidence of

Indebtedness and collateral therefor in the name of an on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 7.03 Checks, Drafts, Etc.** All checks, drafts or orders for the payment ofmoney, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the Corporation.

**Section 7.04 Deposits.** All funds of the Corporation shall be deposited from timeto time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 7.05 Gifts.** The Board of Directors may accept on behalf of theCorporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

**ARTICLE VIII RECORDS**

**Section 8.01 Forms of Records.** When consistent with good business practices,any records of the Corporation may be maintained in other than written form if such other form is capable of reasonable preservation and conversion into written form within a reasonable time.

**Section 8.02 Corporate Records.** The Corporation shall keep as permanentwritten records a copy of the minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The Corporation shall maintain appropriate accounting records. The Corporation or its agent shall maintain a record of the name and address, in alphabetical order, of each member. The Corporation shall keep a copy of the following records at its Principal Office:

1. Its Articles or Restated Articles and all amendments thereto

Currently in effect;

1. Its Bylaws or Restated Bylaws and all amendments thereto

Currently in effect;

1. Resolutions adopted by its Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of the members or any class or category of members;
2. The minutes of all meetings of members and records of all actions approved by the members for the past three (3) years;
3. All written communications to members generally within the

Past Three (3) years, including financial statements furnished for the past three (3) years;

1. A list of the names and business or home address of its current Directors and Officers; and Corporation with the South Carolina Secretary of State.
2. The Corporation’s most recent report of each type required to be filed by the Corporation with the South Carolina Secretary of State.

**Section 8.03 Inspection Rights.** The members shall have only such rights toinspect records of this Corporation to the extent, and according to the procedures and limitations, prescribed by the Act.

**Section 8.04 Financial Statements**. The Corporation shall not be required toprepare financial statements on the basis of generally accepted accounting principles, but may prepare financial statements in accordance with accepted accounting standards and principles applicable to non-profit entities. The Corporation, upon written demand from a member, shall furnish to the demanding party the Corporation’s latest annual financial statements. Such statements shall include a balance sheet as of the end of the fiscal year and statement of operations for that year. If financial statements are prepared for the Corporation on the basis of generally accepted accounting principles, the annual financial statements also must be prepared on that basis. If a public account reports upon the annual statement, the accountant’s statement must accompany them. If not, the statements must be accompanied by the statement of the President’s or person responsible for the Corporation’s financial accounting records (1) stating whether or not to the President or such person’s reasonable belief the financial statements were prepared on the basis of generally accepted accounting principles, and if not, describing the basis of preparation, and (2) describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

**ARTICLE IX MISCELLANEOUS**

**Section 9.01 Fiscal Year.** The fiscal year of the Corporation shall be established,and may be altered, by resolution of the Board of Directors from time to time, as the Board deems advisable.

**Section 9.02 Seal.** The seal of the Corporation shall be circular in form and shallhave inscribed thereon the name of the Corporation, the year of its organization, and the words “Corporate Seal, State of South Carolina.”

**Section 9.03 Amendments.** Subject to the Act and the Articles, any or all of theseBylaws may be altered, amended, or repealed and new Bylaws may be adopted only by the affirmative vote of a majority of the members. The Board of Directors may not amend these Bylaws. Any notice of a meeting of members at which Bylaws are to be adopted, amended, or repealed shall state that the purpose, or one of the purposes, of the meeting is to consider the adoption, amendment, or repeal of Bylaws and contain or be accompanied by a copy or summary of the proposal. Such notice shall be effective in accordance with Section 2.14 hereof.

**Section 9.04 Severability.** If any provision of these Bylaws or the applicationthereof to any person or circumstances shall be held invalid or unenforceable to any extent by a court of competent jurisdiction, such provision shall be complied with or enforced to the greatest extent permitted by law as determined by such court, and the remainder of these Bylaws and the application of such provision to other persons or circumstances shall not be affected thereby and shall continue to be complied with and enforced to the greatest extent permitted by law.

**Section 9.05 Usage.** In construing these Bylaws, feminine or neuter pronounsshall be substituted for masculine forms and vice versa, and plural terms shall be substituted for singular forms and vice versa, in any place in which the context so requires. The section and paragraph headings contained in these Bylaws are for reference purposes only and shall not affect in any way the meaning or interpretation of these Bylaws. Terms such as “hereof,” “hereunder,” “hereto,” and words of similar import shall refer to these Bylaws in the entirety and all references to “Articles,” “Paragraphs,” “Sections,” and similar cross references shall refer to specified portions of these Bylaws, unless the context clearly requires otherwise. Terms used herein, which are not otherwise defined, shall have the meanings ascribed to them in the Act. All references to statutory provisions shall be deemed to include corresponding sections of succeeding law.

**Section 9.06 Conflict Between Bylaws, Articles and the Act.** The Articles andthe Act (as either may be amended from time to time) are incorporated herein by reference. Any conflict between the terms of these Bylaws, the Articles, or the Act shall be resolved in the following order: (1) the Act; (2) the Articles; and (3) these Bylaws.

The foregoing are certified to be the true and complete Amended and Restated Bylaws of the Corporation as adopted by the members as of December \_\_\_\_, 2018.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary

Date of Certification: \_\_\_\_\_\_\_\_\_\_\_\_

(Corporate Seal)