

# **NONPROFIT BY LAWS OF BLUFFTON RUSH FOUNDATION**



## **PREAMBLE**

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of South Carolina and the Articles of Incorporation of Bluffton Rush Foundation. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of South Carolina, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation, it shall then be these Bylaws which shall be controlling.

## **ARTICLE I – NAME**

The legal name of the Non-Profit Corporation shall be known as Bluffton Rush Foundation Limited and shall herein be referred to as the "Corporation".

## **ARTICLE II – OBJECTIVES & PURPOSE**

The general purpose for which this Corporation is established to advance and foster the game of soccer among all ages. The Corporation is formed specifically to teach, develop, promote and administer the game, and to foster and develop facilities suitable to the organization and conduct of the game. The Corporation may also foster local, state, national and international development and competition through affiliation with (but not control by) the United States Soccer Federation (U.S.S.F.) and its affiliates the Federation Internationale de Football Association (F.I.F.A).

In addition, this Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Corporation shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of South Carolina and may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. At no time and in no event shall the Corporation participate in any activities which have not been permitted to be carried out by a Corporation exempt under Section 501(c) of the Internal Revenue Code of the 1986 (the Code), such as certain political and legislative activities.

## **ARTICLE III – OFFICES**

The principal office of the Corporation shall be located at 25 Thurmond Way, 1295 Bluffton, South Carolina 29910. The Corporation may have such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation may find a need from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

## **ARTICLE IV – MEMBERS**

### **Members**

Members of the Corporation shall consist of the following persons: parents or guardians who are designated as such on the registration form of the players who play on any team, officers and directors of the Corporation, coaches formally named to the Coaching Staff of the Corporation and operational staff of the Corporation.

### **Voting Rights**

Parents or guardians designated on such respective player's registration form of players that such parent(s) or guardian(s) have registered shall be entitled to one (1) vote. Bluffton Rush Foundation shall consider the parents or guardians of the players registered for the prior season that only play one season per year due to high school restrictions as members.

### **Annual General Meeting**

A date for an annual general meeting of the members shall be chosen by the Board of Directors in July or August for the annual reports of the President, the annual financial report of the Treasurer, the purpose of electing directors and the transaction of such other business as may be stated in the notice of the meeting. In the event that the Board of Directors fails to so determine the time, date and place, it shall be held at the registered office of the Corporation at a time and date as determined by the President.

### **Notice of Annual General Meetings**

Notice stating the time, date and place of the annual general meeting of the members shall be e-mailed directly to each member and posted on the web, not less than ten (10) days nor more than thirty (30) days before the date of the meeting.

### **Quorum**

At all annual general meetings of the Corporation, there shall be represented in person and present, a quorum of the Board necessary to conduct such meeting.

### **Nominations**

Nominations for election to the Board of Director may be made by the Board of Directors or by any member. Nominations must be submitted in writing to the principal office of the Corporation not less than ten (10) days prior to the annual general meeting. The Board of Directors may establish a Nominating Committee for the purpose of soliciting potential candidates that have the best interest of the Corporation. This Committee shall be made up of any person the Board chooses who will not be running for election the following annual general meeting.

### **AGM Method of Voting**

All voting shall be by ballot for members present; however, when requested by a majority of the members present at such meeting, voting may be by voice for any other matters. Proxy voting is permitted.

## **ARITCLE V – BOARD OF DIRECTORS**

### **General Powers and Responsibilities**

The Corporation shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges, and limitations of liability of Directors of a non-profit Corporation organized under the Non-Profit Corporation Act of South Carolina. The Board shall establish policies and directives governing

business and programs of the Corporation and shall delegate to the Executive Director and Corporate staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

### **Number and Qualifications**

The Board shall have up to nine (9) members, but no fewer than three (3) Board members. A Board member need not be a resident of the state of South Carolina. No more than one member of a single household may serve on the Board of Directors.

In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect, shall be *Ex-Officio Board Members*, which will have the same rights and obligations, including voting power, as the other Directors. The election of such *Ex-Officio Board Members* shall be subject to the limit of nine (9) members.

### **Board Compensation**

The Board shall not be compensated for their services. The Board, by resolution, may approve reasonable payment or reimbursement for normal travel and other out-of-pocket expenses incurred by any Director in fulfillment of the Directors' duties and responsibilities to. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these By-laws, nothing in these By-laws shall be construed to preclude any Board member from serving the Corporation in any other capacity and receiving compensation for services rendered.

### **Term of Office**

All appointments and elections to the Board shall be for a term of two (2) years. No person shall serve more than 3 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 1 additional year(s). No person shall serve more than seven (7) consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 0 years have passed since the conclusion of such Board member's service.

### **Vacancies**

If a vacancy occurs on the Board of Directors, resulting from a resignation or the removal of a Director, the Board of Directors may fill the vacancy by appointment, whether or not the number of Directors then in office is less than a quorum, or by vote of a sole remaining Director. The new Director elected to fill the vacancy will serve for the remaining term of the predecessor in office.

### **Resignation**

Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

### **Board Member Attendance**

An elected Board Member who is absent from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Corporation. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

## **Removal**

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of two-thirds ( $\frac{2}{3}$ ) of then-serving Board members.

## **Meetings**

A regular meeting of the Board of Directors shall be held at least once during each quarter of the seasonal year. Meetings may be held in person or virtually. Written notice stating the place, day and hour of meeting shall be given to each Director either by email at least 3 days prior. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax.

## **Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any Board of Director.

## **Notice of Special Meetings**

Notice of a special meeting must be emailed not less than 48 hours nor more than 7 days in advance to all Board of Directors.

## **Minutes**

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation to be placed in the minute books. A copy of the minutes shall be delivered to each Board member and to the President/Executive Director via email within 10 business days after the close of each Board meeting. All Minutes must be approved by majority vote at the next following meeting of the Board of Directors.

## **Action by Written Consent**

Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Such consent shall have the same force and effect as a vote of the Directors and may be stated as such in any document. The number of Directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minutes book of the Corporation and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

## **Quorum**

At each meeting of the Board of Directors or Board Committees, the presence of a majority of Directors shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless

otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

### **Voting**

Each Board member shall only have one vote.

## **ARTICLE VI – OFFICERS**

### **Officers and Duties**

The Board shall elect officers of the Corporation which shall include a Chair of the Board (Chief Executive Officer), Vice-Chair of the Board, President (Executive Director), a Secretary, a Treasurer, and such other officers as the Board may designate by resolution. All positions must be held by separate individuals. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation , or by these Bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

### **Chair of the Board (Chief Executive Officer)**

It shall be the responsibility of the Chair of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee. The Chair of the Board is authorized to execute, in the name of the Corporation, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation, except when required by law that the President's signature must be provided.

### **Vice-Chair of the Board**

The Vice-Chair of the Board shall succeed to the duties and authority of the Chair of the Board in the absence, incapacity, or resignation of the Chair of the Board. He/she shall assist the Chair of the Board and the President/Executive Director as necessary. The Vice-Chair shall serve as the Chair of the Risk Management and Disciplinary Committee.

### **President (Executive Director)**

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Corporation, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Corporation, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Board of Directors may place the President under a contract of employment where appropriate. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board. The President shall be responsible for the hiring and firing of all personnel and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Corporation, to execute in the name of the Corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation, and to negotiate any and all material business transactions of the Corporation.

### **Secretary**

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Corporation which are required to be kept at the principal office of the Corporation, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Corporation and shall see that the seal of the Corporation, if any, 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 shall have oversight of the Corporation funds and securities, work in cooperation with the President/Executive Director to keep full and accurate account of receipts and disbursements in the appropriate books, shall require the deposit of all monies and other valuable assets in the name of and to the credit of the Corporation in such financial institutions as may be designated by the Board of Directors. The Treasurer shall report on the activities and financial condition of the Corporation and present an Annual Budget at all annual meetings of the Members.

## **ARTICLE VII – COMMITTEES**

### **Committees**

The Board of Directors may, from time to time, and by vote of a majority of the Directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such committee shall consist of at least one (1) Director, and may also include persons who are not on the Board but whom the Directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-direct or members. The Board may designate one or more alternative 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. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
- c) Fix compensation of the Directors serving on the Board or on any committee.
- d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- f) Appoint any other committees of the Board of Directors or their members.

- g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation otherwise than in the usual and regular course of its business; or revoke any such plan.
- h) Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board of Directors, no committee shall compel the Corporation in a contract or agreement or expend Corporation funds.

### **Meetings and Actions of Committees**

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 6 - Committees of these Bylaws concerning meetings and actions of the 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 may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporation records. The Board of Directors may adopt rules not consistent with the provisions of these bylaws for the governance of any committee.

If a Director relies on information prepared by a committee of the Board on which the Director does not serve, the committee must be composed exclusively of any or any combination of (a) Directors, (b) Directors or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the Director believes to be within that person's professional or expert competence.

### **Standing Committees**

Standing Committees of the Corporation shall be

#### **Finance Committee**

The Finance Committee, shall be responsible for making sure the Corporation's financial reports are accurate. It shall also oversee the budget and perform other duties like establishing reserve funds, lines of credit and investments. The Finance Committee shall meet quarterly throughout the seasonal year and shall be chaired by the Treasurer.

#### **Fields Committee**

The Fields Committee shall explore options for facilities throughout the greater Bluffton/Hardeeville area. These options shall include, but not be limited to, the improvement of existing facilities used by the Corporation, rental or acquisition of existing facilities not in present use by the Corporation and the acquisition and development of land into new facilities.

#### **Risk Management and Disciplinary Committee**

The Risk Management and Disciplinary Committee shall promote the safety and welfare of all youth players and work to protect coaches, players, referees, parents and volunteers from abuse or conduct that violates the Mission Statement of the Corporation. The Committee shall also oversee the application of all risk management devices mandated by the South Carolina Youth Soccer Association,

US Youth Soccer, US Soccer and all state and federal laws. The Committee shall include at least one member of the Board of Directors. Members of the Committee need not be members of the Board of Directors.

### **Special Committees**

Special Committees may be established by a majority vote of the Board of Directors with the goal of completing a specific task as directed by the Board. Membership on the Board is by appointment and all Special Committees shall be chaired by a member of the Board of Directors.

## **ARTICLE VIII – STANDARD OF CARE**

### **General**

A Director shall perform all the duties of a Director, including, but not limited to, duties as a member of any committee of the Board on which the Director may serve, in such a manner as the Director deems to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

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

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

### **Loans**

No loans shall be contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a majority vote of the Board of Directors except for anticipated expenses to be incurred in the ordinary course of business.

### **Conflict of Interest**

The purpose of the Conflict of Interest policy is to protect the Corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or Directors, or that might otherwise result in a possible excess benefit transaction. This policy



is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.

### **Restriction on Interested Directors**

Not more than 10% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

### **Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors who are considering the proposed transaction or arrangement.

### **Establishing a Conflict of Interest**

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

### **Addressing a Conflict of Interest**

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The Chair of the Board of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the best interest of the

Corporation, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

### **Violations of Conflict of Interest Policy**

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Procedures and Records**

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of

### **Acknowledgement of Conflict of Interest Policy**

Each Director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands that the Corporation is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Violation of Loyalty - Self-Dealing Contracts**

A self-dealing contract is any contract or transaction (i) between this Corporation and one or more Directors, or between this Corporation and any Corporation, firm, or association in which one or more of the of its Directors has a material financial interest ("Interested Director"), or (ii) between this Corporation and a Corporation, firm, or association of which one or more of its Directors are Directors of this Corporation. Said self-dealing shall not be void or voidable because such Director(s) of the Corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said interested Director(s)) ;
- b) All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith- without counting the vote of the interest Director(s) - and the contract is just and reasonable as to the Corporation at the time it is authorized, approved, or ratified; or
- c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

### **Indemnification**

To the fullest extent permitted by law, the Corporation shall indemnify its "agents," as described by law, including its Directors , officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators , against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

### **Immunity**

To the fullest extent allowed by the laws of the State of South Carolina, both as now in effect and as hereafter adopted or amended, each present and future Director (and his or her estate, heirs and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Corporation.

## **ARTICLE IX - EXECUTION OF CORPORATE INSTRUMENTS**

### **Execution of Corporate Instruments**

The Board of Directors may, at its discretion, 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 shall be binding upon the Corporation.

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, other evidences of indebtedness of the Corporation, other corporate instruments or documents, and memberships in other Corporation shall be executed, signed, and/or endorsed by the President.

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, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

### **Loans and Contracts**

No loans shall be contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Directors except for anticipated expenses to be incurred in the ordinary course of business.

The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation consistent with the Articles of Incorporation and Bylaws, and such authority may be general or confined to specific instances.

## **ARTICLE X - RECORDS AND REPORTS**

### **Maintenance and Inspection of Articles and Bylaws**

The Corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the Directors at all reason able times during office hours.

### **Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns**

The Corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

### **Maintenance and Inspection of Other Corporate Records**

The Corporation shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

Every direct or shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

### **Preparation of Annual Financial Statements**

The Corporation shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Corporation shall make these financial statements available to the South Carolina Attorney General and members of the public for inspection no later than 30 days after the close of the fiscal year to which the statements relate.

### **Reports**

The Board shall ensure an annual report is sent to all Directors within 30 days after the end of the fiscal year of the Corporation, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this Corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year.
- d) The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

### **ARTICLE XI – FISCAL YEAR**

The fiscal year for this Corporation shall end on December 31. The Board, by majority vote, shall have the authority to change the fiscal year of the Corporation to align it with the youth soccer seasonal year.

### **ARTICLE XII – AMENDMENTS AND REVISIONS**

These bylaws may be adopted, amended, or repealed by a simple majority of the Directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

Amendments to these bylaws to correct ministerial errors may be made from time to time as directed by the Chair of the Board or by the President/Executive Director with written notice to all members of the Board.

### **ARTICLE XIII – CORPORATE/ORGANIZATION SEAL**

The Board of Directors may adopt, use, and alter a corporate seal. The seal shall be kept at the principal office of the Corporation. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

#### **ARTICLE XIV – CONSTRUCTION AND DEFINITIONS**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, 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. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

#### **CERTIFICATE OF SECRETARY**

I, Name Here, certify that I am the current elected and acting Secretary of the Corporation, and the above bylaws are the bylaws of this Corporation as adopted by the Board of Directors on October 25, 2022, and that they have not been amended or modified since the above.

EXECUTED on this 30<sup>th</sup> day of October 2022, the County of Beaufort in the State of South Carolina.

Bluffton Rush Foundation Limited  
By its Secretary,

\_\_\_\_\_  
Tina Sanders