

**COLUMBIA UNITED FC
BYLAWS**

(As amended April 21, 2014)

**ARTICLE I
ORGANIZATION**

Columbia United FC (the "Corporation") is a nonprofit corporation of perpetual duration organized under the laws of South Carolina. The Corporation shall have a self-perpetuating board of directors (individually, "Directors," and cumulatively, the "Board"). The principal office of the Corporation shall be located at 1420 Sumter Street, Suite 200, Columbia, SC 29201, or such other location in the Mid-state of South Carolina as may be approved from time to time by the Board.

**ARTICLE II
EQUAL OPPORTUNITY**

Participation in the Corporation shall be without regard to race, color, religion, creed, sex, or national origin. Any act of discrimination shall be regarded as a violation of these Bylaws and dealt with as described in Article IX, below.

**ARTICLE III
PURPOSE AND POWERS**

The purposes of the Corporation are (1) to provide, promote and organize quality recreational level, academy level and select level youth soccer programs and such adult soccer programs as the Board may from time to time determine; (2) to enable youth to participate in leagues and tournaments commensurate with their abilities wherever located; and (3) to provide children educational opportunities relating to soccer as it is played at the local, state, national, and international levels. In pursuit of these purposes, the Corporation, acting through the Board, may acquire, rent, lease, let, hold, own, buy, manage, convey, mortgage, bond, sell, or assign property, real, personal, or fixed, and borrow money, whether secured or unsecured, license its intellectual property and do all other things necessary and convenient, not inconsistent with law, to further the purposes of the Corporation.

**ARTICLE IV
AFFILIATIONS**

In pursuit of its purposes the Corporation shall maintain affiliation with the South Carolina Youth Soccer Association ("SCYSA"), the United States Youth Soccer Association, US Club Soccer, the United States Soccer Federation and FIFA, in addition to such other organizations from which, and for so long as, in the judgment of the Board a benefit relevant to the purposes of the Corporation may be obtained.

**ARTICLE V
THE BOARD OF DIRECTORS**

SECTION 5.1. Requirement for and Duties of the Board.

5.1.A. The Powers of the Board. The Corporation shall be managed by or under the direction of a board of directors (the "Board", each member being a "Director"). The Board shall govern the Corporation according to law and these Bylaws, except in those matters reserved by the leagues in which the Club participates, including SCYSA, USYSA, USSF and any other organization with which the Corporation is affiliated, and any Club Rules and other regulations adopted by the Board. As a part of its duties of management, by May 15 of each year the Board shall (1) establish for the following SCYSA calendar year registration fees, tryout fees, training fees, and all other fees, prices and costs to be incurred by or on behalf of players (together, the "Fees"), (2) set dates upon which the payment of the Fees shall be due and (3) set a date for player registration for such year. Such amounts shall be notified in writing to those seeking registration as players and shall be posted on the Corporation's web site. Players for whom payment of Fees is in arrears from a previous year may not try out or be registered until such arrears are resolved. Player issues relating to timely payment of fees shall be decided by the Executive Director and Registrar subject to approval by the President.

5.1.B. The Constitution of the Board. The Board may consist of up to eight members: Seat 1 (the Corporation's President), Seat 2 (the Corporation's Vice President), Seat 3 (the Corporation's Treasurer), Seat 4 (the Corporation's Secretary), Seat 5 (At Large and fka Community Service Director), Seat 6 (At Large and fka Events Director), Seat 7 (At Large and fka Long Range Planning Director) and Seat 8 (At Large and fka Rules and Compliance Director). These Directorship seats and, consequently the membership of the Board, shall be filled as described in this Article V.

5.1.C. Number of Directors. The number of Directors shall be specified in these Bylaws, and may be changed by amendment hereof (but not to fewer than three). Such amendment shall specify a term for additional Directorships of either one or two years and shall specify the date of commencement of such term.

SECTION 5.2. Nominations, Terms, Election, and qualification of Directors.

5.2.A. Nomination and qualification. Nominations for election to Director positions shall be made by any serving Director, delivered in writing to the President no fewer than ten (10) business days prior to the Annual Meeting at which such position is to be filled.

A person serving as a Select team head coach or assistant coach may not be nominated for the position of Director, nor may a Director so serve in such position or any other position with the Corporation, except as provided in this Article V.

5.2.B. Election. Election of a Director to fill the seat made vacant by the expiration of a predecessor Director's term is by a majority vote of Directors in office and present at the Annual Meeting at which such expiring term is to be filled.

5.2.C. Terms. Those directorships expiring in each year shall be filled at the Annual Meeting. The terms of office of the Directors so elected shall commence on the following June 1.

Directors elected at Annual Meetings shall be elected to terms of two years, beginning June 1 following the Annual Meeting at which they are elected and ending at the later of either May 31 following the second Annual Meeting subsequent thereto or the date on which their successor is elected pursuant to Section 5.2.D.

Terms of Directors shall be staggered, with Seat 1, Seat 3, Seat 5 and Seat 7 being elected in even-numbered years and the Seat 2, Seat 4, Seat 6 and Seat 8 being elected in odd-numbered years.

Directors may serve consecutive terms. There are no term limits for Directors.

5.2.D. Vacancies. Vacancies on the Board shall be filled by action of the Board. Directors so elected shall serve out the remainder of the term of the vacancy that they are elected to fill.

5.2.E. Resignation and Removal. A Director may resign at any time by written notice to the Corporation. Resignation is effective upon receipt of the notice by the Corporation unless a later date is specified in the notice.

The Board may remove a Director for excessive absences from Board meetings. Each Director must attend at least sixty-six percent (66%) of all Board meetings in each fiscal year during the Director's term of office. The Board may remove a Director failing so to attend and participate. Removal shall be by the majority vote of Directors attending a meeting, notice of which included as an item of business the removal of a Director for excessive absence. The Director threatened with removal may attend and speak on his or her own behalf, but may not vote. The Director threatened with removal is not counted as "in office" for the purpose of determining the number of Directors required to constitute a quorum. The vote on removal shall be by secret ballot. Removal is effective immediately.

Directors may be removed by the Board for cause other than excessive absences. Such removal requires (1) notice of the cause to the Director threatened with removal, (2) convocation of a meeting of the Board not sooner than ten days following such notice, notice of meeting stating that removal of a Director for cause will be an item of business, and attaching a copy of the notice given to the threatened Director, (3) the opportunity for the threatened Director to attend such meeting and speak in defense, and (4) the affirmative vote of two-thirds of the Directors present at the meeting. The threatened Director's vote shall not be counted in computing the two-thirds majority, nor shall the threatened Director be counted as "in office" for purposes of determining a quorum. The vote shall be by secret ballot. Removal is effective immediately.

SECTION 5.3 Meetings and Action of the Board.

5.3.A. Regular and Special Meetings. Meetings scheduled in these Bylaws are regular meetings. All other meetings are special meetings. Regular meetings may be held without notice.

Regular meetings shall be held on the third Monday or third Thursday of June, September, December, and April, at 6:00 p.m. at a location in Columbia so noticed by the Board in advance of such Regular meeting, unless notice otherwise is given by the Secretary at least two days in advance of the Regular meeting. The regular meeting held in April is the Annual Meeting.

Special meetings may be called by the Board or the President. Special meetings must be preceded by at least two days' notice to each Director of the date, time, and place, but not the purpose, of the meeting. Notice shall be given by the Secretary. Notice may be waived in a writing filed with the corporate records. Attendance constitutes waiver, unless attendance is solely for the purpose of protesting lack of notice.

5.3.B. Attendance at meetings. Directors may attend and vote at meetings by electronic devices permitting all in attendance to hear and be heard by all others. Directors may not attend meetings by proxy.

5.3.C. Quorum and voting. A quorum consists of a majority of Directors in office at the time a meeting begins. If a quorum is present, the affirmative vote of a majority of Directors present is the act of the Board, unless these Bylaws or relevant law require a different vote. At any meeting, each Director shall have a single vote. Directors may not vote by proxy.

5.3.D. Action without meeting. The Board may take action without meeting by unanimous signature on one or more copies of a written resolution. Such resolution is effective as of the date of the last signature.

5.3.E. Committees. The Board may create and act through committees, as described in Article IX of these Bylaws.

5.3.F. Compensation and reimbursement. Directors shall not receive any compensation for any services as Directors or otherwise on behalf of the Corporation. Reasonable expenses of Directors, including, without limitation, attending meetings of SCYSA, USYSA, US Club Soccer, or other soccer organizations and meetings of related purpose may be reimbursed if approved in advance by the Board.

ARTICLE VI. OFFICERS AND EMPLOYEES

SECTION 6.1. Officers.

The affairs of the Corporation in the ordinary course of business shall be carried on by officers appointed by, and acting under authority delegated to them by, the Board. One individual may not hold more than one office.

6.1A. Qualification to serve as President. A candidate for the office of President must, as of the convening of the Annual Meeting at which the candidate seeks election, either (1) be a Director or (2) be nominated by the Board of Directors by action at a meeting at which such nomination has been noticed as an item of business to be taken up.

SECTION 6.2. Required Officers; Duties of Officers. The officers of the Corporation shall be the President, Vice President, Secretary and Treasurer, any one or more of the Appointed Officers named in Section 6.3, and such other Officers as shall be appointed from time to time in the discretion of the Board. Officer positions not named herein may be abolished by the Board in its discretion. The duties of the principal Officers are as follows.

6.2.A. President. The President shall:

- Serve as a Director;
- Oversee, coordinate, and prescribe the activities of the Corporation, the Board, and the Corporations' Officers, Appointed Club Officers and employees.
- Preside at all Board meetings.
- Serve (or delegate other Directors to serve) as an ex-officio member of all the Corporation's committees.
- Appoint special or ad hoc committees, subject to Board approval.
- Sign money disbursements made in the name of the Corporation when the Treasurer is not available.
- Appoint, subject to ratification by the Board, Chairs and other members of all standing committees, except where otherwise provided.
- Formulate and present the Annual Proposed Budget to the Board of Directors.
- Perform all duties and take all other actions as President as shall be necessary to promote and uphold the welfare of youth soccer and to affect positively the good of the game within the State of South Carolina. In addition, the President shall assist Appointed Officers with:
 - Maximizing charitable donations and sponsorship funds to the Corporation on a seasonal and annual basis to be used to promote the Corporation's mission and core values for the benefit of the community and the members.
 - Developing and implementing all of the Corporation's sponsorship packages, at all levels.
 - Developing and implementing field sponsorship packages.
 - Developing and implementing annual fundraising events of the Corporation.
 - Engaging in grant writing and submissions on an annual basis.

6.2.B. Vice President. The Vice President shall:

- Serve as a Director.
- During the President's term, perform the duties of the President during the temporary or permanent absence or incapacity of the President.
- Perform such other duties and actions as may be delegated from time to time by the President or the Board. In addition, the Vice President shall assist Appointed Officers with:

- Overseeing communications between the Corporation and its Board, to ensure that all are kept informed of the Corporation's activities.

6.2.C. Secretary. The Secretary shall:

- Serve as a Director.
- Be present at all Board meetings, and attend such committee meetings shall be requested by the Vice President.
- Perform such other duties and actions as may be delegated from time to time by the President or the Board.
- Maintain the official records of the Corporation, including, without limitation, the current version of these Bylaws and the Corporation's articles of incorporation.
- Be responsible for preparing minutes of the Board and for authenticating records of the Corporation.
- Be responsible for giving notice of meetings, and handling the correspondence of the Corporation.

6.2.D. Treasurer. The Treasurer shall:

- Serve as a Director.
- Use best efforts to ensure the sound financial operation of the Corporation.
- Keep correct and complete books and records of account.
- Make financial reports to the Board monthly and at other times when so requested by the Board, and present a full report of the financial condition of the Corporation at the Annual Meeting.
- Once the Corporation's annual budget is approved by the Board, the Treasurer (and Assistant Treasurer if applicable) may expend monies within the Corporation's annual budget for without obtaining further authorization from the Board.
- Oversee the financial policies and procedures of the Corporation, including, without limitation, the budgeting process.
- Sign money disbursements made in the name of the Corporation.
- Perform such other duties and actions as may be delegated from time to time by the President or the Board.

Section 6.3. Appointed Club Officer Positions.

6.3.A. Appointment of Officers. The Board may appoint a Chief Executive Officer who in turn shall recommend for hire to the Board, on an annual basis, any one or more the following Appointed Club Officers as recommended by the Chief Executive Officer to efficiently and effectively carry out the mission of the Corporation, who shall report to the Chief Executive Officer and perform such duties as shall be described in their respective resolutions of appointment. It is preferred, but not required, that Appointed Club Officers be members. Each Appointed Club Officer appointed under this section shall serve for one year from the date of their appointment unless otherwise provided in their resolution of appointment. Appointed Club Officers may be appointed to subsequent consecutive terms, in the discretion of the Board.

6.3.B. Appointed Club Officers. Appointed Club Officer positions may include a Chief Executive Officer who shall report directly to the Board and be responsible for the management, administration and operation of the Corporation and to otherwise draw upon the expertise and stature of each Board member to implement the areas of responsibility each Board member has under his or her Board position as set forth in Section 6.2 above. Additionally, Appointed Club Officer positions may include the following:

- Director of Soccer Operations
- Programs and Training Manager
- Directors of Boys Soccer
- Directors of Girls Soccer
- Junior Academy Director
- Community Soccer Officers
- Directors of Goalkeeping
- Club Administrator
- Club Registrar
- Club Information Technology Manager
- Facilities Manager
- Bookkeeper
- Tournaments Director
- Assistant Bookkeeper, should the Board deem such appointment necessary to facilitate collections and deposits;

and such other or fewer Appointed Club Officers as shall be recommended by the Chief Executive Officer and approved by the Board in its discretion from time to time. Furthermore, if it is determined to be in the best interests of the Corporation, one or more of the above listed positions may be combined or eliminated without resort to amendment of these Bylaws as the Board deems appropriate.

6.3.C. Removal of Appointed Club Officers appointed under this Section. Subject to any contractual provisions, if any, governing their service to the Corporation, Appointed Club Officers may be suspended or terminated by the Board at any time for any reason or for no reason.

Section 6.4. Compensated Employees and Independent Contractors.

The Corporation may compensate employees and pay for the services of independent contractors. Subject to any contractual provisions, if any, governing their service to the Corporation, positions to be filled by compensated employees and independent contractors may be created or eliminated at the discretion of the Board. Unless otherwise contracted for by the Board, compensated employees and independent contractors shall be appointed to annual terms, and the amount of their compensation and payment for service shall be determined on an annual basis, by the Board. Such appointments shall be renewed, or not, and, if renewed the amount of the renewed employee's compensation or independent contractor's payment shall be set, annually by the Board. Discharge of a compensated employee or termination of the services provided by an independent contractor during the term of their employment or independent

contractor contract shall be effective only after approval of such discharge by the Board upon recommendation of the Chief Executive Officer .

Section 6.5. General Standards for Directors, Officers, Employees, and Volunteers.

6.5.1. Standard of conduct. Directors and Officers shall discharge their duties as such in good faith, with the care of an ordinarily prudent person in a like position under similar circumstances, in a manner that the Director reasonably believes to be in the best interests of the Corporation.

Directors shall not be deemed trustees with respect to the Corporation or any property held or administered by the Corporation.

All Directors, Officers, employees, and volunteers shall conduct themselves in the performance of their duties with the highest standards of integrity and ethical and professional conduct; none shall conduct themselves in a manner that will injure the reputation of the Corporation. Alleged violations of this Section shall be dealt with through the Discipline procedure as violations of these Bylaws.

6.5.2. Conflict of interest. A "conflict of interest" transaction is one involving the Corporation in which a Director, Officer, employee, or volunteer (a "person in conflict") has a direct or indirect financial interest.

Before a conflict of interest transaction may be entered into on behalf of the Corporation, the person in conflict shall make full, frank and complete disclosure of their interest to a meeting of the Board. Whether to approve the conflict of interest transaction lies in the discretion of the Board, which, in order to approve, must determine in good faith that the transaction is in the best interests of the Corporation. Once disclosure is made to the Board, interested Directors shall neither remain at the meeting nor otherwise participate in discussion. Interested Directors' shall not be counted as "Directors in office" for purposes of determining a quorum or in determining what constitutes a majority vote, and their votes, if cast, shall not be counted. All of the foregoing shall be reflected in the minutes of the meeting of Directors at which approval of the conflict of interest transaction is sought.

Section 6.6 Books and Records.

6.6.1. Secretary and Treasurer. The Secretary and Treasurer shall bear responsibility for those books and records relevant to their duties as described herein.

6.6.2. Contracts. The Board may authorize any Director or the Chief Executive Officer to enter into any contract or execute and deliver any instrument in the name of the Corporation, and such authority may be general or confined to specific instances.

6.6.3. Financial instruments. All checks, drafts, or orders for payment, notes or other evidences of indebtedness issued in the name of the Corporation shall be valid if signed by the

Chief Executive Officer or the President and in such manner as shall from time to time be determined by the Board or, in the absence of such determination, the Treasurer or Bookkeeper.

6.6.4 Deposits. All funds collected on behalf of the Corporation by any Director, Appointed Officer, paid employee, or volunteer shall be delivered to the Treasurer, Assistant Bookkeeper or Bookkeeper within seventy-two (72) hours of collection. The Treasurer, Assistant Bookkeeper or Bookkeeper shall deposit such funds in such financial institutions as designated by the Board as soon as practicable.

6.6.5. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or device for either general or specific purposes.

ARTICLE VII IMMUNITY AND INDEMNIFICATION

SECTION 7.1.

Director Immunity from Suit. By statute, all Directors are immune from suit arising from the conduct of the affairs of the Corporation. This immunity is removed when the conduct complained of amounts to willful, wanted, or gross negligence, knowing illegality, or a breach of the duty of loyalty.

SECTION 7.2.

Indemnification. The Corporation shall indemnify any individual made a party to a proceeding because the individual is or was the Corporation's director, officer, employee, or agent, and the proceeding arose from such status, if the individual acted in good faith and reasonably believed that their conduct was in the best interest of the Corporation and, in case of a criminal proceeding, that they had no reason to believe that their conduct was unlawful.

7.2.A. Limits on indemnification. An individual shall not be indemnified under this section in connection with any claim or liability arising out a matter in which the individual is adjudged liable to the corporation, is accused of improper personal benefit, gross negligence, willful misconduct, any intentional act of wrongdoing, criminal misconduct, or ethical misconduct as finally determined by the United States Soccer Federation, if such a finding is made by administrative or judicial determination and all appeals, if any, are pursued and concluded upholding the finding adverse to the individual.

7.2.B. Advances of expenses. The Corporation shall pay for in advance, or reimburse, the reasonable expenses incurred by an individual indemnified under this section if the individual furnishes the Corporation a written affirmation of his good faith belief that he has met the standards of conduct required by the Act, that he will repay the advance if it is adjudged that he did not meet such standards, and the individual is not determined to have engaged in behavior not permitted by law to be indemnified.

7.2.C. Recovery of costs. In the event an action is taken against the Corporation or a individual identified in the first sentence of this Article VII and the findings following all appeals are in favor of the Corporation or such individual, the Corporation shall seek a legal remedy to obtain all costs from the adverse party in the matter.

ARTICLE VIII DISCIPLINE

SECTION 8.1. Review Committee.

The purpose of the Review Committee is to ascertain if any reported act or acts have been in violation of these Bylaws, the Corporation's Rules or Regulations, or the Rules and Regulations of Associations in which the Corporation is a member (a "Violation").

8.1.A. Composition of the Committee. The President shall appoint all such committee members from those persons sitting on the Board and the Registrar of the program in which the person whose actions are under review is registered who shall collectively constitute the Review Committee for such review.

8.1.B. General procedure. Actions that appear to be Violations may be reported promptly by written notice specifically referencing this Article to any Director who shall, within 24 hours, advise the Chairperson of the Review Committee (as defined above) of such report in writing. The Review Committee shall investigate such report and communicate the results of its investigation in writing to the Board within five days of receiving the report.

8.1.C. Review Committee procedure. The person reporting a possible Violation (the "Complainant") shall be given seventy-two hours' notice by the Compliance Officer, in writing or by email, that a special meeting of the Review Committee will be held to review the Complainant's report. The person accused of a possible Violation shall be similarly notified.

The special meeting shall be a closed meeting. A quorum of the Special Committee shall be a majority of the members of the Committee. The Complainant and the person accused may appear at the special meeting of the Review Committee and present facts and/or witnesses that have a direct bearing on a possible Violation.

Any decision of the Review Committee must be by a majority vote. The Special Committee's report shall be delivered in writing to the Board, the Complainant and the person accused of a Violation within five days of receiving the Complainant's report. If the Review Committee finds that there is at least a distinct possibility that a Violation has occurred, the matter shall be referred to the Discipline Committee. If the Review Committee finds that no Violation took place, the report of the Review Committee will so indicate and no additional action will be necessary.

Section 8.2. Discipline Committee.

Subject to the approval of the Board of Directors, the President shall establish a Discipline Committee and appoint its members and chairperson. Within five days of receiving a report from the Review Committee, the Discipline Committee shall convene, pursuant to notice from the Compliance Officer, to consider such report.

8.2.A. Discipline Committee procedure. All meetings of the Discipline Committee shall be closed meetings.

The Complainant and the person accused shall be notified in writing no less than 48 hours in advance of the Discipline Committee's meeting. The Complainant and the accused may appear and present facts and/or witnesses that have a direct bearing on the Review Committee's report.

A quorum of the Discipline Committee shall be a majority of the members of the committee. Action of the Discipline Committee shall be by a majority of votes cast.

The Discipline Committee shall make notification of its decision, and sanctions, if any, in writing, to the Board, the Complainant, and any person accused of a Violation, within five days of its decision.

Decisions of the Discipline Committee may be appealed to the Board by the Complainant or by a person found to have committed a Violation within 10 days of the Discipline Committee's decision, and the appeal shall be heard at the next regular meeting of the Board unless a special meeting of the Board is noticed for the purpose. Following issuance of the Board's ruling on the appeal the matter may similarly be appealed to the governing associations Appeals and Hearing Committees and ultimately unto the United States Soccer Federation.

ARTICLE IX COMMITTEES

Section 9.1. Formation of Board Committees.

The Board may, by resolution (the "enabling resolution"), form one or more committees of the Board ("Board Committees") authorized to exercise the Board's authority, and appoint the membership thereof, subject to the provisions of this Section. Creation of, and appointment of members to, a Board Committee must be approved by a majority of Directors in office when the action is taken.

9.1.A. Membership of Board Committees. Each Board Committee shall consist of at least two Directors, who serve on the committee at the pleasure of the Board.

9.1.B. Authority; limitations. To the extent specified by its enabling resolution, each Board Committee may exercise the Board's authority, without any requirement of further Board action or ratification. A Board Committee may not authorize distributions, approve or recommend to members dissolution, merger, or the alienation of all or substantially all of the

Corporation's assets, select, appoint, or remove Directors or fill vacancies on the Board or any of its committees, or adopt, amend, or repeal the Corporation's articles or these Bylaws.

9.1.C. No relief from Director and officer duties. The delegation of authority to a Board Committee shall not relieve the Board, any Director, or any officer of the Corporation of any duty or responsibility under law or these Bylaws.

Section 9.2. Formation of Operating Committees.

The President or the Board may, by resolution (the "enabling resolution"), form one or more committees authorized to oversee operations or activities of the Corporation ("Operating Committees"), and appoint the membership thereof, subject to the provisions of this Section.

9.2.A. Membership. Each Operating Committee shall consist of one Director or one serving Appointed Club Officer and such other members as shall be determined by such Director or Appointed Club Officer, up to the number of members specified in the enabling resolution.

9.2.B. Chair and Secretary; duties. Unless otherwise provided in the enabling resolution, each Operating Committee shall have a chairman, appointed from among the members of the committee by either the Director or the Appointed Leadership Club Officer sitting on the committee. The Chairman of each Operating Committee shall appoint a committee member (the "Secretary") to maintain the committee records, including the minutes of each meeting. Each Chairman shall report to the Board all activities of the committee verbally or by e-mail or other written communication prior to or at the next Board meeting subsequent to each committee meeting.

9.2.C. Vacancies. Vacancies on Operating Committees shall be filled in the same manner as appointments, for the balance of the vacant term.

9.2.D. Authority; limitations. Each Operating Committee shall have the duties and exercise the authority described in its enabling resolution. No Operating Committee may be authorized to exercise directly the Board's authority in any respect, or authorize the expenditure of money or enter into any contract or incur any debt without prior approval of the Treasurer.

9.2.E. No relief from Director and officer duties. The delegation of authority to an Operating Committee shall not relieve the Board, any Director, or any officer of the Corporation of any duty or responsibility under law or these Bylaws.

9.2.F. Term of Office. Each Operating Committee member shall continue as such until the later of the next Annual Meeting or the appointment of the member's successor. The Board, or the Director or Appointed Club Officer authorized to appoint an Operating Committee member, may remove such member if such removal would, in the judgment of the appointing person, be in the best interests of the Company.

9.2.G. Quorum; committee action. Unless otherwise provided in the enabling resolution, a majority of membership of an Operating Committee shall constitute a quorum and

the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

9.2.H. Committee governance. Unless otherwise provided in its enabling resolution, each committee may adopt rules for its own administration, consistent with these Bylaws and any rules adopted by the Board of Directors.

ARTICLE X ELEMOSYNARY STATUS

SECTION 10.1. Charitable contributions.

Columbia United FC is organized as a 501(c)(3) not-for-profit corporation as defined and recognized by the Internal Revenue Service. In furtherance of its charitable status, the Corporation may establish a scholarship fund to enable children lacking financial capabilities to participate. All such requests for scholarship shall be in writing to the attention of "Columbia United FC President". All such requests shall be evaluated on a case-by-case basis by the President, or the President's designees, who shall make the charitable decision and shall thereafter instruct the Registrar to notify the requesting party in writing of the decision.

SECTION 10.2. Distributions upon Dissolution.

Upon the dissolution of the Corporation, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "IRC"), with any reference to a provision of the "IRC" herein deemed to include a reference to the corresponding provision of any future federal tax code. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI AMENDMENT

The Board may amend or repeal these bylaws at any regular or special meeting of the Board, the notice of which states that a purpose of the meeting is to consider the adoption, amendment, or repeal of bylaws, accompanied by a copy or summary of the proposal.

EFFECTIVE DATE

The foregoing Bylaws of Columbia United FC are hereby approved by a majority vote of the Board this the 21 day of April, 2014.






