

**AMENDED & RESTATED BY-LAWS  
OF  
STEELE CREEK ATHLETIC ASSOCIATION, INC.**

**Dated October 1, 2012**

ARTICLE I  
Name, Seal and Officers

1. The name of the corporation is **Steele Creek Athletic Association, Inc.** and is hereafter referred to as the "Corporation." The Corporation is a nonprofit corporation formed pursuant to the North Carolina Nonprofit Corporation Act, codified in Chapter 55A of the North Carolina General Statutes (the "Act").
2. The seal of the corporation shall be circular and shall bear the name of the corporation, its date of incorporation, and the state in which it incorporated. The Board of Directors may change the form of the seal or the inscription thereon at pleasure.
3. The principal office of the corporation shall be the Community House building at the Steele Creek Athletic Association complex on Choate Circle, Charlotte, Mecklenburg County, North Carolina or such other place in the county of Mecklenburg, state of North Carolina as the Board of Directors shall determine.

ARTICLE II  
Purpose and Powers

The purpose or purposes for which the Corporation is organized are:

1. to offer meaningful and useful sports, recreational and educational programs for children and young people in the Steele Creek area of Mecklenburg County, North Carolina and surrounding areas, and such other persons as the Board of Directors shall approve;
2. to provide such sports, recreational and educational programs as a service to the community, at a minimum fee to offset the operating expenses to participants; and
3. to engage generally in any causes similar to the above mentioned in order to promote the physical and mental well being of the children and young people in the community;

provided, however that all purposes of the Corporation are and shall remain exclusively religious, charitable, scientific or education and otherwise within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of a successor statute.

The Corporation shall have power to sue and to be sued, to hold, receive, lease and purchase such real estate and personal property as may be requisite and expedient for its purposes, and to sell, lease, encumber and dispose of such property. It shall have all other powers granted to nonprofit corporations by the Act. The Corporation, however, shall not carry on any activities nor shall it have any powers prohibited to an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any successor statute. In particular, but without limitation of the foregoing, the Corporation shall not have or issue shares of stock or pay dividends, and no part of its earnings or assets shall inure to the benefit of or be distributable to its directors, officers or other private persons, provided that it shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its authorized purposes. In addition, the Corporation shall not make loans to officers or directors of the Corporation.

### ARTICLE III Membership

1. The corporation shall have one class of membership, which shall be voting, and the holding of which shall be a requirement to participate in Steele Creek Athletic Association sports programs. A voting membership shall be available generally to all persons twenty-one (21) years of age or older who have paid the Board-established annual family membership fee, which shall be used to offset the indirect expense of the association, and shall have complied with all registration and other requirements of membership as approved Board of Directors. The annual family membership fee shall be subject to increase and/or decrease by the Board of Directors. Members shall be entitled to one vote per family, which vote shall be retained for so long as members remain current in their payment of the annual family membership fee.
2. The right of a member or members to vote and all his/her rights, title and interest in or to the Corporation shall cease on the termination of his membership; no membership shall be transferable; no member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation; any member may resign from the Corporation by delivering a written resignation to the Chairman, President, Secretary or Treasurer of the Corporation.
3. The annual meeting of the members of the corporation shall be held in the Community House building at the Steele Creek Athletic Association complex on Choate Circle, Charlotte, Mecklenburg County, North Carolina or such other place within Charlotte, North Carolina as the Board of Directors shall designate, and such annual meeting shall be held during the first fourteen (14) days of each fiscal year of the corporation for the purpose of electing members to the Board of Directors and for the transaction of such other business as may properly come before the meeting. Special meetings of the members may be called at any time by the Chairman of the Board, Secretary or Treasurer and must be called on receipt of a written request for a special meeting by one-fourth of the members of the

corporation. Notice of the place, date, time and purpose or purposes of annual and special meetings shall be served in writing upon each person who appears upon the books of the corporation as a member by either (i) first class mail not less than ten (10) days before the meeting or (ii) by electronic mail not less than thirty (30) days before the meeting, and in either case not more than sixty (60) days before the meeting; provided that if notice is given by electronic mail, a notice of the place, date, time and purpose or purposes of the meeting shall also be conspicuously posted on the corporation's world wide web page not less than thirty (30) days before the meeting.

4. At any meeting of the members of the Corporation the presence of at least fifteen (15) members in person or, if lower, a simple majority of the members in person or by proxy shall be necessary to constitute a quorum for all purposes except as may be otherwise provided by law; the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise provided by law.

#### ARTICLE IV Board of Directors

1. The business and property of the Corporation shall be managed and controlled by the Board of Directors, who shall be elected annually by the members to hold office until the next annual meeting of the members or until the election and qualification of their respective successors, except as herein otherwise provided for filling vacancies.

2. The number of Directors of the corporation shall be fifteen (15). Each director shall serve a term of three (3) years and each year the membership shall elect five (5) members to the Board of Directors. However, the first year for the number of fifteen (15), said members elected shall draw for their term so that five (5) will serve one (1) year and five (5) will serve two (2) and five (5) will serve three (3) year terms. After serving one (1) full term of three (3) years, a director must remain off the Board for one (1) year before being eligible for re-election. Members of the Board of Directors may serve as officers of the corporation.

3. A majority of the directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law, the Articles of Incorporation of the Corporation or specifically required by these bylaws. The vote of a majority of the Directors then in office shall be required to adopt a resolution constituting an Executive Committee or other committee of the Board; adopt, amend or repeal a Bylaw; adopt a change in the Articles of Incorporation of the Corporation; or to adopt a resolution dissolving the Corporation, effecting a merger or consolidation or a sale, lease, exchange or mortgage of substantially all the assets of the Corporation.

4. Immediately after each annual election of the newly elected members of the Board of Directors, said Board shall meet forthwith for the purpose of organization, the election of

officers, and the transaction of other business, and if a quorum of the members of the Board of Directors be then present, no prior notice of such meeting shall be required to be given. The chairman or any two of the members of the Board of Directors may call special meetings of the Board of Directors. Notice of the time, place and purpose or purposes of the special meeting shall be served by any other usual means of communication (including, without limitation, electronic mail or oral notification), not less than two (2) days nor more than thirty (30) days before the meeting upon each member of the Board of Directors.)

5. Members of the Board of Directors shall not receive any salary for their services as such but the Board of Directors shall have the power in its discretion to pay to members of the Board of Directors compensation for any other services rendered to the corporation so long as said compensation is appropriate to the value of such services.

6. All the corporate powers, except such as are otherwise provided for in these by-laws and in the laws of the State of North Carolina, shall be and are vested in and shall be exercised by the Board of Directors.

7. At its annual meetings the Board of Directors shall elect a Chairman of the Board and a recording Secretary. The duties of the Secretary shall be to record all minutes, arrange a meeting place, and inform members of time and place of meetings.

8. Action taken by a majority of the Directors without a meeting is nevertheless a Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

9. Any one or more Directors may participate in a meeting of the Board by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other, and such participating in the meeting shall be deemed presence in person at such meeting.

## ARTICLE V Officers

1. The executive officers of the corporation shall consist of a Chairman of the Board, President, such number of Vice-Presidents as the Board of Directors may designate, a Secretary and a Treasurer.

2. The executive officers shall be elected annually by the Board of Directors from among their number, or from among the members of the Corporation.

3. The Chairman of the Board shall appoint a budget committee 60 days prior to fiscal year end and the budget committee shall prepare a budget for the next year, which shall be approved by the Board of Directors prior to the annual meeting.

4. The President shall preside at all meetings of the Board of Directors, the officers, and the members, and shall exercise general charge and supervision of the affairs of the corporation from day to day; the first Vice-President shall serve in such jobs or capacities as the President or the Chairman of the Board or the Board of Directors shall designate, but in any event shall serve all functions of the President, when the President is unable to serve; the Secretary shall have charge of such books, documents and other papers of the corporation as the Board of Directors shall determine and shall keep the minutes of all meetings of the members, and of the meetings of the officers, and upon the absence or disability of the Chairman shall perform the duties and possess and exercise the power of the Chairman; the Treasurer shall have the custody of all funds, property and securities as may be imposed or required by the Board of Directors, and shall endorse on behalf of the corporation for payment checks and other such writings and shall be in charge of depositing and collecting funds of the corporation. Any other Vice-Presidents as may be designated by the President, Chairman of the Board, or the majority of the Board of Directors shall serve such job classifications as may be designated by such person or persons for the then current year.

5. Officers shall not receive any salary for their services as such but the Board of Directors shall have the power in its discretion to pay to such officers compensation for any other services rendered to the corporation so long as said compensation is appropriate to the value of such services.

6. Officers of the Board of Directors who are not elected or appointed as members of the Board of Directors as provided for in these by-laws do not vote on decisions during meetings of the Board, except as the President or the Vice-President when assuming the duties of the President, to break a tie vote.

#### ARTICLE VI

##### Vacancy and Removal of Board of Directors and Officers

1. A vacancy occurring in an office or on the Board of Directors shall be filled by the remaining members of the Board of Directors, and such appointee shall serve until the next annual meeting of the members or Board of Directors or until a special meeting is called for the election to fill such vacancy.

2. Any director who misses three consecutive regularly scheduled Board of Directors meetings may be removed by majority vote of the Board of Directors.

3. Any officer elected by the Board of Directors may be removed and replaced at any time by majority vote of the Board of Directors.

#### ARTICLE VII

##### Fiscal Year

The fiscal year of the Corporation shall commence on October 1 of each year and end on September 30 of each year, and shall be subject to change by majority vote of the Board of the Directors.

ARTICLE VIII  
Prohibition Against Earning Profit

This corporation shall exist, operate and do business without regard to making any profits and any and all services rendered by said corporation shall without compensation or charges whatsoever; no member, director or officer of the corporation shall at any time receive any of the surplus funds or other property of the corporation by virtue of their status as a member, director or officer; provided, however, that this shall not prevent the payment to any person by the corporation of such reasonable compensation as shall be fixed by the Board of Directors for services rendered to the corporation (other than director or officer services) so long as said compensation is appropriate to the value of such services; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

ARTICLE IX  
Dissolution

Upon a dissolution or winding up of affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors exclusively to any and all churches having representing members in this corporation, provided such church or religious organizations shall qualify as such under the provisions of the Internal Revenue Code and its regulations as they now exist or as they may hereafter exist.

ARTICLE X  
Amendments

The by-laws of the corporation may be amended pursuant to the provisions of Section 55A-10-21 of the North Carolina Nonprofit Corporation Act.

ARTICLE XI  
Miscellaneous

It is not the primary purpose of this organization to vote on issues or to attempt to persuade or change public opinion.

ARTICLE XII  
Funds

Nominal membership dues may be required to offset expenses; the corporation shall seek to operate upon donations to it from persons, organizations and businesses on a volunteer basis; a record to the extent possible, shall be kept of such donations by name and amount.

#### ARTICLE XIII Other Positions

Other positions of the organization, including coaches of any teams or other special positions, shall be filled by appointment by the President or the President's appointees and such appointee shall serve at the pleasure of and during the term of the President. However, all officers of the corporation and all persons appointed by any person to fill any position are subject to removal by a majority of the Board of Directors.

#### ARTICLE XIV Exempt Activities

Notwithstanding any other provision of these by-laws, no member, director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

#### ARTICLE XV Membership

Any participant in any sporting activity must be a current member of the association.

#### ARTICLE XVI Audit

An annual financial audit shall be required and made available to the general membership. The President shall select the auditing firm or person with approval by the Board of Directors.

#### ARTICLE XVII Indemnification

Each 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, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation as a matter of contract right to the maximum extent permitted under North Carolina law against any and all claims and liabilities to which he or she has or shall become subject by reason of serving

or having served as such director or officer or by reason of any action alleged, whether or not the claim, liability or alleged action arises from action taken in an official capacity, and the Corporation shall reimburse each such person or shall advance such person sums as hereinafter provided, for all expenses, including reasonable attorneys fees, actually incurred by him to the maximum extent permitted under North Carolina law in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability in which it is adjudged that he acted in bad faith or was guilty or liable by reason of his own willful misconduct or gross negligence in the performance of duty; and, provided further, that the Corporation shall not indemnify such person for actions initiated by such person unless such action is or was authorized by the Board of Directors.

The Corporation shall have the power, by resolution of the Board of Directors, to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

The right of indemnification hereinabove provided shall be in addition to other rights of indemnification permitted by applicable law, and shall not be exclusive of any rights to which any such director, officer, employee or agent may otherwise be entitled under any bylaw, agreement, vote of the Board of Directors or otherwise with respect to any liability or litigation expenses arising out of his activities in such capacity.

Expenses incurred by a director, officer or agent in defending a civil or criminal action of any type may be paid in advance of the final disposition of such action by the Corporation as authorized by the Board of Directors only upon receipt of an undertaking in writing by or on behalf of such director, officer or agent that he will promptly repay such amount unless it shall be ultimately determined that he is entitled to such indemnification by these Bylaws or otherwise by applicable law.