

**BYLAWS
OF
LEGION FUTBOL CLUB (Doing Business As "DBA" CENTRAL GEORGIA
SOCCER ASSOCIATION, INC.)**

ARTICLE I: ORGANIZATION

SECTION 1. NAME

The name of this organization is Legion Futbol Club (DBA Central Georgia Soccer Association, Inc. (hereinafter referred to as Legion Futbol Club)).

SECTION 2. PURPOSE

The LEGION FUTBOL CLUB is organized as a nonprofit corporation pursuant to the Georgia Non-Profit Corporation Code to: promote and foster the growth of soccer as a form of physical development, and a character-building experience; to provide equal opportunity for all to participate at their skill ability levels; and to engage in such activities incident thereto as may be reasonable, necessary, or desirable to further such purpose, and to foster amateur soccer competition.

SECTION 3. BUSINESS ADDRESS

The principal business address of the LEGION FUTBOL CLUB shall be:

Legion Futbol Club
110 Snellgrove Drive
Warner Robins, GA 31088

The LEGION FUTBOL CLUB may establish and maintain an office or offices at such other places within the County of Houston, State of Georgia, as the Board of Directors may from time to time determine.

ARTICLE II: MEMBERS

SECTION 1. DEFINITION

The LEGION FUTBOL CLUB shall admit as active Members (a) each parent of a registered child or children (b) coaches, not otherwise qualified as a Member, who are registered with the LEGION FUTBOL CLUB for the purpose defined in Article I, Section 2; (c) other active participants who donate significant time as determined by the Board of Directors to LEGION FUTBOL CLUB on a regular basis. A Member shall be active until the close of registration for the seasonal year (August 1 to July 31), or until the Member withdraws from the LEGION FUTBOL CLUB, whichever event is the first to occur.

SECTION 2. ANNUAL MEETING

An annual meeting of the members shall be held between May 15th and June 30th of each year with the place, date, and time to be determined by the Board of Directors. The regular annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members. At each annual meeting, the Board of Directors shall present the Members an overview of the Association's financial operations.

SECTION 3. SPECIAL MEETINGS

Special meetings of the members may be called by the President, or a majority of the Board of Directors, with ten (10) days prior notice.

SECTION 4. PLACE

The annual meeting of Members may be held at any place within the County of Houston designated by the Board of Directors. Special meeting of Members may be held at any place within the County of Houston designated by the Members

ARTICLE III: BOARD OF DIRECTORS

SECTION 1. PURPOSE OF BOARD OF DIRECTORS

The business and property of the LEGION FUTBOL CLUB shall be managed and controlled by the Board of Directors, and shall be subject to the restrictions imposed by these Bylaws. The Board of Directors shall oversee the affairs of the Legion Futbol Club, and shall make such arrangements for carrying on the business of the Legion Futbol Club as it deems best, including the appointment of committees to assist in carrying out the purposes of the Legion Futbol Club as stated in the Articles of Incorporation.

SECTION 2. NUMBER AND TERM OF OFFICE

The Board of Directors shall consist of 5 members, the **President; Vice-President; Secretary; Treasurer; and Member at Large**. The Board President shall be nominated and recommended to the Board of Directors by the Executive Director of Legion Futbol Club and will be appointed to the position of President if voted on and approved by the Board of Directors. All other board positions will be appointed by the Board President, and each board position will be voted on and approved by the Board of Directors. All Directors shall be appointed to a two-year term. The positions shall follow an Even / Odd year timing as listed below.

EVEN YEAR:

- **President (Appointed by Executive Director and approved by Board of Directors) • Secretary • Member at Large**

ODD YEAR:

- **Vice President • Treasurer**

Directors shall serve their terms until the day after their successors are appointed and approved, and have assumed office; until their death; until their removal as herein set forth; or until their resignations are received as provided in these Bylaws. Directors may be re-appointed to the same position or any other position as long as it is otherwise permitted by these bylaws.

SECTION 3. QUALIFICATION OF DIRECTORS

Directors shall be 23 years of age or older, and should be residents of the State of Georgia. Only one person from a member's immediate family may serve on the Board of Directors during the same or overlapping terms. No individual who is in a compensated capacity to the LEGION FUTBOL CLUB, whether as an employee of the LEGION FUTBOL CLUB or as an independent contractor, shall be eligible to serve as a Director. When the board is contemplating any actions that provide, increase, reduction, or impact any inurnment, to an individual board member or that members affiliated employer or business that board member shall recuse himself from the discussion and voting. The President is expressly empowered to require a recusal if they do not recuse themselves. In order to be eligible for the position of President, a person must have previously held a position on the Board of Directors for two years; however, this requirement may be waived by a majority vote of the Directors.

SECTION 4. AUTHORITY AND RESPONSIBILITY

The Board of Directors shall be responsible for and have the final authority for the following:

- a. Interpreting, enforcing and revising the By-Laws;
- b. Decisions on all LEGION FUTBOL CLUB matters not covered by the Bylaws. The Board of Directors shall from time to time make temporary rules and regulations for specific cases or occasions not provided for the Bylaws, but which are deemed necessary, by the Board of Directors, to carry out the objectives of LEGION FUTBOL CLUB;
- c. Conduct of the day-to-day affairs of LEGION FUTBOL CLUB pursuant to the furtherance of the organization and its members.
- d. All voting shall be conducted by the Board of Directors. Voting by proxy shall be allowed.

SECTION 5. DUTIES

The duties of the Board of Directors shall include, without limitation:

- a. Preparation and adoption of an annual budget;
- b. Approval of any expense that exceeds the budgeted amount by 5% or any non-budgeted expense that exceeds \$1,000.00. The President shall have the authority to approve non-budgeted expenditures which exceed the budgeted amount by less than 5% or which exceed budgeted expenditures by less than \$1,000.00;
- c. Assessment and collection of registration fees from the membership;
- d. Designation, hiring, and dismissal of the personnel necessary to carry out the rights and responsibilities of LEGION FUTBOL CLUB and where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and materials to be used by such personnel in the performance of their duties;
- e. Creation, approval and oversight of employment contracts for the individuals employed by LEGION FUTBOL CLUB;
- f. Oversight and supervision of all personnel in the employ of LEGION FUTBOL CLUB. Such personnel shall report to the Board of Directors or its designee;
- g. Establishment and maintenance of bank accounts on behalf of LEGION FUTBOL CLUB and the designation of the signatories required;
- h. The approval and management of contracts with external entities and the payment of the cost of all services rendered to LEGION FUTBOL CLUB;
- i. The maintenance of accurate financial records with detailed accounts of the receipts and expenditures of LEGION FUTBOL CLUB;
- k. The indemnification against liability for money or other damages of a director, officer or committee member, or former director, officer or committee member of LEGION FUTBOL CLUB to the extent such indemnity is allowed under the State of Georgia law. A director, officer or committee member or former director, officer or committee member shall not be held personally liable for any monetary or other damages for action taken, or for failure to take action, pursuant to and in the furtherance of his or her official duties on behalf of LEGION FUTBOL CLUB except for the following:
 1. For any appropriation, in violation of his or her duties, of any business opportunity of the corporation;
 2. For acts or omissions which involve intentional misconduct or a knowing violation of law;
 3. For the types of liability set forth in the State of Georgia Code Sections 14-3-860 through 14-3-864; or
 4. For any transaction from which the director, officer or committee member received an improper personal benefit.

SECTION 6. DISCIPLINE

The Board of Directors shall have the right and authority in accordance with LEGION FUTBOL CLUB Bylaws and policies to suspend, ban completely or otherwise discipline any parent, player, coach, manager, LEGION FUTBOL CLUB member or team official for violations of the LEGION FUTBOL CLUB Bylaws or policies, or for any conduct that is unsuitable to the development of youth soccer players. The Board of Directors shall have the right and authority to suspend or remove any Board of Directors member for substantial failure to perform their mandated duties, for violation of LEGION FUTBOL CLUB Bylaws and policies, or who brings disrepute or acts against the best interest of LEGION FUTBOL CLUB. A majority of the Board of Directors (not including the Board of Directors member being considered for suspension or removal) must vote in the affirmative to suspend or remove the member.

SECTION 7. PRESIDENT

- Oversee the daily operations of LEGION FUTBOL CLUB
- Coordinate all Board of Directors (BOD) meetings and meeting dates
- Sign off on all official documents
- Be a supportive role for all BOD
- Ensure that all members of the BOD are fulfilling their duties
- Assist program directors (Recreation/Academy/Select), as necessary, in conjunction and cooperation with the Director of Coaching to ensure programs meet objectives and membership expectations

SECTION 8. VICE-PRESIDENT

- Responsible for all Club fundraising activities. Examples are, but not limited to, sponsorships, grant preparation/submission, and fundraising events.
- Serves as liaison for local vendors and/or businesses wishing to conduct business with the Club.
- Assists the President as necessary, at the discretion/direction of the President, to ensure activities/event/initiatives are appropriately completed. An example would be to chair a subcommittee for a particular activity/initiative.
- Shall perform such other duties as may be assigned to him or her by the president or by the Board of Directors.

SECTION 9. TREASURER

- Have custody of all funds and securities of LEGION FUTBOL CLUB that come in
- Receive all funds designated for club and deposit in proper account(s)
- Disburse funds consistent with club policy
- Manage payroll for all 1099 employees and salaried employees
- Maintain accurate records for monetary activity
- Establish appropriate checks and balances to protect financial assets of the club
- File necessary forms and make required payments for payroll tax, File sales tax reports and make required payments
- Prepare and present a financial report for scheduled board meetings and prepare and present a yearly financial report for the Annual Meeting.

- Along with the other Directors, Treasurer shall oversee and develop a yearly operating budget for approval by the Board
- Perform all the duties incident to the office of treasurer and such other duties as may be assigned to him or her by the president or by the Board of Directors.
- Shall ensure all applicable tax forms are filed with the Internal Revenue Service.

SECTION 10. SECRETARY

- To take and keep all minutes of the meetings of members and board of directors.
- Create a list of all members for the annual meeting.
- Keep charge of all records as seen fit by the board of directors
- Communicate and correspondence of events and information to membership.
- Website maintenance and updates
- Create and disperse marketing and advertising material and information in conjunction with social media and marketing team.
- Perform all duties incident to the office of secretary and such other duties that may be assigned by the president or by the Board of Directors.

SECTION 11. MEMBER AT LARGE

Member at large serves as a liaison to the general membership. Duties change as defined in organization bylaws or as needed to fulfill board requirements and address overall organizational goals.

As new unassigned board tasks arise, the board of director's president can assign duties to the member at large. This might include overseeing task forces, external focus groups or collaborations with other organizations. A member at large may also sit on certain committees to ensure the board's directives and committee's desires align.

SECTION 12. REMOVAL

Any Director may be removed from office, with or without cause, prior to the expiration of his term by a majority vote of the Board of Directors. A quorum must be present. The Board of Directors, by a vote of two thirds of the Directors then serving, shall have the right and authority to remove any director at either a regularly scheduled or special meeting for substantial failure to perform his or her mandated duties, for violation of the Georgia State Soccer Association constitution or bylaws, for violation of these bylaws, for failing to attend three (3) consecutive regularly scheduled monthly meetings of the Board of Directors or four (4) of such meetings in any consecutive six-month period. In the event of such removal, the President shall nominate a replacement director for the Board of Directors approval and that director will serve the remainder of the current term.

SECTION 13. VACANCIES

Any vacancy occurring in the Board of Directors may be filled by a nomination from the Board President and voted on and approved by the Board of Directors present to vote at an annual, regular, or special meeting. A director approved to fill the unexpired term of his predecessors, whose term extends beyond the next annual meeting of the Members, shall be approved by the Board of Director to serve only until the next appointment of that position.

SECTION 14. MEETINGS OF DIRECTORS

Board of Directors shall meet regularly to conduct the business of LEGION FUTBOL CLUB. All meetings of the Board of Directors, whether annual, regular, or special, shall be open to all the Members, but the Board of Directors need not provide the Members with any notice of such meetings that have been properly called in accordance with these Bylaws. The Directors may hold their meetings, except as otherwise provided by statute, in such a place or time as they determine. The Directors shall maintain an original set of books and records of the LEGION FUTBOL CLUB, and may maintain duplicate sets of these books and records, as they may deem proper.

SECTION 15. QUORUM

A majority of the Directors (3) duly appointed shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there is less than a quorum present, a majority of those present or any Director solely present may adjourn the meeting without further notice. The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall be the act of the Board of Directors, unless the act of a greater number is required by law, or by these Bylaws. If in the case of a tie, the Presidents vote will break the tie.

SECTION 16. ANNUAL MEETING OF THE BOARD

The Board of Directors may hold its annual meeting, if a quorum is present, immediately after and at the same place as the annual meeting of the Members.

SECTION 17. REGULAR MEETINGS OF THE BOARD

Regular meetings of the Board of Directors shall be held at such times and places as shall be designated, from time to time by resolution of the Board of Directors except that such regular meetings shall be scheduled at least once each calendar month.

SECTION 18. SPECIAL MEETINGS OF THE BOARD

Meetings other than the annual or regular meetings shall be called special meetings. Special meetings of the Board of Directors shall be held whenever called by (a) the President, or (b) by any three Members of the Board of Directors.

SECTION 19. NOTICE

The Secretary shall give notice of any special meeting to each Director in person, by email, text, or by telephone no less than five calendar days before the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of the annual, regular, or special meeting of the Board of Directors needs to be specified in the notice of such meeting. At any meeting at which every Director shall be present, even though without any notice, any business may be transacted.

SECTION 20. ORDER OF BUSINESS

At meetings of the Board of Directors, business shall be transacted in such order as the Board may determine from time to time. At all meetings of the Board of Directors, the President of the Board shall preside, and, in the absence of the President, the Vice-President of the Board shall preside. The Secretary of the LEGION FUTBOL CLUB shall act as secretary of all meetings of the Board of Directors. In the absence of the Secretary, the President may appoint any person to act as secretary of the meeting.

SECTION 21. COMPENSATION

Directors shall not receive any stated salaries for their services as members of the Board of Directors. Board members, due to the large amount of volunteer hours required, may be allowed to receive a discount on registration fees each season. No remuneration shall be paid to a Director for services performed by him for the LEGION FUTBOL CLUB in any other capacity. By a majority vote of the Directors, LEGION FUTBOL CLUB may employ personnel as they see fit, with full compensation to complete the workload inherent to LEGION FUTBOL CLUB's ordinary course of day-to-day business.

SECTION 22. PRESUMPTION OF ASSENT

A Director of the LEGION FUTBOL CLUB who is present at a meeting of the Board of Directors at which action on any LEGION FUTBOL CLUB matter is taken shall be presumed to have assented to the action, unless his dissent shall be entered in the minutes of the meeting; unless he files his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof; unless he forwards such dissent by registered mail to the Secretary of the LEGION FUTBOL CLUB within 48 hours; or unless he sends an email to all Board of Directors after the adjournment of the meeting. Such rights to dissent shall not apply to a Director who voted in favor of such action.

SECTION 23. ACTION OF DIRECTORS WITHOUT A MEETING

Any action required to be taken, or any action that may be taken, at a meeting of the Directors may be taken without a meeting if a written consent resolution, setting forth the action so taken and agreed to by the majority of the LEGION FUTBOL CLUB Board of Directors. Coordination via Conference call, email or group text is an approved method, and must be properly moved, seconded and voted for by each member present.

ARTICLE V: INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 1. COVERAGE PROVIDED

The Georgia State Soccer Association provides, on behalf of all members of that association, directors, officers, and coaches, a liability insurance policy protecting them, jointly or severally, in the performance of their duties to the LEGION FUTBOL CLUB. The Board of Directors shall faithfully comply with all requests from the Georgia State Soccer Association, and its insurer or insurers, and take such action and provide such information as may be necessary to keep said insurance policy in full force and effect at all times. Should any director officer or coach, or any other person that may be covered by said insurance policy, become a party or is threatened to be made a party to any threatened pending or complete action, suit or proceeding, whether civil, criminal, administrative, or investigative, the Georgia State Soccer Association shall be promptly notified in order to effectuate the insurance coverage so provided by that association.

In the event the Georgia State Soccer Association no longer provides this insurance coverage to the LEGION FUTBOL CLUB, or the LEGION FUTBOL CLUB is denied this insurance coverage due to sanctions, or other means, applied against the LEGION FUTBOL CLUB by the Georgia State Soccer Association, the Board of Directors shall immediately seek, and pay for from LEGION FUTBOL CLUB funds, insurance coverage similar to that which was provided by the Georgia State Soccer Association. This insurance coverage shall be maintained by the Board of Directors until such time as coverage from the Georgia State Soccer Association is reinstated, or newly effectuated, or similar coverage is provided from another source, or the LEGION FUTBOL CLUB is dissolved.

ARTICLE VI COMMITTEES

SECTION 1. COMMITTEES

The President/Board of Directors may establish, as they deem necessary, any committees as required. These committees will be developed to carry out specific functions of the LEGION FUTBOL CLUB.

ARTICLE VII AMENDMENTS TO BYLAWS

SECTION 1. PROCEDURES

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least five days written notice is given of the intention to alter, amend or repeal or to adopt new bylaws at the meeting.

ARTICLE VIII
MISCELLANEOUS

SECTION 1. SEAL

The Board of Director shall adopt a suitable corporate seal containing the name of the LEGION FUTBOL CLUB, which shall be in the custody and control of the Secretary. If and when so directed by the Board of Directors, a duplicate seal may be kept and used by such Officer or other person as the Board of Directors shall authorize.

SECTION 2. FISCAL YEAR

The fiscal year of the LEGION FUTBOL CLUB shall begin July 1 of each year, and continue until June 30 of the following year.

SECTION 3. GENDER

Where the wording "he", "him" or other male gender specific terminology is used in these Bylaws, it shall be understood that these are merely words of convenience, and that they refer equally to both the male and female gender.

SECTION 4. NOTICE AND WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postage-paid envelope addressed to the person entitled thereto at his post office address, as it appears in the books of the LEGION FUTBOL CLUB, and such notice shall be deemed to have been given on the date of such mailing. A waiver of notice, before or after the time stated therein, shall be deemed equivalent thereto.

SECTION 5. RESIGNATIONS

A Director or Officer may resign at any time. Such resignation shall be made either in writing, or presented orally at a meeting of the Board of Directors where a quorum is present, and shall take effect at the time specified in such writing or oral presentation. If no time is specified for the resignation, then it shall be effective at the time written notice is received by the President, or at the time of the oral presentation before the Board of Directors. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

SECTION 7. PETTY CASH ACCOUNT

The Board of Directors may establish a petty cash checking account, separate from the primary checking account of the LEGION FUTBOL CLUB, from which minor amounts can be paid for daily incidental expenses. The Board of Directors shall determine the location of this account; the signatories to the account, who need not be Members, Directors or Officers of the LEGION FUTBOL CLUB; the amount of funds to be maintained in the account, not to exceed five hundred dollars (\$500); the number of signatures necessary to issue a check; and any other matters necessary to establish and maintain such an account in order to enable the LEGION FUTBOL CLUB to operate efficiently on a daily basis.

ARTICLE IX **NONPROFIT STATUS**

SECTION 1. LEGION FUTBOL CLUB STATUS

Notwithstanding anything here and before to the contrary, the LEGION FUTBOL CLUB shall have no stock or stockholders, and it is not organized, and shall not be operated for pecuniary gain or profit. No part of the net earning of the LEGION FUTBOL CLUB or of its property shall inure to the benefit of any Member, Director, Officer, or other private individual unless (a) said individuals are on a contract basis under LEGION FUTBOL CLUB's routine course of business,

or (b) said individual is a compensated employee of LEGION FUTBOL CLUB specifically approved by the Board of Directors. The LEGION FUTBOL CLUB shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit, or in any other activity except in the furtherance of the purposes stated in the Articles of Incorporation. The LEGION FUTBOL CLUB shall never engage in propaganda, attempt to influence legislation, or participate in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income therefore be devoted to such purpose


SECTION 2. DISSOLUTION

In the event of the dissolution of the LEGION FUTBOL CLUB, to the extent allowed under applicable law, all of the assets of the LEGION FUTBOL CLUB shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating, or to one or more corporations, fund, clubs, or foundation organized and operating exclusively for recreational, religious, charitable, scientific, literary, or educational purposes that shall be selected by the Board of Directors of the LEGION FUTBOL CLUB, provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. If, for any reason, upon dissolution of the LEGION FUTBOL CLUB, the Board of Directors shall fail to act in the manner herein provided within a reasonable time, the Senior Judge in point of service of the Superior Court of Houston County, Georgia, shall make such determination as herein provided upon application of one or more persons having a real interest in the LEGION FUTBOL CLUB or its assets.

ARTICLE XI
ADOPTION OF BYLAWS

These Bylaws are adopted, approved, and updated the 15th day of April 2024 at a Regular meeting of the Directors, by a majority vote of these Directors present, as evidenced by the minutes of that meeting duly attested to by the Secretary of the LEGION FUTBOL CLUB.

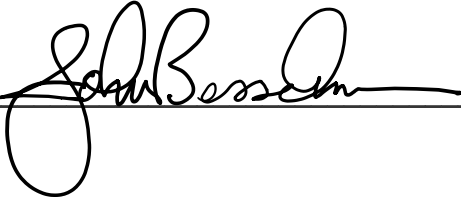
Original Signed JP
Gallagher
President, LEGION FUTBOL CLUB



Original Signed
Heath Clark
Vice President, LEGION FUTBOL CLUB



Original Signed
John Besselman
Treasurer, LEGION FUTBOL CLUB



Original Signed
Jamie Loyd
Secretary, LEGION FUTBOL CLUB



Original Signed
Dave Kemp
Member at Large, LEGION FUTBOL CLUB

