

***Bylaws of the Signal Mountain Soccer League
(A Tennessee Not-For-Profit Corporation)***

ARTICLE 1

NAME AND PURPOSE

The name of the corporation is the Signal Mountain Soccer League. The purpose of the corporation shall be to promote the sport of soccer and physical fitness and to transact all other lawful business.

ARTICLE 2

ACTIONS

The corporation shall have no members. The board may take any action which is permitted or required to be taken by members of a corporation not-for-profit under Tennessee law by the affirmative vote of a majority of the entire board, without the necessity of any prior action by the board which would have otherwise been required by law for such action if there were members entitled to vote on such action.

ARTICLE 3

DIRECTOR MEETINGS

3.1 Annual Meetings. An annual meeting of the Board of Directors shall be held on the third Thursday in June of each year or at a time which is within the six months following the close of any fiscal year if the notice of the meeting designates it as an annual meeting.

3.2 Special Meetings. Special meetings of the board may be called by the president, the secretary or by any two directors.

3.3 Place of Meetings. Board meetings shall be held at the Signal Mountain Town hall located on Signal Mountain, Tennessee, or at any other place, within or without the state of Tennessee, as the directors may from time to time select or at any place designated in the notice of a meeting.

3.4 Notice Requirements.

Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called and the person or persons calling the meeting, shall be delivered either personally or by mail by or at the direction of the president, the secretary or the person or persons calling the meeting, to each director. If mailed, such notice shall be delivered not less than five, nor more than thirty days before the date of the meeting and shall be deemed to be delivered when deposited in the US mail addressed to the director at his last known address, with postage thereon prepaid. If delivered personally, such notice shall be delivered not less than two, nor more than thirty days before the date of the meeting and shall be deemed delivered when actually received by the director.

3.5 Waiver of Notice

Attendance of a director at a meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Whenever the board or any committee of the board is authorized to take any action after notice to any person or persons, or the lapse of a prescribed period of time, the action may be taken without such requirements if at any time before or after the action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken submit a signed waiver of notice or of such requirements.

3.6 Quorum

At all meetings of the board, four directors or a majority of the directors if the board consists of six or fewer members then in office shall constitute a quorum for the transaction of business. The presence of a majority of the membership of a committee of the board shall be required for the transaction of business. Except with respect to indemnification proceedings, common or interested directors may always be counted in determining the presence of a quorum at a meeting of the board or of a committee which authorizes, approves or ratifies a transaction of the corporation. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned despite the absence of a quorum. (Amended August 29, 2001)

3.7 Voting

The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board or any committee.

3.8 Presumption of Assent

A director who is present at a meeting of the board, or any committee thereof, shall be presumed to have concurred in any action taken at the meeting, unless his dissent thereto shall be entered in the minutes of the meeting or unless he shall submit his written dissent to the person acting as the secretary of the meeting before the adjournment thereof, or shall deliver or send such dissent by registered or certified mail to the secretary of the corporation promptly after the adjournment of the meeting. Such rights to dissent shall not apply to a director who voted in favor of such action. A director who is absent from a meeting of the board, or any committee thereof, at which such action is taken, shall be presumed to have concurred in the action unless he shall deliver or send by registered mail or certified mail his dissent thereto to the secretary of the corporation or shall cause such dissent to be filed in the minutes of the proceedings of the board or committee within a reasonable time after learning of such action.

3.9 Action by Consent

Directors and members of any committee designated by the board may take any action which the board or committee is required or permitted to take without a meeting on written consent, setting forth the action so taken, signed by all of the directors or committee members.

3.10 Telephone Meeting Allowed

Participation by members of the board or any committee designated by the board in any telephone meeting of the board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other shall be permitted. Participation in such a meeting pursuant to this Paragraph 3.10 shall constitute presence in person at such meeting. The directors shall be promptly furnished a copy of the minutes of any meeting held under this paragraph.

ARTICLE 4

DIRECTORS

4.1 Qualifications

The affairs of the corporation shall be managed by a Board of Directors. Members of the board of directors need not be residents of the State of Tennessee. Directors are required by law to be of legal age.

4.2 Number

There shall be no fewer than three (3) nor more than ten (10) directors, the exact number to be determined from time to time by the Board of Directors. All directors shall have equal and full voting responsibilities as members of the Board of Directors. Note that the officers of the Signal Mountain Soccer League are also Board members (see Article 5) and are part of the total number of allowed directors.

4.3 Election and Term

Directors shall be elected by the incorporator and at annual meetings of directors thereafter, for terms of two (2) years. Each director shall hold office until the expiration of the term for which he is elected, and thereafter until his successor has been elected and qualified, or until removed as provided in Paragraph 4.4 below. Each director shall be entitled to one vote and the result will be determined by the majority of the votes cast.

4.4 Removal

All directors shall serve at the pleasure of the Board of Directors and any director may be removed at any time without cause by a majority vote of all the directors then serving.

4.5 Vacancies in Board

A vacancy occurring in the board or any committee for any reason need not be filled prior to the next annual meeting unless the remaining directors are fewer in number than that required by law; any vacancy may be filled for the unexpired term by vote of a majority of the directors then in office.

4.6 Committees

The board, by resolution adopted by a majority of the entire board, may designate an executive committee, consisting of two or more directors, and other committees, consisting of two or more persons, who may or may not be directors, and may delegate to such committee or committees all such authority of the board that it deems desirable. Only the specific delegation of the board shall be effective to give a committee the authority to adopt, amend or repeal the bylaws. The committee shall report any action taken to the meeting of the board next following the taking of such action, unless the board otherwise requires. The board may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of the committee. Each such committee, and each member of each such committee, shall serve at the pleasure of the board. The designation of any such committee and the delegation thereto of authority shall not relieve any director of any responsibility imposed by law. So far as applicable, the provisions of law relating to the conduct of meetings of the board shall govern meetings of the executive and other committees.

4.7 Compensation

Directors as such shall not receive any compensation for their services as directors, but the executive committee or the board may authorize reimbursement of expenses incurred in the performance of their duties. such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the corporation. Nothing herein shall preclude a director from serving the corporation in any other capacity and receiving compensation for such services.

ARTICLE 5

OFFICERS

5.1 Titles of Officers

The corporation shall have a president, a vice-president, a secretary, a treasurer and such other officers as are elected by the Board of Directors. One person may be elected to more than one office, except that the offices of president and secretary may not be held by the same person. The officers are also Board members.

5.2 Election

All officers shall be elected or appointed at the annual meeting of the board or at any special meeting of the board.

5.3 Term of Office

The officers of the corporation shall be elected for terms of one year. Subject to the provisions of Paragraph 5.4, each officer shall hold office until the expiration of the term for which he/she is elected and thereafter until his/her successor has been elected or appointed and qualified.

5.4 Removal

Any officer may be removed by the vote of a majority of the entire board whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

5.5 Duties

All officers as between themselves and the corporation shall have such authority and perform such duties in the management of the corporation, in addition to those described in these bylaws, as usually appertain to such officers of corporations not for profit, except as may be otherwise prescribed by the board.

5.6 Compensation

Officers as such shall not receive any compensation for their services as officers, but the executive committee or the board may authorize reimbursement of reasonable expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the corporation. Nothing herein shall preclude an officer from serving the corporation in any other capacity and receiving compensation for such services. This paragraph shall not be interpreted in such a way as to prohibit the payment of reasonable professional fees for professional services rendered by a person who is serving as an officer.

ARTICLE 6

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Any officer or director, or his executor or administrator, shall be entitled to indemnification in accordance with Sections 48-406 through 48-411 of the Tennessee General Corporation Act.

ARTICLE 7

MISCELLANEOUS

7.1 Offices

The principal office of the corporation in the State of Tennessee shall be located at the home of the acting president or at such other place as shall be designated by the Board.

7.2 Seal

The corporation may have a corporate seal which may be altered at pleasure; but the presence or absence of such seal on any instrument, or its addition thereto, shall not affect its character or validity or legal effect in any respect.

7.3 Investments, Contracts and Bank Accounts

In the absence of other arrangement by the board, the president of the corporation may vote, endorse for transfer or take any other action necessary with respect to shares of stock and securities issued by any corporation and owned by this corporation; and he may make, execute and deliver any proxy, waiver or consent with respect thereto. This authority may be delegated by the president to another officer of the corporation in his/her discretion. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks or other depositories as the Board of Directors may select, or as may be designated by any officer or officers or agent or agents of the corporation to whom such power may be delegated by the Board of Directors.

7.4 Acceptance of Gifts

The Board of Directors or any officer of the corporation or any agent of the corporation to whom such authority may be delegated by the board, may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

7.5 Bond

At the direction of the directors, any officer or employee of the corporation shall be bonded. The expense of furnishing any such bond shall be paid by the corporation.

7.6 Registration with the Tennessee State Soccer Association

All players shall be registered with the Tennessee State Soccer Association and will be subject to approval of the Board of Directors for the Tennessee State Soccer Association.

ARTICLE 8

AMENDMENT

These bylaws may be amended or repealed, and new bylaws may be adopted, by the vote of a majority of the entire board at any regular or special meeting of the board. The resulting bylaws may contain any provision for the regulation and management of business of the corporation not inconsistent with law and the charter. Any amendment of the charter inconsistent with these bylaws shall operate to amend the bylaws pro tanto, and those bylaws or parts of bylaws which merely summarize or restate the provisions of the charter or the provisions of the Tennessee General Corporation Act or other law applicable to the corporation shall be operative with respect to the corporation only so far as they are descriptive of existing law and of the charter as amended.

END

These updated bylaws were adopted by action of the entire Board, effective as of March 25, 1999.

**2002 Directors: Jim Fields, Ray Walker, Kirk Shepherd, Doug Dooley,
Heide Abbajay, Chris Giles, Lynda Hood, Melissa
Morgan, Ron Davidson, Glenn Baird**

Jim Fields, President Date

Amended August 29, 2001.
