

**SECOND AMENDED AND RESTATED
BYLAWS
OF
LEXINGTON YOUTH SOCCER ASSOCIATION, INC.**

DATED APRIL , 2018

**ARTICLE I
IDENTIFICATION / OFFICES**

Section 1.1. Name. The name of the Corporation is “Lexington Youth Soccer Association, Inc.” (the “Corporation”).

Section 1.2. Principal Office. The principal office of the Corporation shall be located at any place either within or outside the Commonwealth of Kentucky as designated in the Corporation’s most current Annual Report filed with the Secretary of State of the Commonwealth Kentucky. The Corporation may have such other offices, either within or without the Commonwealth of Kentucky, as the Corporation may require from time to time.

Section 1.3. Registered Agent. The Corporation shall maintain a registered agent in the Commonwealth of Kentucky as required by Kentucky law. The address of the registered office may be changed from time to time by the Corporation.

**ARTICLE II
PURPOSE**

The Corporation shall be operated exclusively for the purposes as set forth in its Articles of Incorporation.

**ARTICLE III
MEMBERS**

Section 3.1. Membership. Membership in the Corporation shall be conditioned as more fully set forth herein and shall be limited temporally for the current, year-long soccer season (running from the first day of July of each year and concluding on the last day of June in the following year) (each a “Season”).

Section 3.2. Membership Dues. The Board may establish such other criteria for Membership such as a schedule of dues as it deems appropriate.

Section 3.3. Classes of Membership. The Corporation shall have two (2) classes of Members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

3.3.1. the “Lexington FC Class” (the “Lexington FC Class”) shall be comprised solely of players, parents or legal guardians of players registered and rostered to play on a

LexingtonFC soccer team for the current Season and otherwise in good standing in all respects with regards to the Corporation (financial and otherwise); and

3.3.2. the Recreational Class (the “Recreational Class”) which shall be comprised of players, parents or legal guardians of players registered and rostered to play on a Lexington Youth Soccer Association (LYSA) recreational team for the current Season and in good standing (financial and otherwise).

Section 3.4. Meetings. The President of the Corporation shall preside at the meetings of the Members, or in the absence of the President, an acting President shall be chosen by the Members present. The Secretary of the Corporation shall act as Secretary at all meetings of the Members, or in the absence of the Secretary, an acting Secretary shall be chosen by the Members present.

3.4.1. The annual meeting of the Members (the “Annual Meeting of the Members”) for the election of Directors and for the transaction of such other business as may come before the Members, including the delivery of a financial statement, shall be held each year no sooner than June 20 and no later than July 14 of each year, and otherwise at the place, time, and date as may be fixed by the Board, or, if not so fixed, as may be determined by the President of the Corporation.

3.4.2. Special meetings of the Members shall be held whenever called by resolution of the Board, the Chairperson of the Board, if any, or by a written demand to the Secretary of ten percent (10%) of the Members eligible to vote. The Secretary upon receiving written demand or resolution shall promptly give notice of such meeting as provided in Section E, below, or if the Secretary fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice.

Section 3.5. Notice of Meetings. Written notice of the place, date, and hour of any meeting shall be given to each Member entitled to vote at such meeting by either (i) mailing the notice by first class mail with postage prepaid, personal delivery, fax, or email (including, but not limited to, by Corporation email “e-blast”) not less than ten (10) nor more than fifty (50) days before the date of the meeting. Notice of any meeting other than the Annual Meeting of the Members shall indicate the person or persons calling the meeting, and notice of any special meeting shall also indicate the purpose for which it is called.

Section 3.6. Quorum. At all meetings of Members, ten percent (10%) of the Members eligible to vote, present in person or by proxy, or, in the absence thereof, a majority of the Directors of the Board, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, the Members present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 3.7. Voting. Except as otherwise provided by statute or these by-laws, the vote of a majority of the Members in good standing and present at the time of a vote, if a quorum is

present at such time, shall be the act of the Members. At any meeting of the Members, each Member present and in good standing, in person or by proxy, shall be entitled to one (1) vote. The record eligibility of voting rights shall be set by the Board ten (10) days before the date of the meeting.

Section 3.8. Proxy. Every member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for such Member by proxy. Every proxy must be in writing and signed by the Member or the Member's duly authorized officer, director, employee, or agent, or by email setting forth information from which it can be reasonably determined that the proxy was authorized by such Member. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary of the Corporation or, upon the absence of a Secretary, the presiding Member appointed to act as secretary of the meeting.

Section 3.9. Action Without a Meeting. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all the Members. Such consent may be written or electronic. If consent is electronic it must be able to be reasonably determined to have been sent by the Member.

Section 3.10. Actions Requiring Vote of Members. The following corporate actions may not be taken without the approval of the Members:

3.10.1. A plurality of the votes cast at a meeting of the Members is required for the election of Directors of the Corporation.

3.10.2. At least two-thirds (2/3) of the votes cast at a meeting of the Members is required for:

- (1) Any amendment of the Articles of Incorporation, or
- (2) A petition for judicial dissolution.
- (3) Disposing of all, or substantially all, of the assets of the Corporation,
- (4) Approval of a plan of merger,
- (5) Authorization of a plan of non-judicial dissolution, or
- (6) Revocation of a voluntary dissolution proceeding.

provided, however, that the affirmative votes cast in favor of any action described in this section 3.10.2 shall be at least equal to the minimum votes necessary to constitute a quorum. Abstentions from voting or blank votes cast by ballot shall not be counted toward the number of votes.

ARTICLE IV DIRECTORS

Section 4.1. Duties and Functions of Board of Directors. The affairs and property of the Corporation shall be managed by or under the direction of the Board subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation and herein.

Section 4.2. Composition of the Board of Directors.

4.2.1. Number of Directors. The Board shall be composed of eleven (11) persons.

4.2.2. Election. The initial Directors shall be the persons named on Exhibit A attached hereto and made a part hereof and shall serve until the next Annual Meeting of the Members of the year indicated therein. Thereafter, to become a Director, a person shall be nominated by a Member Class and elected at a meeting of Members for the election of Directors by that Member Class which nominated him or her. The Board at all times shall consist of eight (8) Directors nominated and elected by the Lexington FC Class Members (the "Lexington FC Directors") and three (3) Directors nominated and elected by the Recreational Class Members (the "Recreational Class Directors") (collectively as so constituted, the "Directors").

4.2.3. Term. Directors shall hold office for a term of three (3) years and each shall serve for such term and until the election and qualification of a successor, or until such director's death, resignation, or removal. Directors may serve a maximum of three (3) consecutive terms. The term(s) of the Directors shall be staggered such that the term of no more than four (4) Directors expires during each Season.

4.2.4. Vacancies. Vacancies on the Board by reason of death, resignation, retirement, disqualification, removal from office, or otherwise shall be solely filled by the approval of a majority of Directors then in office that have the same designation as the departing Director (i.e. vacancy for a Lexington FC Director is filled by the election by the Members of the Board who, themselves, were elected by the Lexington FC Class). A Director elected to fill a vacancy or a newly created Directorship shall hold office until the next election of the Directors for which such Director shall have been chosen, subject to the election and qualification of a successor and to such Director's earlier death, resignation or removal. In addition, in the event that the number of Directors on the Board is increased or decreased, any such increase or decrease shall be done in such a way that the amount of Directors designated as Lexington FC Directors shall always be more than seventy (70%) percent of the total number of Directors. Any newly created directorship position that is designated as a Recreational Director shall be solely filled the approval of a majority of the Recreational Directors then in office. Any newly created directorship position that is designated as a Lexington FC Director shall be solely filled by the approval of a majority of the Lexington FC Directors then in office.

4.2.5. Removal or Resignations. Any Director who ceases either voluntarily or involuntarily being a member of either the Lexington FC Class and/or the Recreational Class (e.g. such Director's child is no longer, as applicable, rostered and/or in good standing) shall be removed from office; provided, however, such restriction shall not apply for the limited purpose of the initial Directors as set forth on Exhibit A attached hereto and made a part hereof. Otherwise, any Director may be removed from office with or without cause only by the affirmative vote of at least a majority of the Directors; provided, however, that no Director designated as a Lexington FC Director may be removed without the consent or approval of a majority of the Lexington FC Directors and no Director designated as a Recreational Director may be removed without the consent or approval of a majority of the Recreational Directors. Any Director may resign from the Board at any time by giving written notice to the Board. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

4.2.6. Compensation. The Board may, at its option, provide compensation to any one or more of the Directors in accordance with KRS 1702.301(A)(3).

Section 4.3. Meetings of the Board of Directors.

4.3.1. Annual Meeting. The Board shall have an annual meeting each year in conjunction with the Annual Meeting of the Members. The Board shall provide, by resolution, the date, time, and place, either within or without the Commonwealth of Kentucky or solely by means of authorized communications equipment to the extent authorized by law, for holding an annual meeting. Such resolution shall serve as the notice required under Section 4.3.4 of this Article. Any business may be transacted at the annual meeting without specific notice of such business being given, except such business as may require specific notice by law.

4.3.2. Regular Meetings. Regular meetings of the Board may be scheduled by the Board. The Board may fix any reasonable date, hour, and place, either within or without the Commonwealth of Kentucky or solely by means of authorized communications equipment, for holding any regular meeting of the Board called by such person or persons.

4.3.3. Special Meetings. Special meetings of the Board may be called by (i) the President, (ii) one-third (1/3) of the Directors of the Board, or (iii) one-third (1/3) of the Members. The person or persons authorized to call special meetings of the Board may fix any reasonable date, hour, and place, either within or without the Commonwealth of Kentucky or solely by means of authorized communications equipment, for holding any special meeting of the Board called by such person or persons.

4.3.4. Notice. Notice of each annual, regular or special meeting of the Board shall be given in writing either by the President or Secretary, not less than ten (10) days nor more than sixty (60) days before the meeting. Any Director may, at any time, waive any notice required to be given under these Bylaws. Attendance at a meeting of the Board shall constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the grounds that the

meeting was not lawfully called or convened. Notice of a meeting will be deemed to have been waived by any Director who attends such meeting and who does not, before or at the commencement of the meeting, protest the lack of proper notice.

4.3.5. Quorum. A majority of the Directors of the Board shall constitute a quorum unless a larger proportion is required to take the action stated in the notice of the meeting, in which case such larger proportion shall constitute a quorum. A Director shall be considered in attendance at a meeting if the Director is present in person, by the use of authorized communications equipment, by mail, or by proxy.

4.3.6. Voting. At any meeting at which a quorum is present, all acts, questions and business that may come before the meeting shall be determined by a majority of votes cast by the Directors present at such meeting, unless the vote of a greater number is otherwise required under the Kentucky Revised Code, the Articles of Incorporation of the Corporation, or these Bylaws. If a vote is deadlocked and no majority reached at the meeting, then the President of the Corporation shall be entitled to cast a tie-breaking vote.

4.3.7. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting with the affirmative vote of, and in a writing or writings signed by, all of the Directors. Such consent in writing shall have the same force and effect as a vote of the Board at a meeting and may be described as such in any document executed by the Corporation.

4.3.8. Chairperson of the Board. The Board may, but shall not be required to, appoint one of its Directors as Chairperson of the Board. The Chairperson of the Board may, but shall not be required to, preside at all meetings of the Board.

Section 4.4. Committees.

4.4.1. The Board must, by resolution, designate not less than one (1) of its number to serve on and act as chairperson of such committee or committees as the Board may from time to time constitute.

4.4.2. The Board may delegate to any such committee any of the authority of the Directors, however conferred, other than that of filling vacancies among the Directors or in any committee of the Directors.

4.4.3. Unless specifically designated otherwise by the Board, all committees may consist of Directors, Officers and other individuals (whether or not such other individuals are officers of the Corporation or Directors) appointed by the Board.

4.4.4. Each such committee shall have such power and authority as the Board may, from time to time, establish for it including, but not limited to, establishing subcommittees as deemed necessary to effect the responsibilities of such Committee.

4.4.5. The tenure and qualifications of the members of each committee, the time, place and organization of such committee's meetings, the notice required to call any such meeting, the number of members of each such committee that shall constitute a quorum,

the affirmative vote of the committee members required effectively to take action at any meeting at which a quorum is present, the action that any such committee can take without a meeting, the method in which a vacancy among the members of such committee can be filled and the procedures by which resignations and removals of members of such committee shall be acted upon or accomplished, shall be fixed by the resolution adopted by the Board relative to such matters.

4.4.6. The Corporation shall have the following standing committees:

- (1) Executive Committee (consisting solely of the President, Vice President, Secretary, Treasurer and Lexington FC Club Director(s));
- (2) Finance and Budget;
- (3) LexingtonFC Committee;
- (4) Recreational Committee;
- (5) TOPS Committee; and
- (6) Rules and Disciplinary Committee.

ARTICLE V OFFICERS

Section 5.1. Number. The officers of the Corporation (the “Officers”) shall be Directors of the Corporation and shall consist of a President, a Vice President, a Secretary, a Treasurer and Lexington FC Club Director(s) (i.e. Director(s) elected by the Lexington FC Class who is/are appointed as such by the Lexington FC Committee), and such other officers, assistant officers and agents as may be elected in accordance with the provisions of this Article V; provided, however, that the total number of Officers shall always consist of at least a majority of Lexington FC Directors. The Board is authorized in its discretion to establish such other officers, assistant officers and agents as it shall deem necessary from time to time and may dispense with any of said offices and agents at any time consistent with the requirements hereof.

Section 5.2. Term. Each Officer shall hold office until the next annual meeting of the Board and until the Officer’s successor is elected, or until the Officer’s earlier resignation, removal, or death.

Section 5.3. Election and Qualifications. The initial Officers of the Corporation shall be those named on Exhibit B attached hereto and made a part hereof. Thereafter, the Officers of the Corporation shall be selected by the Board at the annual meeting of the Board and are answerable to the Board. Officers must be Directors. Any two or more offices may be simultaneously held by the same individual, except for the offices of President and Secretary.

Section 5.4. Vacancies. If any office shall become vacant by reason of the death, resignation, disqualification, removal of the incumbent thereof, or other cause, the Board may

elect a successor to hold the office for the unexpired term in respect to which such vacancy occurred or was created subject to any limitations contained in Section 5.1 hereof. In case of the absence of any Officer of the Corporation, the Board may delegate the powers and duties of such officer to any other Officer or to any Director, except where otherwise provided by these Regulations or by statute, for the duration of such absence.

Section 5.5. Resignation. An Officer may resign at any time by giving notice thereof in writing to the Board.

Section 5.6. Removal. Any Officer may be removed at any time with or without cause by the Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contractual rights.

ARTICLE VI **DUTIES OF OFFICERS**

Section 6.1. Board Chairperson. The Board Chairperson, if any, calls and presides over the Annual Meeting of the Board and all other meetings of the Board and oversees and implements Corporation rules and policies.

Section 6.2. President. The President shall be responsible for the administration of the affairs of the Corporation and shall be its Chief Executive Officer. The President shall make such recommendations to the Board, or any committees thereof, as he or she thinks proper, and shall bring before the Board such information as may be required to conduct the business of the Corporation. The President shall have the general management of the day to day business and affairs of the Corporation and shall see that all orders and resolutions of the Board are carried out. For purposes of clarification solely and not as any indication of limitation, the President may delegate to the Director who is the chairperson of the Lexington FC Committee certain aspects of the general management of the day to day business and affairs of portion of the Corporation involving Lexington FC, and any other authority of the President.

Section 6.3. The President shall execute bonds, mortgages, and other contracts, and shall manage the money and assets of the Corporation, all in accordance with the direction of and subject to the approval of the Board.

Section 6.4. Vice President. The Vice President assists the President in the performance of his or her duties as needed and determined by the President.

Section 6.5. Secretary. The Secretary shall keep a record of all proceedings of the Board, and shall perform such other duties as may be assigned to him or her by the Board or the President.

Section 6.6. Treasurer. The Treasurer shall have charge of the funds and accounts of the Corporation. He or she shall keep proper books of account showing all receipts, expenditures and disbursements of the Corporation, with vouchers in support thereof. He or she shall also from time to time, as required, make reports and statements to the Board as to the financial

condition of the Corporation, and submit detailed statements of receipts and disbursements; he or she shall perform such other duties as shall be assigned to him or her from time to time by the Board or the President.

ARTICLE VII EXECUTION OF INSTRUMENTS

Section 7.1. Contracts and Instruments. The Board may authorize any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 7.2. Deposits. The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

Section 7.3. Budgets. The LexingtonFC Committee and Recreational Committee shall provide to the Executive Committee an annual budget of projected income and expenses no later than June 15 of each year.

ARTICLE VIII INDEMNIFICATION

Section 8.1. Scope. To the maximum extent not inconsistent with the laws of the Commonwealth of Kentucky, every person (and the heirs and personal representatives of such person) who is or was a director or officer of the Corporation shall be indemnified by the Corporation as provided in the Act.

Section 8.2. Limitation on Liability. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by such person in good faith as a director, officer, employee or agent of the Corporation if such person: (a) exercised or used the same degree of care as an ordinary prudent person in a like position would use under similar circumstances; or (b) took or omitted to take such action in reliance upon information, opinions, reports or statements, including financial statements and other financial data, in each case, prepared or presented by any officer, employee or committee of the Board of Directors of the Corporation upon which such person does not serve, or counsel, public accountants or other professional or expert persons engaged by the Corporation; but such person shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

Section 8.3. Insurance. The Board shall have, in its sole discretion, the power 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 any such capacity or arising out of his status as such.

ARTICLE IX
GENERAL PROVISIONS

Section 9.1. Fiscal Year. The fiscal year of the corporation shall begin on June 1 of each year and conclude on May 31 of the subsequent year.

Section 9.2. Books and Records. The Corporation shall keep at the office of the Corporation correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these by-laws, all resolutions of the Board, and all minutes of meetings of the Members and meetings of the Board and committees thereof.

Section 9.3. Annual Returns. The Board shall review the Corporation's annual filing with the Internal Revenue Service prior to it being filed.

Section 9.4. Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

ARTICLE X
AMENDMENTS

Section 10.1. Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by the provisions of the Act or any other applicable law; and all rights and powers conferred hereby on directors or officers are subject to this reserved power.

Section 10.2. By-Laws. These By-Laws may, from time to time, be added to, changed, altered, amended or repealed or new By-Laws may be made or adopted by a majority vote of the Board of Directors at any meeting of the Board of Directors, if the notice or waiver of notice of such meeting shall have stated that the By-Laws are to be amended, altered or repealed at such meeting, or if all directors at the time are present at such meeting have (a) waived notice of such meeting, or (b) consented to such action in writing. A By-Law adopted or amended by the Board of Directors that changes the quorum or voting requirement for action by the Board of Directors must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater. The Board shall have the power and authority to alter, amend or repeal these Bylaws by the vote of a majority of the Directors of the Board and a majority of the Lexington FC Directors (voting as a separate class) and a majority of the Recreational Directors (voting as a separate class).

ARTICLE XI
REFERENCE TO CERTIFICATE OF INCORPORATION

References in these bylaws to the Articles of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these bylaws. In the event of a conflict between the Articles of Incorporation and these bylaws, the Articles of Incorporation shall govern.

I, Kim Kirn, AS DULY ELECTED AND AUTHORIZED SECRETARY OF THE CORPORATION, HEREBY THAT THE FOREGOING SECOND AMENDED AND RESTATED BY-LAWS OF LEXINGTON YOUTH SOCCER ASSOCIATION, INC. IS A TRUE AND CORRECT COPY OF SUCH AS ADOPTED BY THE BOARD OF DIRECTORS OF THE CORPORATION ON April 23, 2018, EFFECTIVE AS OF THE DATE FIRST SET ABOVE.

LEXINGTON YOUTH SOCCER ASSOCIATION, INC.

By: Kim Kirn
Its: Secretary
Date: 4/24/18

EXHIBIT A

Directors – Recreational Class

- | | |
|------------------------|--------------------------|
| 1. Travis Ferry | Initial Term Ending 2022 |
| 2. Janice Birdwhistell | Initial Term Ending 2022 |
| 3. Steve Ales | Initial Term Ending 2021 |
| 4. Cary Tsamas | Initial Term Ending 2020 |

Directors – Lexington FC Class

- | | |
|----------------------|--------------------------|
| 5. Chelsea Hansing | Initial Term Ending 2022 |
| 6. Catherine Carrico | Initial Term Ending 2022 |
| 7. Riley Kirn | Initial Term Ending 2020 |
| 8. Kim Kirn | Initial Term Ending 2021 |
| 9. Mitch Florence | Initial Term Ending 2021 |
| 10. Marty Tucker | Initial Term Ending 2021 |
| 11. Miles White | Initial Term Ending 2020 |

EXHIBIT B

Initial Officers

Catherine Carrico	President
Miles White	Vice President
Kim Kirn	Secretary
Mitch Florence	Treasurer
Marty Tucker	Lexington FC Club Co-Director
Riley Kirn	Lexington FC Club Co-Director