

**BYLAWS
OF THE
LEXINGTON F.C.**

ARTICLE I

OFFICES

The principle office of the Lexington F.C. in the Commonwealth of Kentucky shall be located at Kentucky Indoor Soccer and Sports (KISS), 404 Sporting Court, Lexington, 40503. The Lexington F.C. may have such other offices, either within or without the Commonwealth of Kentucky, as the business of the Lexington F.C. may require from time to time. The official mailing address of the Lexington F.C. shall be P.O. Box 22381, Lexington, KY 40522.

The registered office of the Lexington F.C. may be, but need not be, identical with the principle office in the Commonwealth of Kentucky and the address of the registered office may be changed from time to time by the Executive Committee.

ARTICLE II

MEMBERS

SECTION 1. MEMBERSHIP. Membership shall be open to:

- 1) any youth who is currently participating or has participated in the most recently completed playing season and whose parents or legal guardians have paid the required fees; and
- 2) any parent or legal guardian of any child who qualifies for membership (see item 1); and
- 3) any person who actively supports the Club's programs and goals, including, but not limited to: administration, promotion, coaching, assisting coaches or managing equipment. Such persons may join the club as either voting or non-voting members.

SECTION 2. CLASSES OF MEMBERS. Membership shall be divided into two categories: voting and non-voting. Youths participating in the Club's programs are non-voting members. Members entitled to vote are those members set forth in Section 1, Subsection 2 above which shall be limited to one vote for each family unit (with custody of child) present, and those members set forth in Section 1, Subsection 3 above who elect to pay a voting membership fee and have been approved by the Executive Committee as voting members.

SECTION 3. PLAYING SEASONS AND FEES. The Executive Committee will determine playing seasons and membership fees. Playing seasons are sessions of specified length during which the Club conducts its youth soccer training, education and competition.

SECTION 4. QUORUM. The members present at the annual or any special meeting of the membership shall constitute a quorum.

SECTION 5. ANNUAL MEETING. The annual meeting of the membership shall be held in March of each year for the transaction of any business as may come before the meeting. An agenda shall be provided to the membership no less than seven (7) days prior to the annual meeting.

SECTION 6. SPECIAL MEETINGS. Special meetings of the membership may be called by the Director, by any two (2) members of the Executive Committee or by a member who delivers to the Director or Secretary of the Executive Committee a petition signed by fifty (50) or more members. The petition shall state the specific reason for the special meeting. Upon receiving a petition for a special meeting, the Secretary of the Executive Committee shall provide notice of the meeting to all members within two weeks of the date the petition was received. A special meeting shall be held within four weeks from the date a petition was received.

SECTION 7. PLACE OF MEETING. The Executive Committee may designate any suitable place within Fayette County, Kentucky, as the place of meeting for the annual meeting or any special meeting of the membership.

SECTION 8. NOTICE OF MEETINGS. 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, shall be delivered or distributed not less than ten days before the date of the meeting, either personally, by email, by mail or telephone, by or at the direction of the Director or the Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. (If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Lexington F.C., with postage thereon prepaid.)

ARTICLE III

EXECUTIVE COMMITTEE

SECTION 1. GENERAL POWERS. The business and affairs of the Lexington F.C. shall be managed by its EXECUTIVE COMMITTEE.

SECTION 2. ELECTION OF THE EXECUTIVE COMMITTEE. A Nominating Committee, elected by the membership, shall present a slate of candidates for positions on the Executive Committee to the membership no less than seven (7) days prior to the annual meeting of the Lexington F.C. Other individuals may be nominated by written letter in care of the LFC office. Members of the Executive Committee shall be elected by a majority of the voting members of the Club present at the meeting. For purposes of the election, each family unit present is limited to one vote. Unless otherwise agreed to by all members present at the meeting, elections shall be conducted by secret ballot.

SECTION 3. REGULAR MEETINGS. A regular meeting of the Executive Committee may be held immediately prior to the annual meeting of the membership for the purpose of transacting any business as may come before the meeting without other notice than this bylaw. The LFC Executive Committee shall meet no less than nine times per calendar year.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Executive Committee may be called by or at the request of the Director or any two members of the committee.

SECTION 5. NOTICE. Notice of any special meeting shall be given at least two days previously thereto by notices delivered personally, mailed or telephoned to each member of the committee. Any member of the Executive Committee may waive notice of any meeting. The attendance of a member of the Executive Committee at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Executive Committee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting.

SECTION 6. QUORUM. Fifty percent (50%) of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, provided that if less than fifty percent (50%) of the committee members are present at said meeting, a majority of the committee members present may adjourn the meeting without further notice.

SECTION 7. MANNER OF ACTING. The act of the majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee. The Executive Committee shall have the power to name committees to carry out its requests. The Executive Committee shall appoint Chairpersons of standing committees and act upon committee reports. The committees shall not have the power to

obligate the Lexington F.C. in any way except as specifically instructed by the Executive Committee.

SECTION 8. VACANCIES. Any vacancy occurring in the Executive Committee may be filled by the affirmative vote of a majority of the remaining members of the committee. A member of the Executive Committee elected to fill a vacancy shall be elected for the unexpired term. Any position on the Executive Committee to be filled by reason of an increase in the number of members may be filled by the Executive Committee for a term of office continuing only until the next election of the Executive Committee.

SECTION 9. COMPENSATION. No member of the Executive Committee shall receive compensation for his or her services as a member of the committee.

SECTION 10. INFORMAL ACTION. Any action required by law to be taken at a meeting of the Executive Committee, or any action which may be taken at a meeting of the Executive Committee or of a committee, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the members of the Executive Committee, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

SECTION 11. MANAGEMENT OF LEXINGTON F.C. The Executive Committee shall have management control of the property and finances of the organization. Funds of the organization shall be expended by the Treasurer as the budget is authorized by the Executive Committee.

SECTION 12. FORMATION OF YOUTH TEAMS. The Executive Committee shall form select and competitive teams within age groupings as prescribed by the rules set forth by the United States Youth Soccer Association (USYSA), the state of Kentucky affiliate, the Kentucky Youth Soccer Association (KYSA), and the United States Soccer Federation (USSF). The Executive Committee shall determine the methods for forming teams and replacing players.

SECTION 13. NOTICE TO MEMBERSHIP. The Executive Committee shall report actions to the members at the annual or other special meetings.

ARTICLE IV

OFFICERS

SECTION 1. CLASSES. The officers of the Lexington F.C. who shall comprise the Executive Committee shall be a Club Director (who shall serve as representative of the Lexington F.C. on the LYSA Board), Secretary, Treasurer, Director of Coaching (ex-officio), Director of Coordinators, Associate Director for Boys, Associate Director for Girls, LYSA President (ex officio), and two (2) Members at Large. The Executive Committee shall annually elect one of its members to serve as Parliamentarian.

SECTION 2. ELECTION AND TERM OF OFFICE. Each officer shall hold office for a two (2) year term or until a successor shall have been duly elected. Terms shall be staggered so that no more than half of the Executive Committee shall be elected each year. Officers may stand for re-election. The officers shall be elected by the membership at the Annual General Meeting of the Club. If the election of officers shall not be held at such a meeting, such election shall be held as soon thereafter as shall be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Executive Committee.

SECTION 3. REMOVAL. Any officer or agent elected or appointed by the Executive Committee may be removed by the Executive Committee whenever in its judgement the best interest of the Lexington F.C. would be served thereby. Election or appointment of any officer or agent shall not of itself create contract rights.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Executive Committee for the unexpired portion of the term.

SECTION 5. CLUB DIRECTOR. The Club Director, elected on odd numbered years, shall serve as Chairperson and preside at all meetings of the Lexington F.C. The Club Director shall execute the orders of the Executive Committee, and shall enforce the observance of the Articles of Incorporation, Bylaws and Rules of the Lexington F.C.

At the conclusion of the term of office of the Club Director, the then past Club Director shall serve, at the pleasure of the Executive Committee, as an ex-officio non-voting member of the Executive Committee until the next annual election of officers.

SECTION 6. ABSENCE OF THE CLUB DIRECTOR. The Executive Committee shall elect one of its members to serve as Vice Chairperson. In the absence of the Club Director, the Vice Chairperson shall take charge of all meetings of the Lexington F.C. and perform all other duties of the Club Director.

SECTION 7. ABSENCE OF THE CLUB DIRECTOR AND VICE CHAIR. The Executive Committee shall elect one of its members to serve as the next ranking officer in the absence of both the Club Director and the Vice Chairperson. This individual, to be known as the LFC Deputy

Director, shall take charge of all meetings of the Lexington F.C. and perform all other duties of the Club Director in the absence of the Club Director and the Vice Chairperson of the Executive Committee.

SECTION 8. SECRETARY. The Secretary, elected on even numbered years, shall make a record of the proceedings of all meetings, distribute minutes of all meetings to individual members upon request, conduct the correspondence of the Lexington F.C., keep or have access to an up-to-date register of the names, addresses, and voting status of the members of the Lexington F.C., make and present a report of the year's activities at the annual meeting of the Lexington F.C. and perform such other duties as may be required by the Executive Committee.

SECTION 9. TREASURER. The Treasurer, elected on odd numbered years, will be bonded and shall receive all such acceptable funds in accord with the purposes of the Lexington F.C. and deposit same in a bank chosen by the Executive Committee. Funds shall be withdrawn from the depository and expenditures made within the limits of an approved budget. The Treasurer shall prepare and present a budget annually for discussion at the annual meeting and perform such other duties as may be required by the Executive Committee.

SECTION 10. DIRECTOR OF COACHING. The Club's Director of Coaching shall be responsible for those duties as may be prescribed by the Executive Committee from time to time as well as those duties specifically enumerated by the Director of Coaching contract.

SECTION 11. DIRECTOR OF COORDINATORS. The Director of Coordinators, elected on even numbered years, shall chair regular meetings of team coordinators and shall be responsible for matters pertaining to the organization, activities, and conduct of team coordinators, as determined by the Executive Committee.

SECTION 12. ASSOCIATE DIRECTOR FOR BOYS. The Associate Director for Boys, elected on even numbered years, shall be responsible for matters pertaining to the organization and conduct of the boys program as determined by the Executive Committee.

SECTION 13. ASSOCIATE DIRECTOR FOR GIRLS. The Associate Director for Girls, elected on odd numbered years, shall be responsible for matters pertaining to the organization and conduct of the girls program as determined by the Executive Committee.

SECTION 14. MEMBERS AT LARGE. One member at large shall be elected each year. Members at large shall provide liaison with Club Committees and shall be responsible for such additional activities as shall be determined from time to time by the Executive Committee.

SECTION 15. PARLIAMENTARIAN. The parliamentarian shall be responsible for ensuring that the Bylaws and Rules of the Lexington, F.C. are adhered to at all meetings of the Executive Committee and in all actions undertaken by committees and members of the club. In addition, the parliamentarian shall be responsible for ensuring that the business and activities of the club are conducted in accordance with approved committee structures and procedures. The parliamentarian shall advise the Rules Committee of issues that arise that merit consideration by the Rules

Committee of a change in the Bylaws, Rules, or Committee Structure of the Club.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS, BUDGET

SECTION 1. CONTRACTS. The Executive Committee is authorized to enter into contracts with its coaches and officials and with the approval of the LYSA Board may enter into any such contracts as may be necessary.

SECTION 2. DEPOSITS. All funds of the Lexington F.C. not otherwise employed shall be deposited from time to time to the credit of the Lexington F.C. in such banks, trust companies, or other depositories as the Executive Committee may select.

SECTION 3. EXPENDITURES. The Lexington F.C. Executive Committee has the authority to spend a portion of the proceeds from any Lexington F.C. tournament.

SECTION 4. BUDGET. The Lexington F.C. will produce an annual budget to be reviewed by the Executive Committee. An annual financial statement will also be produced. The budget is available for viewing at the LFC Office.

ARTICLE VI

FISCAL YEAR

The fiscal year of the Lexington F.C. shall be July 1 to June 30.

ARTICLE VII

WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the corporation laws of the Commonwealth of Kentucky, waiver thereof in writing, signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII

INDEMNIFICATION OF CLUB DIRECTOR AND OFFICERS

The Lexington F.C. may indemnify and may advance expenses to the Club Director, officers, employees or agents of the Club who are, were or are threatened to be made a defendant or respondent to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was the Club Director, an officer, employee or agent of the Lexington F.C., to the fullest extent that is expressly permitted or required by the statutes of the Commonwealth of Kentucky and all other applicable law.

ARTICLE IX

PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall be the Parliamentary Authority for the Lexington F.C.

ARTICLE X

AMENDMENTS

Except for Article XII, these Bylaws may be amended by a two-thirds (2/3) vote of the members of the Executive Committee present at any meeting of the Executive Committee, if at least thirty (30) days notice of such amendment has been given in writing to each Executive Committee member prior to the meeting. Article XII of these Bylaws may be altered or amended by two-thirds (2/3) vote of the members present at the business session of any annual meeting of the Lexington F.C., provided the proposed amendment has been submitted in writing to all members at least thirty (30) days prior to the annual meeting.

ARTICLE XI

AMENDMENT AND ADOPTION OF BYLAWS

Except for Bylaws affecting Article XII, Bylaws must be adopted by a two-thirds (2/3) vote of Executive Committee members present at any meeting of the Executive Committee if at least thirty (30) days notice of such adoption has been given in writing to each member of the committee prior to the meeting.

ARTICLE XII

DISBANDMENT

The Lexington F.C. may be disbanded by a two-thirds (2/3) vote of the membership present at any annual or called meeting of the Lexington F.C. provided at least ten (10) days written notice has been given to all members. Assets of the Lexington F.C. shall be distributed under terms of the Articles of Incorporation.

CERTIFICATE

It is hereby certified that on this date I am the duly elected and qualified Secretary of Lexington F.C., and that on the ____ day of _____ 19__, the foregoing Bylaws were adopted by action of the Executive Committee.

Secretary

Lexington F.C. Bylaws.doc
March 10, 2009