

**By – Laws  
A Non-Profit Corporation**

**Of**

**Rebel Touchdown Club, Inc.**

Pursuant to the provisions of the South Carolina Business Corporation Act, the Board of Directors of Rebel Touchdown Club, Inc., a South Carolina not for profit corporation, hereby adopts the following By – Laws for such corporation.

**ARTICLE I**

**NAME AND PRINCIPAL OFFICE**

I 1. Name. The name of the non-profit corporation is “Rebel Touchdown Club, Inc.” “(hereinafter referred to as the “Club”).

I 2. Offices. The principal offices of the Rebel Touchdown Club shall be at Kinard CPA, 812 East Main Street, Duncan, SC 29334

**ARTICLE II**

**MEMBERS**

II 1. Annual/Regular Club Meetings. All meetings of the members shall be determined by elected officers at the beginning of their term.

II 2. Special Meetings. Special meetings of the members may be called by the Board or the President by giving members a notice of ten (10) days.

II 3. Place of Meetings. The meetings will be held in the Byrnes High School Team Room and shall be changed by the Board of Directors or President by giving members a notice of ten (10) days.

II 4. Notice of Meetings. The Board shall cause written or printed notice of the time, place and purpose of all meetings of the members (whether regular or special) to be delivered no less than ten (10) days to each member of record entitled to vote at such meeting.

II 5. Quorum. At any meeting of the members, the presence of members holding, or holders of proxies entitled to cast, more than ten percent (10%) of the total votes of the membership shall constitute a quorum for the transaction of business. In the event all members were given at least a ten (10) day notice of the meeting, the majority votes of the attending members shall constitute a quorum.

II 6. Proxies. At each meeting of the members, each member entitled to vote shall be entitled to vote in person or by proxy; provided, however, that the right to vote by proxy shall exist only where the instrument authorizing such proxy to act shall have been authorized in writing. Such instrument authorizing such proxy to act shall be delivered at the beginning of the meeting to the Secretary of the Club or to such other officer or person who may be acting as secretary of the meeting. The minutes of the meeting shall indicate whether the votes cast at the meeting were cast in person or by proxy.

II 7. Votes. With respect to each matter submitted to a vote of the members, each member entitled to vote shall have the right to cast, in person or by proxy, the vote appertaining to such member. The affirmative members present or represented by proxy at a meeting at which a quorum was initially present shall be necessary for the adoption proportion as required by the Articles of Incorporation, these By-Laws, the Declaration or South Carolina law. The elections of Directors and officers shall be by secret ballot.

II 8. Waiver of Irregularities. All inaccuracies and/or irregularities in calls or notices of meetings and in the manner of voting, form of proxies and/or method of ascertaining members present shall be deemed waived if no obligation thereto is made at the meetings.

II 9. Informal Actions by Members. Any action that is required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members entitled to vote with respect to the subject matter thereof.

II 10. Membership Dues. Membership dues shall be set annually by the Board of Directors. Dues must be paid in full for the member to have the right to vote. One vote per membership will be permitted.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

III 1. General Powers. The property, affairs and business of the Club shall be managed by the Board. The Board may exercise all of the powers of the Club, whether derived from law, by the Articles of Incorporation or by these By-Laws, vested solely in the members. The Board may by written contract delegate, in whole or in part, to a professional management organization or person such of its duties, responsibilities, functions and powers, or those of any officer, as are properly delegable.

III 2. Number, Tenure, and Qualifications. The number of Directors of the Club shall be seven (7). The Past Club President, Current Club President and Current Vice President shall automatically be named to the Board of Directors. Four (4) members of the club shall be elected to serve on the Board of Directors. The four (4) elected positions will serve 2 year terms with 2 elected positions up for election every other year. In December of each year an annual meeting shall be held to elect two (2) Directors to serve on the Board. In respect to District Five's policy, no District Administrative Employee or

District Five Employee directly affiliated with the Football Program will be allowed to serve on the Board of Directors. All members of the board will share equal vote.

III 3. Annual Meetings. The annual meeting of the Board shall be held without other notice than this By-Law immediately after, and at the same place as the annual meeting of the members. The Board may provide by resolution the time and place, within Spartanburg County, South Carolina, for the holding of such additional regular meetings without other notice than such resolution.

III 4. Special Meetings. Special meetings of the Board may be called by or at the request of the President of the Club or any two (2) Directors. Notice of any special meeting shall be given at least three (3) days prior thereto by written notice. Any Director may waive notice of a meeting.

III 5. Quorum and Manner of Acting. A majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board. The Directors shall act only as a Board and individual Directors shall have no powers as such.

III 6. Compensation. No Director shall receive compensation for any services that may render to the Club as a Director; provided, however the Directors may be reimbursed for expenses incurred in performance of their duties as Director and except or otherwise provided in these By-Laws, may be compensated for services rendered to the Club other than in their capacities as Directors.

III 7. Resignation and Removal. A Director may resign at any time by delivering a written resignation to either the President of the Club or the Board. Unless otherwise specified herein, such resignation shall take effect upon delivery. Any Director may be removed at any time without cause by the affirmative vote of more than fifty percent (50%) of the total votes of the members of the Club at a special meeting of the members duly called for such purpose and may be removed otherwise as provided by South Carolina law.

III 8. Vacancies and Newly Created Directorships. If vacancies shall occur in the Board by reason of death or resignation of a Director, the Directors then in office shall continue to act and such vacancies shall be filled by election of the members at the meeting at which the Director is removed. Any Director elected to fill a vacancy shall serve for the expired term of his/her predecessor.

III 9. Nomination. Nomination for the Board of Directors shall be made by a Nominating Committee. Nominations shall be presented at the members meeting in November. The Nominating Committee shall consist of a member of the Board and three members of the club. The Nominating Committee shall be appointed by the Board in October. The Nominating committee shall make as many nominations for the election of

the Board and Officers as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be members of the Club.

III 10. Election. Election to the Board shall be by secret ballot. At such election, the members of their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of these By-Laws. The persons receiving the majority votes shall be elected. Cumulative voting is not permitted.

III 11. Informal Action by Directors. Any action that is required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Directors.

III 12. Powers. The Board of Directors shall have power to:

- a) adopt and publish rules and regulations governing the fund-raising activities of the Club and to establish penalties for the infraction thereof;
- b) exercise for the Club all powers, duties and authority vested in or delegated to this Club and not reserved to the membership by other provisions of these By-Laws or the Articles of Incorporation;
- c) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- d) employ a manager, an independent contractor or such other employees as they deem necessary, and to prescribe their duties.

III 13. Duties. It shall be the duties of the Board of Directors to:

- a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth(1/4) of the members who are entitled to vote;
- b) supervise all officers, agents and employees of this Club, and to see that their duties are properly performed;
- c) procure and maintain adequate liability and hazard insurance on property owned by the Club;

## **ARTICLE IV**

### **OFFICERS**

IV 1. Number. The Officers of the Club shall be a President, Vice President, Secretary and Treasurer and such other officers as may from time to time as recommended by the Board. In respect to District Five's policy, no District Administrative Employee or District Five Employee directly affiliated with the Football Program will be allowed to serve as an Officer of the Club.

IV 2. Election, Tenure and Qualifications. The officers of the Club will be elected by members at the annual meeting of Club members by secret ballot. Each officer may serve two (2) consecutive one (1) year terms if elected by the members. The Treasurer can serve two (2) consecutive two (2) year terms if elected by the members. An Assistant Treasurer shall be elected bi-annually to prepare to run for office at the next election and must be voted by the members.

IV 4. Resignation and Removal. Any officer may resign at any time delivering a written resignation to the President or the Board. Unless otherwise specified therein, such resignation shall take effect upon delivery. Any officer may be removed by the board at any time, for or without cause by a majority vote of the Board members present at a special meeting of the Board duly called for such purpose.

IV 5. Vacancies. If any vacancy shall occur in any office by reason of death, resignation or removal, such vacancies shall be filled by election of the members at any regular or special meeting.

IV 6. Nomination. Nomination for the Officers shall be made by a Nominating Committee. Nominations shall be presented at the members meeting in November. The Nominating Committee shall consist of a member of the Board and three members of the club. The Nominating Committee shall be appointed by the Board in October. The Nominating committee shall make as many nominations for the election of the Officers as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be members of the Club.

IV 7. The President. The President shall preside at meetings of the Board and at meetings of the members. He/she shall sign on behalf of the Club all conveyances, mortgages, documents and contracts and shall do and perform all other acts and things that the position may require of him.

IV 8. The Vice President. The Vice President, in the absence of the President, shall perform all functions required of the President.

IV 9. The Secretary. The Secretary shall keep the minutes of the Club and shall maintain such books and records as these By-Laws or any other resolution of the board may require him/her to keep. He/She shall perform such other duties as the Board and/or President may require of him/her.

IV 10. The Treasurer. The Treasurer shall have the custody and control of the funds of the Club, subject to the action of the board, and shall, when requested by the President to do so, report the state of the finances of the Club at each annual meeting of the members and at any meeting of the Board. He/She shall perform such other duties as the Board and/or President may require of him/her.

IV 11. Compensation. No Officer shall receive compensation for any services that he/she may render to the Club as an Officer; provided, however, that officers may be

reimbursed for expenses incurred in performance of their duties as officers and except as otherwise provided by these By-Laws, may be compensated for services rendered to the Club other than in their capacities as officers.

## **ARTICLE V**

### **COMMITTEES**

V 1. Designation of Committees. The Officers shall designate by resolution any such committees as it may deem appropriate. No committee shall be formed without resolution designation by the officers. No committee member shall receive compensation for services that he may render to the Club as a committee member; provided, however that committee members may be reimbursed for expenses incurred in performance of their duties as committee members and except as otherwise provided by these By-Laws may be compensated for services rendered to the Club other than in other capacities as committee members. The Club President shall serve as an ex-officio member of all committees. In respect to District Five's policy, no District Administrative Employee or District Five employee directly affiliated with the Football Program will be allowed to serve on any committee.

V 2. Nature of Committee. All committees shall act only in advisory capacity to the President of the Club and shall not have any power or authority to carry out any of the duties or responsibilities of the President.

V 3. Proceedings of Committees. Each committee designated hereunder by the President may appoint its own presiding and recording officers and may meet at such places and times and upon such notice as such committee may from time to time determine. Each such committee shall keep a record of its proceedings and shall regularly report such proceedings to the Officers.

V 4. Quorum and Manner of Acting. At each meeting of the committee designated hereunder by the Board or Officers, the presence of members constituting at least two-thirds of the membership of such committee shall constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting at which quorum is present shall be the act of such committee. The members of any committee designated by the Board or Officers shall act only as a committee and the individual members thereof shall have no powers as such.

V 5. Resignation and Removal. Any member of any committee, designated hereunder by the Board or Officers may resign at any time by delivering a written resignation either to the President, the Board or the presiding officer of the committee of which he is a member. Unless otherwise specified herein, such resignation shall take effect upon the delivery. The board may at any time, for or without cause, remove any member of any committee designated by it hereunder.

V 6. Vacancies. If any vacancy shall occur in any committee designated by the Board or Officers, hereunder, due to disqualification or death, resignation, removal or otherwise, the remaining members shall, until the filling of such vacancy, constitute and then total authorized membership of the committee and provided that two or more members are remaining, may continue to act. Such vacancy may be filled at any meeting.

## **ARTICLE VI**

### **INDEMNIFICATION**

VI 1. Indemnification Against Third Party Actions. The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Club, or is or was serving at the request of the Club as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Club and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by any adverse judgment, order or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Club and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was lawful.

VI 2. Indemnification Against Club Actions. The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Club to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee or agent of the club, or is or was serving at the request of the Club as a Director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Club and except that no indemnification shall be made in respect to any claim, issue or matter as to which such personal shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Club, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

VI 3. Determination. To the extent that a Director, officer, employee, or agent of the Club has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in the Section VI 1 or VI 2 hereof, or in defense of any claim, issue or matter therein he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith. Any other indemnification under VI 1 or VI 2 hereof shall be made by the Club only upon a determination and indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth respectively in Section VI 1 or VI 2 hereof. Such determination shall be made either (i) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding or (ii) by the members by the affirmative vote of at least fifty percent (50%) of the total votes of the Club at any meeting duly called for such purpose.

VI 4. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding as contemplated in this Article may be paid to the Club in advance of the final disposition of such action, suit or proceeding upon a majority vote of a quorum of the Board and upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount or amounts unless it ultimately be determined that he is entitled to be indemnified by the Club as authorized by this Article.

VI 5. Scope of Indemnification. The indemnification provided for by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any provision in the Club's Articles of Incorporation, By-Laws, agreements, vote of disinterested members or Directors, or otherwise, both as to action in this official capacity and as to action in another capacity while holding such office. The indemnification authorized by this Article shall apply to all present and future Directors, officers, employees and agents of the Club and shall continue as to such persons who cease to be Directors, officers, employees or agents of the Club and to insure to the benefit of the heirs and personal representatives of all such persons and shall be in addition to all other rights to which such persons may be entitled as a matter of law.

VI 6. Insurance. The Club will purchase and maintain insurance on behalf of any person who was or is a Director, officer, employee or agent of the Club, or who was or is serving at the request of the Club as a Director, officer, employee or agent of another corporation, entity or enterprise (whether for profit or not for profit), against any liability asserted against him or incurred by him in any such capacity or arising out of his status as such, whether or not the Club would have the power to indemnify him against such liability under the laws of the state of South Carolina as the same may hereafter be amended or modified.

VI 7. Payments and Premiums. All indemnification payments made to all insurance premiums for insurance maintained pursuant to this Article shall constitute expenses of the Club and shall be paid with Club funds.



**ARTICLE VII**

**FISCAL YEAR, SEAL, BOOKS AND RECORDS**

VII 1. Fiscal Year. The fiscal year of the Club shall begin on the first day of January each year and shall end on the 31<sup>st</sup> day of December next following, except that the first fiscal year shall begin on the date of incorporation and end on the 31<sup>st</sup> day of December next following.

VII 2. Seal. The Board may by resolution provide a corporation seal which shall be circular in form and shall be inscribed thereon the name of the Club, the date of incorporation, and the words "Corporate Seal".

VII 3. Books and Records. The books, records and papers of the Club shall be at all times, during reasonable business hours, be subject to the inspection of any member. The Articles and the By-Laws of the Club shall be available for inspection by any member at the principal office of the Club, where copies may be purchased at a reasonable cost.

**ARTICLE VIII**

**RULES AND REGULATIONS**

VIII 1. Rules and Regulations. The Board may from time to time adopt, amend, repeal and enforce reasonable rules and regulations governing the activities and operations of the Club to the extent that such rules and regulations are not inconsistent with the rights and duties set forth in the Articles of Incorporation or these By-Laws. The members shall be provided by the Board with copies of all amendments and revisions thereof.

**ARTICLE IX**

**AMENDMENTS**

IX 1. Amendments. These By-Laws may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy. In the case of any conflict between Articles of Incorporation and these By-Laws, the Articles shall control.

IN WITNESS WHEREOF, the undersigned consisting of all the Directors of Rebel Touchdown Club, Inc. have hereunto set their hands and seals the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

IN THE PRESENCE OF:

\_\_\_\_\_  
WITNESS

\_\_\_\_\_  
WITNESS

\_\_\_\_\_  
DIRECTOR

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DIRECTOR

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DIRECTOR

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DIRECTOR

\_\_\_\_\_  
DIRECTOR

STATE OF SOUTH CAROLINA )  
 )  
COUNTY OF SPARTANBURG )

PROBATE

PERSONALLY APPEARED the undersigned witness and made oath that (s) he saw the within Rebel Touchdown Club, Inc, sign, seal and as its act and deed deliver the within By-Laws, and that (s) he, and other witness subscribed above, witnesses the execution thereof.

SWORN to before me this \_\_\_\_\_

day of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_  
WITNESS

\_\_\_\_\_  
Notary Public for South Carolina  
My Commission Expires:\_\_\_\_\_