

BYLAWS OF
GEORGIA RUSH SOCCER ACADEMY, INC.

Incorporated under the laws of the State of Georgia.

ARTICLE ONE

Name, Location, and Offices

1.1 Name. The name of this corporation shall be "GEORGIA RUSH SOCCER ACADEMY, INC."

1.2 Registered Office and Agent. The Corporation shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

1.3 Other Offices. The principal office of the corporation shall be located in Milton, State of Georgia. The corporation may have other offices at such place or places, within or without the State of Georgia, as the Board of Directors may determine from time to time or the affairs of the corporation may require or make desirable.

ARTICLE TWO

Purposes and Governing Instruments

2.1 Nonprofit Corporation. The corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

2.2 Charitable Purposes. The purpose of the Corporation is to support, develop, and promote the game of soccer to amateur female athletes. The fostering of the game of soccer shall extend to all levels of competence and may exist on a local, national, and international level.

2.3 Governing Instruments. Its articles of incorporation and its bylaws shall govern the corporation.

2.4 Corporate Seal. The Corporation seal shall be in such form as the Board of Directors may, from time to time, determine.

2.5 Fiscal Year. The fiscal year of the Corporation shall be January 1st

through December 31st. The Board of Directors is authorized to change the same from time to time as it deems appropriate, so long as such change is allowable and approved by the Internal Revenue Service.

2.6 Membership. Initially, the Corporation will have no members. The Board of Directors may establish, but is not required to establish, memberships in the Corporation for consideration or for no consideration, as the Board of Directors may determine.

ARTICLE THREE

Board of Directors

3.1 Authority and Responsibilities. The governing body of the corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of its management, affairs, and property of the corporation, shall determine its policies or changes therein, and shall actively prosecute its purposes and objectives and supervise disbursement of its funds. The Board of Directors may adopt, by majority vote, the business of the corporation as shall be deemed advisable, and may in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall the fundamental and basic purpose of the corporation, as expressed in the articles of incorporation, be amended or changed; and the Board of Directors shall not permit any part of net earnings or capital to inure to the benefit of any director, or other private person or individual.

3.2 Initial and Regular Board of Directors. The initial directors of the corporation shall be the persons named in the articles of incorporation of the corporation filed with the Secretary of the State of Georgia. At the first meeting of the initial Board of Directors, the directors shall elect a regular Board of Directors, to consist of the president, vice president, secretary, and treasurer of the corporation, together with such other directors as may be elected by the affirmative vote of the majority of the initial directors.

3.3 Classes of Board Members. The Board of Directors shall consist of those persons nominated by three persons elected to the Board of Directors.

3.4 Manner of Election. The number of directors of the Corporation shall not be fixed, and will be determined by a majority vote of the directors then in office. In all events, no less than five (5) persons shall constitute the Board of Directors.

3.5 Term of Office.

- a. Initial Board Members. Shall serve THREE (3) year terms.
- b. Directors. Except in case of death, incapacity, resignation, retirement, disqualification, or removal, shall serve until the next succeeding annual meeting of the Board of Directors, and thereafter, until his or her successor is elected and qualified. A director may be elected to successive terms.

3.6 Removal of Board Members. Directors may be removed from office with or without cause by the affirmative vote of the majority of the other directors.

3.7 Vacancies. A vacancy occurring on the Board of Directors may be filled for the unexpired term by the affirmative vote of a majority of the Board of Directors remaining in office even though such majority may not constitute a quorum of the Board.

3.8 Compensation. No director of the corporation shall receive, directly or indirectly, any salary, or compensation as such director but may, by resolution of the Board of Directors, be reimbursed for such expenses, including attendance at meetings, as the Board of Directors deems appropriate. Board members who perform services for the organization may receive compensation for those services.

3.9 Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members, an Executive Committee, and one or more other committees, each consisting of two (2) or more directors. Except as prohibited by law, each such committee shall have authority set forth in the resolution establishing such committee.

ARTICLE FOUR

Meetings of the Board of Directors

4.1 Annual Meeting: Notice. The annual meeting of the Board of Directors shall be held at such place, as the Board of Directors shall determine on such day and such time, as the Board of Directors shall designate. Unless waived as contemplated in Section 5.2, notice of the time and place of such annual meeting shall be given by the secretary either personally or by telephone or by mail not less than ten (10) nor more than fifty (50) days before such meeting.

4.2 Regular Meetings: Notice. Regular meetings of the Board of Directors shall be held from time to time between annual meetings at such times and such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the secretary either personally or by telephone or by mail or by electronic mail not less than seven (7) nor more than thirty (30) days before such regular meeting.

4.3 Special Meetings: Notice. Special meetings of the Board of Directors may be called by or at the request of the president or by any three (3) of the Directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given by the secretary either personally or by telephone or by mail or by electronic mail at least twenty- four (24) hours before such meeting.

4.4 Waiver. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Five ("Notice and Waiver")

4.5 Quorum. A meeting of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case; however, shall less than three (3) directors constitute a quorum.

4.6 Vote Required for Action. Except as otherwise provided in these bylaws, or by law, the act of majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment, and repeal of a bylaw is provided in Article Ten ("Amendments") of these bylaws. Vacancies in the Board of Directors may be filled as provided in Section 3.7 of these bylaws.

4.7 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken is signed by all the members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book of the corporation.

4.8 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with and amongst each other. Participation in such a meeting shall

constitute presence in person at the meeting, except where a person participates in the 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.

4.9 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting that was adjourned.

ARTICLE FIVE

Notice and Waiver

5.1 Procedure. Whenever these bylaws require notice to be given to any director, the notice shall be given as prescribed in Article Four. Whenever notice is given to a director by mail, the notice shall be sent first-class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the director at his or her address as it appears on the books of the corporation; and such notice shall be deemed to have been given at the time the same is deposited in the United States mail.

5.2 Waiver. Whenever any notice is required to be given to any director by law, by the articles of incorporation, or by these bylaws, a waiver in writing signed by the director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE SIX

Officers

6.1 Number and Qualifications. The officers of the corporation shall consist of a president, a secretary, and a treasurer. The corporation shall not be required to have at any time any officers other than a president, a secretary, and a treasurer. However, the Board of Directors, from time to time, may create and establish the duties of such other officers, and elect or provide for the appointment of such other officers or assistant officers as it deems necessary for the efficient management of the Corporation. Any two or more offices may be held by the same person, except the offices of President and Secretary.

6.2 Elections and Terms of Office. The officers of the corporation shall be elected by the Board of Directors and serve for terms of three (3) years and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification. The Board of Directors shall conduct annual elections for these officers.

6.3 Removal. The Board of Directors may remove any officer elected or appointed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

6.4 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the uncompleted term at any meeting of the Board of Directors.

6.5 President. The president shall be the principal executive officer of the corporation and shall preside at all meetings of the Board of Directors. (S)he shall be authorized to sign checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, and statements and reports required to be filed with the local, city, county, or federal officials or agencies; and he shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with another officer of the corporation, any instrument or other writing; and he shall see that all orders and resolutions of the Board of Directors are carried into effect. (S)he shall have the right to supervise and direct the management and operation of the corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and other officers and coordinators of the corporation shall be under his or her supervision and control during such interim. (S)he shall perform such duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

6.6 Secretary. The Secretary shall attend all meeting of the Board of Directors and record, or cause to be recorded, all votes, actions, and the minutes of all proceedings in a book to be kept for that purpose and shall perform, or cause to be performed, like duties for the executive and other committees when required. (S)he shall give or cause to be given, notice of all meetings of the Board of Directors. (S)he shall keep in safe custody the seal of the corporation and, when authorized by the Board of Directors or the president, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the treasurer. (S)he shall be under the supervision of the president. (S)he shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

6.7 Treasurer. The treasurer shall attend all meetings of the Board of Directors and report, or cause to be reported, the corporation's financial status at said meeting. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation into depositories designated by the Board of Directors. (S)he shall disburse, or cause to be disbursed, the funds of the corporation as ordered by the Board of Directors, and prepare, or cause to be prepared, financial statements each month or at such intervals as the Board of Directors shall direct. (S)he shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

ARTICLE SEVEN

Contracts, Checks, Deposits, and Funds

7.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument, in the name and on behalf of the corporation. Such authority must be in writing and may be general or confirmed to specific instances.

7.2 Checks, Drafts, Notes Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidence 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 other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the president or the treasurer individually, or any other officer and countersigned by another officer of the corporation.

7.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

7.4 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the corporation.

ARTICLE EIGHT

Indemnification and Insurance

8.1 Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, seeks indemnification from the corporation against expenses, including attorney's fees (and in cases of actions other than those by or in the right of the corporation, judgments, fines, and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation, as a director, officer, employee or trustee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, then unless such indemnification is ordered by a court, the corporation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

8.2 Indemnification Not Exclusive of Other Rights. The Indemnification provided in above in Section 8.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation of bylaws, or any agreement, vote of committee members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, trustee, or agents, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

8.3 Insurance. To the extent permitted by Georgia law, the corporation may, but is not required to, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE NINE

Miscellaneous

9.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors.

9.2 Internal Revenue Code. All references in these bylaws are to Section 501(c)(3) of the Internal Revenue Code of 1954, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulation issued under such sections and provisions.

9.3 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

9.4 Dissolution. In the event of a dissolution of this Corporation, to the extent allowed under applicable law, all of the assets of the Corporation shall be distributed to, or its assets shall be sold and all of the proceeds distributed to, another charitable organization organized and operated for the same or similar purpose for which this Corporation in organized and operating, or to one or more corporations, funds, or foundations organized and operating exclusively for religious, charitable, scientific, literary, or educational purposes which shall be selected by the Board of Directors of the Corporation, provided , however, that any such recipient organization(s) shall at that time qualify as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE TEN

Amendments

10.1 Power to Amend Bylaws. The Board of Directors shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws at a meeting, where a quorum is present, by a majority vote of directors then in office.

10.2 Conditions. Action by the Board of Directors with respect to the bylaws shall be taken by the affirmative vote of a majority of the directors present at a meeting at which a quorum is present as provided in Section 4.6 of these bylaws.

ARTICLE ELEVEN

Tax Exempt Status

11. 1 Tax Exempt Status. The affairs of the corporation at all times shall be conducted in such a manner as to assure its status as a "publicly supported"

organization as defined in Section 509(a)(1) or Section 509(a)(2) or Section 509(a)(3) of the Internal Revenue Code., and so in other ways to qualify for exemption from tax pursuant to Section 501(c)(3) of the Internal Revenue Code.

Accepted, amended, adopted and agreed to on this _____ day of _____ 2016 by:

In Favor:

_____ Director's Signature	_____ Director's Name	_____ Date
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_____ Director's Signature	_____ Director's Name	_____ Date
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_____ Director's Signature	_____ Director's Name	_____ Date
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_____ Director's Signature	_____ Director's Name	_____ Date
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_____ Director's Signature	_____ Director's Name	_____ Date
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Opposed:

_____ Director's Signature	_____ Director's Name	_____ Date
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_____ Director's Signature	_____ Director's Name	_____ Date
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_____ Director's Signature	_____ Director's Name	_____ Date
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_____ Director's Signature	_____ Director's Name	_____ Date
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Abstentions:

Director's Signature Director's Name Date

Director's Signature Director's Name Date

Director's Signature Director's Name Date

CERTIFIED BY:

Secretary of the Georgia Rush Soccer Academy, Inc. Board
Print Name: _____