



Bylaws of
Triangle Soccer Fanatics, Inc.

ARTICLE 1: NAME

The name of this Corporation shall be TRIANGLE SOCCER FANATICS, INC.

The registered office of the Corporation shall be located within the state of North Carolina, at such place as is designated in the Articles of Incorporation. The Corporation may maintain additional offices at such other places within or without state of North Carolina as the Board of Directors may designate.

ARTICLE 2: PURPOSE

Triangle Soccer Fanatics is an independent, nonprofit organization founded on the following tenets:

- To establish and maintain a healthy, yet independent, working relationship with the Carolina RailHawks professional soccer organization.
- To enhance the game day experience so people will want to come to Carolina Railhawks games.
- To foster goodwill among and work with other soccer supporters associations, within the North American Soccer League (NASL) as well as on a national and international basis.
- To foster goodwill among all soccer supporters associations.
- To assist both local and visiting supporters attending home matches of the Carolina RailHawks professional soccer team.
- To sponsor and organize road trips to certain away matches for the Carolina RailHawks soccer team as well as arrange viewing parties for other away matches.
- To provide a positive atmosphere for the team, its fans and the game of soccer at matches and in the general community.
- To make philanthropic contributions, through time, money and effort, to local and national charities.

ARTICLE 3: MEMBERSHIP

Part 1: Eligibility

All persons who desire to join Triangle Soccer Fanatics shall be considered eligible to become members, regardless of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), team orientation, disability, marital status, sexual orientation, or military status.

Persons wishing to join Triangle Soccer Fanatics may do so at any time within a given membership year.

Part 2: Classes

A Basic Membership shall confer membership status to one (1) individual for the duration of the membership year. Basic Membership confers one (1) vote in the Corporation for the named individual. Basic Membership may also confer additional non-voting benefits, such as merchandise and discounts on Corporation activities, as determined by the Corporation.

The Board of Directors (heretofore referred as 'the Board') shall have the authority to establish other classes of membership as it deems necessary to further the goals of the Corporation. This can include non-voting membership classes.

Part 3: Dues

Membership within Triangle Soccer Fanatics shall be for a period time corresponding from the day of full payment of dues to the end of the current "Membership Year",

The amount of dues for memberships shall be set by the Board and will be evaluated on an annual basis. The Board retains the right to increase or decrease the dues for an upcoming membership year prior to the commencement of said year.

Furthermore, the amount of dues shall remain constant over the course of the membership year. Full payment of dues is required to join, regardless of the time which a membership application is submitted to the Corporation. Dues shall not be pro-rated in any fashion.

Part 4: Termination

Members whose actions are found to be in conflict with the mission of Triangle Soccer Fanatics, cause harm to another member (or members) or engage in activities not in the best interest of the Corporation may have their membership terminated by a simple majority vote by the Board. Such vote may be held in person, electronically via e-mail or per telephone conferencing. Members who are terminated will forfeit all dues monies paid to the Corporation for the given membership season.

Prior to the start of the subsequent membership year, terminated members may petition the Board for reinstatement for the upcoming season. A simple majority vote shall be taken by the Board in the same manner as stated above for reinstatement approval.

ARTICLE 4: MEETINGS

Part 1: Annual Meeting

The Corporation shall hold a general meeting of the entire membership on an annual basis. Said meeting is to be held following the conclusion of the prior NASL season and no less than fourteen (14) days prior to the start of the succeeding season. Notice for the annual meeting shall be posted on the Corporation's website no less than thirty (30) days in advance. Additional notice may be provided via electronic mail or secondary websites.

Part 2: Board of Directors Meetings

From time to time, the Corporation shall arrange to hold meetings of the Board of Directors for the purpose of discussing Corporation matters. These meetings may or may not include the Board Members At-Large and Advisory Board Members, depending on the needs to be addressed. A Board meeting can be called by the President or by any 2 Board members with at least 3 days notice to all members of the Board via email communication.

In all cases, a majority vote is necessary to transact any business brought before the Board. A quorum must be present at the time of the vote. Said quorum shall consist of no fewer than five (5) Board members.

In the event that a quorum is unable to physically meet for a particular Board meeting, it shall be permissible to meet via telephone conferencing or by proxy from any member unable to attend in order to establish a quorum.

Part 3: Special Meetings

At any time, the Board may call for special meetings of the general membership. Notices of all special meetings shall be posted on the Corporation's website no less than thirty (30) days in advance. Additional notice may be provided via electronic mail or secondary websites.

In event that a vote is required on a particular issue by the General Membership at a special meeting, a quorum must be present at said meeting in order to carry out the vote. A quorum shall be defined in this instance as ten percent (10%) of the current members in good standing, present in person or by proxy. A simple majority vote shall be required to transact any business brought at said meeting.

ARTICLE 5: BOARD OF DIRECTORS

Part 1. Authority of the Board

The Board of Directors shall constitute the policy-making body and by right shall exercise all the powers and authority granted to the Corporation by law.

The Board has sole authority to set schedules and dates for the year; to set dues and fees at rates which will cover costs of operation; rental of necessary facilities and other incidental expenses; to approve engagements and/or other special activities undertaken in the name of Triangle Soccer Fanatics.

When necessary, the Board shall determine the need for and the responsibilities of standing or special committees to carry out projects or special programs.

Part 2: Composition of the Board

The Board of Directors shall consist of the following positions: President, Treasurer, Secretary, Communications Director, and Director of Operations. These positions shall collectively be known as the Executive Officers of the Corporation.

In addition, the Board shall also consist of two (2) members at-large and two (2) advisory members.

The number of at-large board members and advisory board members may be changed by a majority vote by the Executive Officers.

Part 3: Eligibility

Section 1. Executive Officers

In order to be eligible for election to an Executive Officer position, candidates must meet the following criteria:

- Be a member in good standing for a minimum of 1 membership year (Active involvement with the TSF organization prior to the establishment of the Corporation is considered for this requirement. The Board also has the right to waive this requirement for the first election of officers)
- Be at least eighteen (18) years of age

Section 2. At-Large Board Members

In order to be eligible for election to an At-Large Board Member position, candidates must meet the following criteria:

- Be a member in good standing
- Be at least eighteen (18) years of age

In order to be eligible for appointment as an Advisory Board Member position, candidates must meet the following criteria:

- Be elected by a majority vote of the Executive Officers and At-Large Members of the Corporation
- Be at least eighteen (18) years of age

Part 4. Vacancies

In the event of a vacancy among the Board, the remaining Board members may exercise the powers of the full Board until the vacancy is filled at the next regular election or by a majority vote by the Executive Officers.

Part 5. Termination

In the event that a Board Member (Executive, At-Large, or Advisory) is found to have acted in conflict with the mission of Triangle Soccer Fanatics, to have caused harm to another member (or members) or to have engaged in criminal activities against the Corporation, their position may be terminated by a simple majority vote by the Board. Such vote may be held in person, electronically via e-mail or per telephone conferencing.

In addition, Board Members who do not carry out their duties as charged or are found to have not devoted the proper time and effort or fail to communicate with the rest of the Board when discussing Board matters may be terminated by a vote of the Board as described above.

ARTICLE 6: OFFICERS

Part 1: Positions

The Officers of the Corporation shall be President, Treasurer, Secretary, Communications Director, Director of Operations. The term of office shall be one membership year. Officers may stand for re-election at the conclusion of their service term.

Part 2: Duties of Officers

Section 1: President

The President shall serve as the Chief Executive Officer of the Corporation and shall preside at all meetings. The President shall be charged with the task of calling regular or special meetings of the Board and/or membership as needed, appoints the Chairpersons of standing or special committees. The President shall cast the deciding vote in the event of a tie when an Executive Board vote is taken. The President shall also be a secondary signatory for all financial accounts held in the name of the Corporation

Section 2: Treasurer

The Treasurer shall serve as the Chief Financial Officer of the Corporation. The Treasurer shall be responsible for the management of all funds, fiduciary accounts, and overall finances of the Corporation. The Treasurer shall keep and maintain accurate records of all transactions and is responsible for the collection of dues and charges, for the disbursement of funds to merchants and purveyors and for payment of authorized expenditures. The Treasurer shall be the authorized signatory for all financial accounts held in the name of the Corporation. Any expenditure over \$1,000 will require approval by the Board of Directors by a simple majority vote. The Treasurer advises the Board about the finances of the Corporation and assists in formulating the budgets for the regular and special activities. The Treasurer shall also prepare a yearly financial statement.

Section 3: Secretary

The Secretary shall be responsible for keeping records and minutes of all Executive, General and Special meetings. In addition, the Secretary shall handle all correspondence regarding the Corporation. The Secretary shall also assist other officers with administrative matters such as scheduling meetings and distributing agendas. The Secretary processes applications for membership and maintains an up-to-date list of members and their contact information.

Section 4: Communications Director

The Communications Director will oversee, manage and monitor the online presence of Triangle Soccer Fanatics and communications both internally with membership and externally with the public-at-large. The Director will be responsible for driving presence through applicable social networking channel updates, coordination with the rest of the Board to promote active initiatives and events, moderation of community and crowd-sourced comment and forum channels and the planning and development of Triangle Soccer Fanatics brand in the online social space. The chair will also monitor analytics and trends of usage and patronage of Triangle Soccer Fanatics' online presence and report to and advise the Board and Membership of initiatives to increase and promote Triangle Soccer Fanatics through online and other media.

Section 6: Director of Operations

The Director of Operations shall be charged with the task of overseeing the organization of and ensuring the proper execution of all club activities including tailgating events, match watching parties, in-stadium match day activities, community outreach and charitable events as well as membership recruitment and membership packet distribution to be carried out by the Corporation. The Director of Operations shall form and chair a standing Operations Committee to be made up of members in good standing who lead and coordinate each aspect of the Director of Operations responsibilities.

ARTICLE 7: ELECTION OF EXECUTIVE OFFICERS AND BOARD MEMBERS

Part 1: Term of Initial Directors.

The first Board of Directors of the Corporation shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office until the first annual election of directors.

Part 2: Annual Election Date

Officers and Board Members At-Large shall be elected at the Annual Meeting of the Membership and take office immediately upon adjournment of the meeting. Date to be determined by the standing Board of Directors.

Part 3: Nomination and Election of Executive Officers

Nominations for Executive Officers shall be solicited at the Annual Meeting of the Membership and may be given by either written or verbal submission.

Each Executive Office position shall be voted on independently, with each position seeking nominations and subsequent elections one at a time. Current Board Members shall not vote at this time.

All nominations shall be read aloud. Motions to nominate candidates must be seconded by a member in attendance. Nominations that fail to be seconded shall automatically be withdrawn from consideration.

Once nominations have been solicited and gathered, a majority vote shall be taken by show of hands. The current Secretary shall tally the votes and announce the results.

In the event of a tie, the current Executive Officers shall hold a majority vote of their own by show of hands. The current Secretary shall tally the votes and announce the results.

Part 4: Nomination and Election of At-Large Board Members

Following the completion of the election of Executive Officers, the nomination and election of At-Large Board Members shall take place.

Members who have not been voted into one of the Executive Officer positions may declare their candidacy for At-Large Board Member positions. Eligible candidates shall have their names placed in a hat and the current Executive Officers shall pick a name out of the hat, one by one, until no fewer than two (2) names have been selected. Those members whose names that were selected shall then constitute the At-Large Board membership.

Part 5: Nomination and Election of Advisory Board Members

Following the completion of the election of Executive Officers and At-Large Board Members, the nomination and election of Advisory Board Members shall take place.

Candidates for Advisory Board Member positions shall be brought forth by the newly elected Executive Officers and At-Large Board Members. After discussion, the Executive Officers will determine by majority vote the individuals to which Advisory Board membership will be extended. Should an elected Advisory Board member not be willing to serve, the Executive Officers and At-Large Board Members will repeat the nomination and election process until both Advisory Board positions are filled.

ARTICLE 8: COMMITTEES

The Board may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees; establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

ARTICLE 9: AMENDMENTS TO THE BYLAWS

Amendments to these Bylaws may be made upon one month's written notice to members; this notice must state the proposed changes.

A vote shall then be held. Said vote may be conducted at a special meeting or via electronic balloting, as determined by the Executive Board.

Once ballots have been submitted by members in good standing, they shall be counted by the Secretary and the results will be announced. A simple majority vote shall be required for adoption of any amendments.

ARTICLE 10: MISCELLANEOUS PROVISIONS

Part 1: Fiscal Year

The fiscal year as set by Triangle Soccer Fanatics shall run concurrently with the membership year. Said year shall run from January 1 to December 31.

Part 2: Members in Good Standing

Members who have made full payment of annual dues and any outstanding financial obligations (bus trip payments, charity pledges, etc.) shall be considered to be in good standing.

Part 3: Reimbursement

All Board Members, Executive Officers, At-Large Board Members, and Advisory Board Members shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with complete documentation and prior approval from the Board.

Part 4: Indemnification

To the fullest extent permitted by North Carolina law, no officer or director of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit, or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in § 501(c)(4).

Part 5: Dissolution

In the event of the dissolution of the Triangle Soccer Fanatics, Inc., a North Carolina not-for-profit corporation, the net assets of the organization shall be distributed as follows: All liabilities and obligations shall be paid, satisfied and discharged or adequate provisions shall be made thereof. All remaining assets shall be transferred to any other non-for-profit or nonprofit corporation with similar purposes, as determined by the Board of Directors