

**BYLAWS  
OF  
THE GAMECOCK CLUB**

**ARTICLE I  
Offices**

**Section 1.1. Registered Office.** The registered office of THE GAMECOCK CLUB, a South Carolina nonprofit corporation (the “*Gamecock Club*”) shall be located in South Carolina, or such other place as may be designated by the Board of Directors (as defined in Article III) of the Gamecock Club.

**Section 1.2. Principal Office.** The principal office of the Gamecock Club shall be located within South Carolina (the “*State*”) or as may be designated by the Board of Directors.

**Section 1.3. Other Offices.** The Gamecock Club may have offices at such other places within or outside of South Carolina, as the Board of Directors may from time to time determine and as the activities of the Gamecock Club may require.

**ARTICLE II  
Purpose and Objectives**

**Section 2.1. Purpose.** The Gamecock Club is organized exclusively for charitable, academic, and educational purposes, including, for such purposes, making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law. The Gamecock Club has been organized, and at all times shall be operated, exclusively for the benefit of, to perform the functions of, and to carry out the purposes of the University of South Carolina (“*USC*”), an institution of higher learning and agency of the State, in connection with its athletic programs and support of its Athletic Department.

**Section 2.2. Objectives.** To accomplish the aforementioned purposes, the Gamecock Club shall have the following objectives:

- (a) To provide funds for scholarships for student athletes of and other students that support and provide related services to the athletic programs of USC;
- (b) To oversee, monitor and direct fundraising activities for the benefit of the Athletic Department of USC; and
- (c) To promote, support and aid any and all other activities and programs that will further the athletic mission of USC and the charitable purposes of the Gamecock Club.

**Section 2.3. Authority.** To carry out its objectives, as contemplated in Title 33, Chapter 31 of the S.C. Code of Laws (also known as the “*Nonprofit Act*”), the Gamecock Club shall have the authority:

- (a) To sue and be sued, complain, and defend in its corporate name;
- (b) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing or in any other manner reproducing it;
- (c) To make and amend bylaws not inconsistent with the Articles of Incorporation (the “*Articles*”) or with the laws of the State for regulating and managing the affairs of the Gamecock Club;
- (d) To purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property or any legal or equitable interest in property, wherever located, for the benefit of USC;
- (e) To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property;
- (f) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interest in or obligations of any entity;
- (g) To make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises, or income;
- (h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment, except as limited by Section 33-31-832 of the Nonprofit Act;
- (i) To be a promoter, partner, trustee, member, associate, or manager of any partnership, joint venture, trust, or other entity. When acting as a trustee of a trust in which it has a beneficial interest, the Gamecock Club is not conducting a trust business with regard to that trust for purposes of Section 34-21-10 of the Nonprofit Act;
- (j) To conduct its activities, locate offices, and exercise the powers granted by the Nonprofit Act within or without the State;
- (k) To elect or appoint directors, officers, employees, and agents of the Gamecock Club, define their duties, and fix their compensation;

- (l) To pay pensions and establish pension plans, pension trusts, and other benefit and incentive plans for any or all of its current or former directors, officers, employees, and agents;
- (m) To make donations not inconsistent with law for the public welfare or for charitable, scientific, or educational purposes and for other purposes that further the interest of the Gamecock Club;
- (n) To accept gifts, devises, and bequests on behalf of USC, any USC affiliate, and the Gamecock Club, subject to any conditions or limitations, contained in the gift, devise, or bequest so long as the conditions or limitations are not contrary to the Nonprofit Act or the purposes for which the Gamecock Club is organized;
- (o) To carry on a business;
- (p) To construct buildings and other improvements to real property;
- (q) To establish investment policies and procedures and to establish endowment funds;
- (r) To acquire, construct, and operate facilities for the benefit of the USC and/ or the Gamecock Club;
- (s) To assist, collaborate, and work with any tax-exempt organization which is established for the support and benefit of USC, on projects, activities, and endeavors for the benefit or support of USC; and
- (t) To have and exercise all other authorities necessary to carry out its purposes and to perform all other acts as permitted by law to a nonprofit corporation under the laws of the State; provided, however, that the Gamecock Club shall not engage in any activity not permitted by a tax-exempt organization pursuant to Section 501(c)(3) of the Code.

**Section 2.4. Prohibition Against Private Inurement.** No part of the net earnings of the Gamecock Club shall inure to the benefit of or be distributable to its members, Directors, officers, or other persons, except that the Gamecock Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

**Section 2.5. Additional Limitations.** No substantial part of the activities of the Gamecock Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Gamecock Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**Section 2.6. Exempt Activities.** Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of the Gamecock Club shall take any action or

carry on any activity by or on behalf of the Gamecock Club not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may be amended.

**Section 2.7. Operating Policies, Procedures and Guidelines.** From time to time, the Board may enact policy statements intended to support and promote the Gamecock Club. Adoption of, amendment to, and revocation of any such policy statement shall require the approval of the Board. Policy statements adopted by the Board shall become effective upon adoption and shall remain in force until amended or revoked by future actions of the Board. Notwithstanding anything contained herein to the contrary, no policy statement, procedure, or guideline of the Gamecock Club (including, without limitation, those athletic scholarships awarded by USC and funded by the Gamecock Club) shall impinge in any manner on the National Collegiate Athletic Association rules, guidelines or regulations (“*NCAA Rules*”) or any rules and limitations of the athletic associations and conferences, of which USC may be a member.

### **ARTICLE III** **Members**

**Section 3.1. Members.** Any person who has matriculated at, been employed by, or is a friend of USC may become a “*Member*” of the Gamecock Club in any fiscal year upon contributing to the Gamecock Club an amount equal to the membership contribution, as established by the Board in its sole discretion from time to time (the “*Membership Contribution*”). Each Member of the Gamecock Club shall be a member of the County Chapter of the county in which such Member provides and identifies to the Gamecock Club as the Member’s address of record, subject to exceptions as may be approved by the Gamecock Club.

**Section 3.2. Rights and Privileges of Members.** All Members shall have the right to vote at the annual meeting of the Gamecock Club membership upon any action or issued presented to the membership by the Board, to serve in corporate office and directorship of the Gamecock Club, and to exercise such other privileges as established by the Board from time to time and as provided in these Bylaws. The Board may designate certain individuals, who have provided exceptional service, support, and dedication to the Gamecock Club, with additional membership designations and related privileges as determined and established by the Board in its sole discretion.

**Section 3.3. Meetings.** The Gamecock Club shall hold a membership meeting annually at such time and place determined by the Board and as specified in the notice of such meeting. At the annual meeting of the Members, the Chair and the Treasurer shall report on the activities and financial condition of the Gamecock Club. Additional regular and special meetings of the Members shall take place at such times and places as shall be determined by the Board and as specified in the respective notices of such meetings in accordance with the Nonprofit Act.

**Section 3.4. Proxies.** A Member entitled to vote may vote in person or by proxy executed in writing by the Member or by the Member's attorney-in-fact. A proxy shall not be valid after eleven months from the date of its execution unless a longer period is expressly stated in it.

**Section 3.5. Quorum.** The presence, in person or by proxy, of 50 or more of the Members shall constitute a quorum at meetings of Members.

**Section 3.6. Written or Electronic Ballot.** Any action that may be taken at the Annual Meeting or any regular or special meeting of the Members may be taken without a meeting if the Association delivers a written or electronic ballot to every Member entitled to vote on the matter, which shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written or electronic ballot pursuant to this Section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Once cast, a written or electronic ballot may not be revoked. All solicitations for votes by written or electronic ballot shall:

- (a) indicate the number of responses needed to meet the quorum requirements;
- (b) state the percentage of approvals necessary to approve each matter other than election of directors; and
- (c) specify the time by which a ballot must be received by the Gamecock Club in order to be counted.

**Section 3.7. Termination.**

- (a) A membership in the Gamecock Club shall terminate upon the occurrence of any of the following events:
  - (i) Resignation of a Member; or
  - (ii) The Executive Committee takes action to terminate the membership due to the material failure of a Member to observe the rules of the Gamecock Club or the Member engages in conduct that is detrimental or materially prejudicial to the purposes and interests of the Gamecock Club.
- (b) Procedure for Termination. Before action to terminate a Member pursuant to subparagraph (a)(ii) above, the Secretary of the Gamecock Club shall provide the Member not less than fifteen (15) days' prior written notice, sent by first class or certified mail to the last address of the Member shown in the Gamecock Club's records, of the proposed termination and the reason therefor. The Executive Committee shall give the Member the opportunity to be heard orally or in writing in connection with such proposed termination of membership.

**Section 3.8. Payment of Obligations.** A Member who has been terminated may be liable to the Gamecock Club for assessments or fees, including the Membership Contribution, as a result of obligations incurred or commitments made by such Member before termination.

#### **ARTICLE IV** **County Chapters**

**Section 4.1. Chapters.** The Gamecock Club shall allow for the establishment of one chapter in each county of the state of South Carolina, plus any additional out-of-state chapter that may be recognized, from time to time, by the Board of the Gamecock Club (each a “*County Chapter*,” or a “*Chapter*” and, collectively, the “*County Chapters*” or the “*Chapters*”).

**Section 4.2. Chapter President.** Each Chapter shall have a president (“*Chapter President*”), plus any additional officers as each respective Chapter may determine. To be eligible for election as a Chapter President, such individual must be a current Member of the Gamecock Club, have no outstanding debts to the Gamecock Club, and be current on all Membership Contributions. Each Chapter President shall be elected by a plurality vote of the respective County Chapter’s membership. The Chapter President of each Chapter shall hold office for a term of two (2) years or until death, resignation, retirement, or removal by a vote of a majority of the Members, where a quorum is established. A Member shall be eligible to serve as a Chapter President for an unlimited number of consecutive terms.

**Section 4.3. Chapter Meetings.** The Chapter shall hold regular meetings according to such schedule and at such times and places as it may fix by resolution or otherwise, or called and noticed by the CEO of the Gamecock Club to the membership of the Chapter. The Chapter President of each Chapter shall have the authority to call a meeting of the Members of such Chapter by providing notice to the respective Chapter membership. A meeting of the Chapter membership may be called upon the written request of ten (10%) percent of the Members of the respective Chapter, which shall be submitted to the CEO of the Gamecock Club and the CEO shall notice the membership of such Chapter. Additionally, CEO of the Gamecock Club may call a meeting of the membership of any Chapter by providing notice to the Members thereof. The presence, in person or by proxy, of 10% of the Members of the Chapter shall constitute a quorum.

**Section 4.4. Elections.** The election of the Chapter President and any other officers of each respective Chapter shall take place at the last meeting of that Chapter immediately preceding the fiscal year end, shall be decided by a plurality vote, and shall be conducted by any means available to the members, including electronic or written ballot, with the assistance of the CEO and staff of the Gamecock Club.

**Section 4.5. Advisory Board.**

- (a) The Chapter Presidents shall meet from time to time as the advisory board of the Gamecock Club (the “*Advisory Board*”). The Advisory Board shall assist the CEO and Board of Directors of the Gamecock Club in the overall advancement of USC’s

Department of Athletics and the Gamecock Club. The Advisory Board will seek to enhance the image of USC and its athletic programs, encourage membership and participation, invite public and private support, and facilitate internal and external communication. The Advisory Board shall evaluate and make such recommendations to the Board regarding policy of the Gamecock Club related to the Chapters, including the expectations and conduct of the Chapters.

- (b) The Advisory Board shall hold regular meetings according to such schedule and at such times and places as it may fix by resolution or otherwise. The CEO shall serve as the secretary to the Advisory Board and assist in the operation of its meetings. The CEO shall provide notice and may additionally call any meeting of the Advisory Board.

## **ARTICLE V**

### **Board**

**Section 5.1. General Powers/ Authority.** Subject to the Articles, these Bylaws, the Nonprofit Act, and applicable law, the business and affairs of the Gamecock Club shall be governed by a board of voting directors (the “***Board of Directors***” or the “***Board***,” and each individual serving on the Board, with the right to vote on all matters before the Board as provided in these Bylaws, shall be referred to as a “***Director***,” and collectively as the “***Directors***”). Authority in, responsibility for, and governance of the affairs of the Gamecock Club shall be vested in the Board of Directors.

**Section 5.2. Composition of the Board.** The Board shall be composed of the following voting directors (each a “***Director***,” and collectively, the “***Directors***”).

- (a) District Directors. Seventeen (17) Directors shall be elected from candidates nominated by the Board and voted into office by a majority of votes cast by the voting Directors of the Gamecock Club, subject to the rules of election and geographical districts as established by the Board (“***District Directors***”). To be eligible to serve as a District Director, such individual must be a Member in good standing at the time of the election. Subject to the rules of election and geographical districts as established by the Board<sup>1</sup>, seventeen (17) individuals shall be elected from candidates nominated by the Board, and voted into office by a majority of votes cast by the voting Directors of the Gamecock Club (the “***District Directors***”).

There shall be sixteen (16) in-state “***Gamecock Districts***” comprised of the following South Carolina counties:

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<sup>1</sup> The geographic Districts shall be reviewed by the Board at least every ten (10) years with a view to the periodic amendment of boundaries to reflect more accurately an equitable distribution of the membership among the various Districts. Any amendment of District boundaries shall require amendment of these Bylaws by the Board in accordance with Article XIV.

- 1 – Orangeburg, Calhoun, Dorchester, Bamberg
- 2 – Aiken, Barnwell, Edgefield, Allendale
- 3 – Sumter, Lee, Clarendon, Williamsburg
- 4 – Dillon, Chesterfield, Darlington, Marlboro
- 5 – Richland, Fairfield
- 6 – Lancaster, Kershaw
- 7 – Spartanburg, Cherokee, Union
- 8 – Laurens, Greenwood, McCormick, Newberry
- 9 – Charleston, Berkeley
- 10 – Anderson, Oconee, Abbeville
- 11 – Lexington, Saluda
- 12 – Florence, Marion
- 13 – Greenville, Pickens
- 14 – Beaufort, Jasper, Colleton, Hampton
- 15 – Horry, Georgetown
- 16 – York, Chester

In addition, there shall be one (1) individual who shall be considered an out-of-state District Director.

- (b) University of South Carolina Directors. The following individuals shall be considered Directors on the Gamecock Club Board (each a “*USC Director*”).
  - (i) Athletics Director, Columbia Campus. The Athletics Director of the University of South Carolina’s Columbia Campus shall serve, *ex officio*, as a Director during such individual’s tenure as such at USC.
  - (ii) Trustees. Two (2) trustees from the board of trustees of USC as selected and appointed by the chairman of the USC board (each a “*Trustee Director*”).

No individual appointed to serve pursuant to the foregoing subparagraphs may appoint any another person to serve in that individual’s place as a USC Director.

**Section 5.3. Term of Office/ Term Limitations.**

- (a) District Directors. Each District Director shall hold office for a term of four (4) years or until death, resignation, retirement, removal, or disqualification, and until a successor is elected. A District Director shall be eligible for no more than two (2) consecutive terms until a period of one year has elapsed following the completion of his or her second consecutive term; provided, however, upon a finding of extraordinary circumstances, this term limitation may be waived any number of times by the vote of a majority of the Board of Directors. After a lapse of one (1) year, any District Director may be re-elected.



- (b) USC Directors. The Athletic Director shall serve ex-officio by virtue of the position, for so long such individual holds such position, subject to the provisions contemplated herein. Each Trustee Director shall hold office for a term of four (4) years or until death, resignation, retirement, removal, or disqualification, and until a successor is elected. A Trustee Director shall be eligible for no more than two (2) consecutive terms until a period of one year has elapsed following the completion of his or her second consecutive term; provided, however, upon a finding of extraordinary circumstances, this term limitation may be waived any number of times by the decision of the chair of the Board of Trustees of USC. After a lapse of one (1) year, any Trustee Director may be re-elected.
  
- (c) Initial Directors. The authority to appoint or elect the initial District Directors and officers shall also include the ability to vary the length of the initial term of each District Director and officer in order to accommodate staggering of term lengths to ensure better continuity of the Gamecock Club's leadership. Notwithstanding anything to the contrary contained in this Section 5.3, and for purposes of more effectively staggering the Term lengths of the Directors, the initial term of any individual District Director appointed to the first slate of District Directors may be set at a period to expire no later than five (5) years from the date of their appointment, as may be determined on a case-by-case basis for each District Director.

**Section 5.4. Resignation of Directors.** Any Director may resign at any time. Such resignation shall be made in writing, shall be submitted to the Secretary or the Chair, and shall take effect at such time as is specified in the instrument.

**Section 5.5. Removal of Directors.** Of the USC Directors, the individual serving as Athletic Director may only be removed by USC, and either trustee serving as a USC Director pursuant to Section 5.2(b)(ii) may be removed by the chairman of the USC Board. Any District Director may be removed from the Board, with or without cause, by the affirmative vote of two-thirds (2/3rds) of all of the voting Directors then in office at any meeting called for that purpose at which a quorum is present. Any District Director proposed to be removed shall be entitled to at least ten (10) day notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

**Section 5.6. Vacancies.** Except as otherwise provided herein, and excepting the USC Directors who shall be appointed in accordance with Section 5.2(b), any vacancy occurring among the Directors may be filled by a majority vote of a quorum of the Board or a majority of the remaining voting Directors, if the number remaining is less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired Term of the Director's predecessor in office; and service during such remaining un-expired Term for any Director position shall not count towards any applicable term limitation thereto as provided in Section 5.3.

**Section 5.7. Exculpation of Directors.** No Director shall be liable to anyone for any acts on behalf of the Gamecock Club nor any admission with respect to the Gamecock Club committed

by such Director except for the Director's own willful, wanton, or gross negligence pursuant to Section 33-31-180 *et seq.* of the South Carolina Code of Laws, 1994, as amended.

**Section 5.8. Conflicts of Interest.** The Gamecock Club will maintain a Conflicts of Interest Policy pursuant to Article XII of these Bylaws. In accordance with that policy, any Director or officer shall abstain from voting on any matter in which such Director or officer may be considered to have a conflict of interest. Such abstention shall be made for the record at the beginning of any such motion or discussion and shall be recorded in the official minutes of the meeting. The same conflict of interest procedures shall apply to any Director or officer participating in any committee vote.

**Section 5.9. Director Emeritus.** Any person who has demonstrated significant support, dedication, or volunteer activities for the benefit of the Gamecock Club may be elected to the position of Director Emeritus by a vote of 2/3rds of all of the Directors serving on the Board. Directors Emeriti shall be non-voting and shall serve until death, resignation, or removal by a vote of 2/3rds of all of the Directors serving on the Board. Each Director Emeritus shall be provided notice to all regular and special meetings of the Board and provided copies of all materials distributed to the Board in connection with any such notice. No Director Emeritus is to be counted toward the quorum requirement of a meeting of the Board. Each Director Emeritus shall have the right to address the Board and speak during general sessions at all regular and special meetings of the Board but may only participate in any executive session of the Board, if expressly invited by the Board. The Director Emeritus position is non-voting, and as such, no Director Emeritus is permitted to vote upon matters before the Board. A Director Emeritus may be appointed to any committee of the Gamecock Club, except the Executive Committee. Directors Emeriti may be invited to participate in events of the Gamecock Club as well as to participate in any opportunities to engage with stakeholders of USC.

## ARTICLE VI Meetings of Directors

**Section 6.1. Regular Meetings.** The annual meeting of the Board shall be the last meeting of the Board immediately preceding the fiscal year end. The Board shall hold regular meetings according to such schedule and at such times and places as it may fix by resolution or otherwise.

**Section 6.2. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chair or by any two Directors. Such meetings may be held at the time and place fixed by the person or persons calling the meeting.

**Section 6.3. Notice of Meetings.** Notice of the time and place of any Annual Meeting or regular meetings shall be served either personally, electronically by email, or by mail not less than ten (10) nor more than forty (40) days before the regular meeting upon each person who is a Director. Notice of a special meeting must state the time, place and purpose or purposes thereof and shall be served personally, electronically by email, or by mail upon each member of the Board of Directors not less than two (2) nor more than forty (40) days before such meeting. Any Director

may waive notice of any meeting. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

**Section 6.4. Quorum.** At any meeting of the Board of Directors, the presence of a majority of the Directors in office immediately before the meeting, shall constitute a quorum for transaction of business at any meeting of the Board. In the absence of any quorum or when a quorum is present, a meeting may be adjourned from time to time by a vote of the majority of the Directors present without notice other than by announcement at the meeting and without further notice to any absent Director.

**Section 6.5. Manner of Acting.** Except as otherwise provided in these Bylaws or as required by South Carolina law, the act of the majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. No voting by proxy shall be permitted for any Director related to actions of the Board.

**Section 6.6. Meeting by Video-Conference, Telephone, and other Communication Means.** Any one or more Directors may participate in a meeting of the Board of Directors by means of video-conference, telephone, or other communications device, which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed present in person at such meeting.

**Section 6.7. Order of Business.** At the Annual Meeting or any regular meetings of the Board of Directors, the Chair, with the approval of the Board of Directors, may prescribe the order of business.

**Section 6.8. Required Vote for Certain Actions.** Notwithstanding anything herein to the contrary, the vote of two-thirds (2/3) of all of the Directors, at a duly authorized meeting of the Board where a quorum is present (“*Supermajority Vote*”), shall be required for the following actions:

- (a) Authorizing the merger, consolidation, reorganization, restructuring, bankruptcy, liquidation, or dissolution of the Gamecock Club;
- (b) Authorizing, agreeing, or completing the sale, lease, exchange, or mortgage of substantially all of the Gamecock Club’s properties or assets;
- (c) Removing a Director or officer as provided in these Bylaws;
- (d) Amending, deleting, or otherwise changing these Bylaws or the Conflict of Interest Policy attached hereto as Appendix A;
- (e) Amending, restating, modifying, or otherwise changing Paragraphs 1, 6, and 8 of Attachment 1 to the Gamecock Club’s Articles; or
- (f) Changing the name of the Gamecock Club.

**Section 6.9. Unanimous Written Consent of the Voting Directors.** Any action required by law to be taken at a meeting of the Board, or any action that may be taken at the meeting of the Board or of any committee 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 of the Directors or committee members entitled to vote on the subject thereof. Such consent shall have the same force and effect as a unanimous vote of the Board and shall be recorded with the minutes of the Gamecock Club.

## **ARTICLE VII** **Officers of the Board**

**Section 7.1. Officers and Duties.** The officers of the Gamecock Club shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer. The Chair and Vice Chair shall be Directors who are entitled to vote on matters before the Board of Directors. The offices of Secretary and Treasurer may be held by the same person and such person is not required to be a Director. Only District Directors are eligible to serve as Chair and Vice Chair. These officers shall perform the duties prescribed by these Bylaws.

- (a) Chair. The Chair shall serve as the principal volunteer officer of the Gamecock Club. The Chair shall represent the Gamecock Club generally in the community. The Chair shall have all the powers and shall perform all the duties conventionally associated with the office including, but not limited to, chairing all Board meetings, developing agendas for Board meetings, working to ensure Board participation, soliciting financial support in the form of grants and donations, assisting the Treasurer in managing the funds which will support the programs and activities of the Gamecock Club, and having a high level of commitment to the work of the organization.

The Chair may sign, with any other proper officer of the Gamecock Club authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent; and, in general, the Chair shall perform such other duties as may be prescribed by the Board of Directors from time to time.

- (b) Vice Chair. The Vice Chair shall assist the Chair in the duties of that office and shall perform all duties of the Chair during the Chair's absence or departure from office.
- (c) Secretary. The Secretary shall keep a correct record of all the proceedings of the meetings of the Board, and if necessary, any committee meetings. The Secretary shall attend to the giving of notices, have custody of the corporate seal and records, and affix the seal to all instruments required to be executed under seal as authorized by the Board. The Secretary shall perform such other duties as are incident to the

office of Secretary and shall have such other powers and duties as may be conferred upon the role by the Board.

- (d) **Treasurer.** The Treasurer shall perform such duties as are incident to the office of Treasurer and shall have such other powers and duties as may be conferred to the Treasurer by the Board of Directors. The Treasurer will work with the Chair to develop an annual budget, as well as compile quarterly and year-end financial statements to be distributed to Directors. The Treasurer shall assist with filing all required reports with the Internal Revenue Service, the state of South Carolina, and any financial institutions deemed necessary. The Treasurer will assist with all compliance requirements associated with the maintenance of Section 501(c)(3) status of the Gamecock Club.

**Section 7.2. Term of Office.** Each officer shall hold office for a term of one (1) year (“*Officer Term*”) or until death, resignation, retirement, removal, or disqualification. The Chair and the Vice Chair shall be eligible for no more than three (3) consecutive Officer Terms until a period of one year has elapsed following the completion of that individual’s third consecutive Officer Term; provided, however, upon a finding of extraordinary circumstances, this Officer Term limitation may be waived any number of times by the vote of a majority of the Board of Directors. Each individual serving as Secretary and as Treasurer may serve any number of consecutive Officer Terms in such officer role without limitation.

**Section 7.3. Election.** Except in the event of action required to fill a vacancy in any officer position, the officers of the Board shall be elected by a majority vote of the Directors at the Annual Meeting to take office upon the first day of the following fiscal year of the Gamecock Club.

**Section 7.4. Vacancies.** In the case of a resignation of an officer, the removal of an officer, or for any other reason, the Board of Directors will select a replacement to complete the then-current Officer Term.

**Section 7.5. Resignations.** Any officer may resign at any time by serving written notice to the Secretary or Chair. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt of the notice by the Secretary or Chair.

**Section 7.6. Removal.** Any officer may be removed from office at any time, with or without cause, at a meeting of the Board called for that purpose by the affirmative vote of two-thirds (2/3rds) of all of the voting Directors. Any officer proposed to be removed shall be entitled to at least ten (10) days’ notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

**ARTICLE VIII**  
**Committees**

**Section 8.1. Committees.** The Gamecock Club shall have the following standing committees: Executive Committee, Finance Committee, Audit Committee, and Governance Committee. Additional committees shall be established by the Board or the Chair from time to time, and committee membership shall be appointed by the Chair, unless otherwise indicated by these Bylaws or by action of the Board. Unless otherwise specified herein, each committee shall consist of two or more persons.

**Section 8.2. Executive Committee.** The Executive Committee shall consist of the Chair, Vice Chair, the chairs of the standing committees of the Gamecock Club (but not including the chair of the Audit Committee), and the two Trustee Directors. The Chair may appoint up to two (2) additional Directors to the Executive Committee. The Executive Committee shall perform such other duties or functions not covered by the other standing or temporary committees appointed by the Chair, and as otherwise provided in the Articles and these Bylaws. During the intervals between meetings of the Board, the Executive Committee shall have and may exercise all of the authority of the Board, except it may not undertake any action contemplated in Section 6.8 or Articles XIII or XIV or as otherwise limited by the Nonprofit Act or applicable law.

**Section 8.3. Finance Committee.** The Finance Committee shall consist of at least five (5) Directors appointed by the Chair. The Finance Committee shall advise the Board as to the annual budget and financial position of the Gamecock Club and its assets and operations. The Finance Committee shall also keep the Board advised of the general fiscal policy and management of the Gamecock Club.

**Section 8.4. Audit Committee.** The Audit Committee shall consist of at least two Directors appointed by the Chair. The Chair shall also appoint one member of the Audit Committee, who must be a Director, to serve as chairperson. The Audit Committee shall assist the Board in all aspects of any audit of the Gamecock Club.

**Section 8.5. Governance Committee.** The Governance Committee shall consist of at least five (5) Directors appointed by the Chair. The Chair shall also appoint one member of the Governance Committee to serve as chairperson. The Governance Committee shall be tasked with a mission to review, develop and suggest, from time to time, amendments to various governing documents, including but not limited to, the Gamecock Club's Articles of Incorporation and Bylaws, committee charters, and corporate policies, to ensure that such governing documents support appropriately the then-current needs of the Gamecock Club. In consultation with the Chair and the CEO, the Governance Committee shall be responsible to present to the Board of Directors nominations for Directors and officers for election by the Board of Directors. The Governance Committee shall develop and recommend general procedures to the Board for the election Directors and officers of the Gamecock Club. The Governance Committee shall accept names of candidates for consideration in such Director and officer positions as submitted by any Member or Member(s).

**Section 8.6. Other Committees.** The Board may establish such other standing committees, special committees, ad hoc committees, and advisory boards as it shall from time to time determine. Each committee so established shall be tasked with a mission, which is consistent with the charitable purpose of the Gamecock Club. Each committee shall be composed of such persons, whether Directors or not, as shall be determined by the Chair with such rights and responsibilities as established by the Chair or the Board.

**Section 8.7. Term of Office.** Except as otherwise expressly provided herein, each member of a committee shall serve as a member until the final meeting of the Board of Directors for the fiscal year and until a successor is appointed unless the committee shall be sooner terminated.

**Section 8.8. Chair.** Unless otherwise provided herein, the Chair select an individual to serve as chairperson of each committee. With regard to each committee, only a Director may be appointed to serve as chair thereupon.

**Section 8.9. Ex-officio Committee Members.** The Chair and Vice Chair shall serve as *ex-officio*, non-voting members of all committees on which they do not serve as regular members.

**Section 8.10. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 8.11. Quorum/ Manner of Acting.** It is the expectation that each committee of the Gamecock Club shall meet periodically, and report to the Gamecock Club Board at each regularly scheduled Board meeting. At any meeting of a committee, the presence of a majority of the committee members shall be necessary to constitute a quorum for all purposes, and the affirmative vote of a majority of the voting committee members present at any meeting, at which there is a quorum present when a vote is taken, shall be the act of such committee, except as may be otherwise specifically provided by statute, these Bylaws, or action of the Board. In the absence of a quorum or when a quorum is present, a committee meeting may be adjourned from time to time by vote of a majority of the committee members present without notice other than by announcement at the meeting and without further notice to any absent committee member.

**Section 8.12. Rules.** Subject to the requirements of this Article VIII, each committee may adopt rules for its own governance not inconsistent with these Bylaws.

## **ARTICLE IX** **CEO, Athletic Director, and Staff**

**Section 9.1. CEO.** The executive director and chief executive officer (the “*CEO*”) shall be responsible to the Board for day-to-day operations and the general management of the Gamecock Club. The CEO shall have the responsibility for oversight and management of the Gamecock Club’s fundraising programs and the daily financial affairs of the Gamecock Club, shall keep a record of all financial transactions, the collection of accounts, and receipts of all gifts and

legacies, and shall see that all funds are expended in accordance with the purpose of the Gamecock Club as provided in Section 2.1. The CEO shall supervise the staff and personnel of the Gamecock Club. Additionally, the CEO shall recommend to the appropriate committee of the Board such changes in personnel, policy, or programs as the CEO deems necessary or desirable. Other staff shall be recruited and hired by the CEO as needed and consistent with the budget approved by the Board.

**Section 9.2. Athletic Director.**

- (a) In order for the Gamecock Club to fulfill its charitable purpose as a supporting organization of the Athletics Department of USC, it is critical that the Director of the Athletics Department of USC serve as a USC Director serving on the Board of the Gamecock Club and be the primary liaison between the Athletics Department of USC and the Gamecock Club. The Athletic Director shall communicate the long-term plans and goals of the Athletics Department to the Board and the CEO and shall work with the Board and the CEO to assist the Gamecock Club in its support of such plans and goals in the most effective manner. The Board and the CEO shall maintain a close and continuous relationship with the Athletic Director and shall provide the Athletic Director a high degree of deference with regard to the development of the Gamecock Club operating budget from year to year.
- (b) The Athletic Director shall advise the Gamecock Club in connection with NCAA Rules, principles of institutional control, and compliance therewith.
- (c) In addition to the Athletic Director's other responsibilities, the Athletic Director shall determine the number of athletic scholarships funded by the Gamecock Club and awarded by USC each year and shall select the recipients of any such athletic scholarships.
- (d) The Director of the Athletics Department of USC may not appoint any other individual to serve in the role of Athletic Director and may not delegate the responsibilities of the Athletic Director to any other person. Notwithstanding the foregoing, the Athletic Director may work with the staff of the Gamecock Club and the Athletics Department of USC to assist in the Gamecock Club's compliance with the NCAA Rules. USC retains the sole authority to terminate the employment of the Athletic Director.

**Section 9.3. Salaries.** The salaries and benefits of the Athletic Director, and any other employees of USC that shall provide services to the Gamecock Club shall be established by USC and subject to South Carolina law and regulatory guidelines. The salaries and benefits of all staff employed directly by the Gamecock Club shall be fixed by the CEO, within the budget as approved by the Board, with the exception of the salary and benefits of the CEO, which shall be fixed by the Board. Such salaries and benefits shall be reasonable in amount and shall be reviewed periodically by the Board with appropriate data as to comparability and the Board shall document its conclusions as to reasonableness of the compensation.



**ARTICLE X**  
**Contracts, Checks and Deposits**

**Section 10.1. Contracts.** In addition to the Chair as provided in Section 7.1(a) and the CEO as provided in Section 9.1, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Gamecock Club and such authority may be general or confined to specific instances.

**Section 10.2. Loans.** No loans shall be contracted on behalf of the Gamecock Club and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 10.3. Checks and Drafts.** All checks, drafts or other orders for the payment of money issued in the name of the Gamecock Club shall be signed by such officers or agents of the Gamecock Club and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 10.4. Deposits.** All funds of the Gamecock Club not otherwise employed shall be deposited from time to time to the credit of the Gamecock Club in such depositories as the Board of Directors or the Executive Committee may select.

**ARTICLE XI**  
**Indemnification**

**Section 11.1. Expenses and Liabilities.** To the maximum extent permitted by the Nonprofit Act, the Gamecock Club shall indemnify each of its Directors, officers and Agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Gamecock Club. For purposes of this Article, an “**Agent**” of the Gamecock Club includes any person who is or was a director, officer, or employee of the Gamecock Club; or is or was serving at the request of the Gamecock Club.

**Section 11.2. Advance of Expenses.** To the extent permitted by law, the Gamecock Club may advance expenses incurred or to be incurred by a Director, officer, or Agent in connection with any proceeding arising by reason of the fact that said person was or is a Director, officer, or Agent of the Gamecock Club, provided said advance is authorized by the Board of Directors and permitted by law.

**Section 11.3. Insurance.** The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Director, officer, or Agent of the Gamecock Club against any liability asserted against or incurred by such persons in said capacity or arising out of such individual’s status as such, whether or not the Gamecock Club would have the power to indemnify such persons against that liability under the provisions of this Article.

**Section 11.4. Bond.** The Board of Directors may by resolution acquire bond in connection with any or all officers, Agents, and employees of the Gamecock Club, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

**ARTICLE XII**  
**Conflicts of Interest**

The Board of Directors shall implement and enforce the Conflicts of Interest Policy attached to these Bylaws as Appendix A. No modification or amendment to such policy shall be made without complying with Article XIV (Amendments) of these Bylaws.

**ARTICLE XIII**  
**Dissolution**

**Section 13.1. Distribution on Dissolution.** Consistent with the Gamecock Club's Articles of Incorporation and applicable law, upon dissolution of the Gamecock Club, the remaining assets of the Gamecock Club shall be distributed to USC or to one or more nonprofit exempt organization(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code, dedicated to the support of USC, as determined by the Board of Trustees of USC.

**ARTICLE XIV**  
**Amendments**

**Section 14.1. Amendments.** Except as specifically required to be approved by the Members under the Nonprofit Act, the Board shall have the power to make, alter, amend and repeal the Bylaws of the Gamecock Club by affirmative vote of a Supermajority Vote of the Board as provided in Section 6.8.

**Section 14.2. Notice.** In connection with any amendment, change, or revision to these Bylaws, the Board shall be notified of such proposed action at least ten (10) days prior to the meeting of the Board where such action may be contemplated. In addition, any amendment, change or revision to the language contained in Sections 2.1 and 5.2(b) and Articles XIII and XIV of these Bylaws, and Paragraphs 6 or 8 of the Gamecock Club's Articles of Incorporation shall require notice to the Office of General Counsel and the Secretary of the Board of Trustees of USC, to be provided thirty (30) days in advance of the meeting whereby such amendment, change, or revision shall be voted upon by the Board.

**ARTICLE XV**  
**Audit, Books, and Records**

**Section 15.1. Accounting, Books and Records.**

- (a) General. The Gamecock Club will maintain appropriate corporate and accounting records. The Gamecock Club's books and records will be maintained as provided in this Section.
- (b) Financial Reports.
  - (i) A detailed annual report of the work and financial condition of the Gamecock Club, including any audited financial statement and management letter, shall be submitted jointly by the Chair and the Vice Chair on an annual basis to the Secretary of the Board of Trustees of USC, following its approval by the Board of Directors.
  - (ii) By the last day of the fifth month following the close of the tax year, the Gamecock Club shall provide a written notice to the President of USC and the Chairman of the USC Board of Trustees, describing the type and amount of support provided by the Gamecock Club to USC during the prior tax year, a copy of the Gamecock Club's Form 990 that was most recently filed as of the date the notification is provided; and a copy of the supporting organization's governing documents, as most recently amended, to the extent not previously provided.
  - (iii) All books and records of the Gamecock Club shall be available for review and/or audit by USC, or any person acting on its behalf.
- (c) Corporate Records. The Gamecock Club will maintain at its principal office the following written corporate records: Articles of Incorporation and all amendments from time to time in effect; Bylaws and all amendments from time to time in effect; a current list of Directors and officers and their addresses of record; IRS Forms 990, 1023, such additional tax information as may be required under § 6104 of the Internal Revenue Code; and the Gamecock Club will maintain in writing or in a format convertible into writing the minutes of all Board and Committee meetings and action without meeting for the past three years.

**Section 15.2. Fiscal Year.** The fiscal year of the Gamecock Club shall be a year ending June 30<sup>th</sup> but may be changed from time to time by the Board of Directors.

**Section 15.3. Audit.** The Board of Directors is authorized to develop an appropriate audit policy of the Gamecock Club, consistent with these Bylaws and applicable law, and commensurate with the scope of the Gamecock Club's activities.

**Section 15.4. Compliance with IRS Disclosure Requirements.** Records of the Gamecock Club will be maintained and provided in accordance with § 6104 of the Internal Revenue Code. The operating policies, procedures and guidelines of the Gamecock Club will

contain such provisions, including language addressing conduct of meetings and disclosure of records, as to ensure the Gamecock Club's compliance with IRS disclosure regulations.<sup>2</sup>

**Section 15.5. Compensation.** No officer or Director shall by reason of such individual's office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or Director from receiving any compensation from the organization for duties other than as a Director or officer. This provision is not intended to restrict the compensation to staff of the Gamecock Club who might otherwise serve as Secretary or Treasurer.

## **ARTICLE XVI** **Restrictions and Donations**

**Section 16.1.** The Gamecock Club may receive as its sources of income, gifts, bequests from wills, and restricted and unrestricted monies or properties of any kind or description from any and all sources, but no gift, bequest or devise of any such property shall be received and accepted if it be for other than charitable purposes as limited to and including charitable, scientific, literary, or other educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or afterwards amended or as shall, in the opinion of the Directors, jeopardize the federal income tax exemption of the Gamecock Club pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or afterwards amended.

## **ARTICLE XVII** **Regulation**

**Section 17.1. General.** The regulation of the business and conduct of the affairs of the Gamecock Club will conform to federal and state income tax laws and any other applicable federal and state law, including, but not limited to, the Nonprofit Act. In the interpretation of these Bylaws, wherever reference is made to the United States Code (U.S.C.), the United States Internal Revenue Code, Internal Revenue Laws or Treasury Regulations thereunder, the Nonprofit Act, the South Carolina Code or any other statute, or to any section thereof, such reference will be construed to mean such Code, Act, Laws, Statutes, or section thereof, and the regulations thereunder, as the case may be, as heretofore or hereafter amended or supplemented or as superseded by laws or regulations covering equivalent subject matter.

**Section 17.2. Seal.** The Gamecock Club shall be authorized to adopt a seal in circular form for its use.

**Section 17.3. Governing Law.** These Bylaws are executed and delivered in the State of South Carolina and they will be governed by, construed, and administered in accordance with the laws of the State of South Carolina.

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<sup>2</sup> See, e.g., IRS Announcement 99-62, 1999-25 IRB 1.

**Section 17.4. Parliamentary Procedure.** The Chair shall employ such rules of order for the governance of meetings of the Board as he or she, in his or her reasonable discretion, deems advisable and in the best interests of the Foundation, and may refer, in whole or in part, to any provisions of the latest edition of Robert's Rules of Order as a procedural guide for meetings of the Board. Similarly, any person that is chairing any meeting of any committee, council, or body of the Foundation may employ such rules of order, in connection therewith, with the same authority as granted to the Chair in this Section 17.4.

**Section 17.5. Plan of Incorporation.** Pursuant to the incorporation of the Gamecock Club, as a South Carolina nonprofit corporation, the Gamecock Club shall abide by the plan of incorporation, a true copy of which is attached hereto and incorporated herein as **Appendix B.**

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[CONFLICTS OF INTEREST POLICY TO FOLLOW]

**APPENDIX A  
TO THE BYLAWS OF  
THE GAMECOCK CLUB**

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**CONFLICTS OF INTEREST POLICY**

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**ARTICLE I  
Purpose**

The purpose of this Conflicts of Interest Policy is to protect the interest of THE GAMECOCK CLUB, a South Carolina nonprofit corporation (hereinafter the “*Gamecock Club*”) when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or director of the Gamecock Club. This policy is intended to supplement but not replace Sections 33-31-831 or 33-31-832 of the South Carolina Code or other applicable state laws governing conflicts of interest applicable to non-profit and charitable corporations.

**ARTICLE II  
Definitions**

1. Interested Person.

Any director, officer, or member of a committee with Board-delegated powers who has a direct or indirect Financial Interest, as defined below, is an Interested Person.

2. Financial Interest.

A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

- a. an ownership or investment in any entity with which the Gamecock Club has a transaction or arrangement;
- b. a compensation arrangement with the Gamecock Club or with any entity or individual with which the Gamecock Club has a transaction or arrangement; or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Gamecock Club is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A Financial Interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a Financial Interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

### **ARTICLE III Procedures**

1. Duty to Disclose.

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of any Financial Interest and all material facts to the directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists.

After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest.

- a. An Interested Person may make a presentation at the Board of Directors or committee meeting, but after such presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- b. The Chair of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board of Directors or committee shall determine whether the Gamecock Club can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Gamecock Club's best interest and for its own benefit and whether the transaction is fair and reasonable to the Gamecock Club and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Prohibited Transactions.

Notwithstanding, anything in this policy to the contrary, an Interested Person shall not, during the period of service as a director, officer or member of a committee with Board-delegated powers and for a period of twelve (12) months thereafter, invest, or receive an ownership interest, through stock, options, phantom stock or otherwise, in any entity or venture in which the Gamecock Club maintains an ownership interest excepting the Gamecock Club's investments in publicly traded securities including mutual funds. Provided, however, the Board of Directors, upon a vote of 75% of its members not counting the affected director, may waive the applicability of the above-described prohibition with respect to the 12-month period following a director's period of service as a director, officer, or member of a committee with Board-delegated powers.

5. Violations of the Conflicts of Interest Policy.

- a. If the Board of Directors or committee has reasonable cause to believe that a member has failed to disclose an actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board of Directors or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**ARTICLE IV**  
**Records of Proceedings**

The minutes of the Board of Directors and all committees with Board-delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

**ARTICLE V**  
**Compensation Committees**



A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Gamecock Club for services is precluded from voting on matters pertaining to that member's compensation.

## **ARTICLE VI Annual Statements**

Each director, principal officer, and member of a committee with Board-delegated powers shall annually sign a statement which affirms that such person—

- a. has received a copy of the Conflicts of Interest Policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands that the Gamecock Club is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **ARTICLE VII Periodic Reviews**

To ensure that the Gamecock Club operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- b. Whether transactions with parties are properly recorded, reflect reasonable payments for goods and services, further the Gamecock Club's charitable purposes and do not result in inurement or impermissible private benefit.

## **ARTICLE VIII Use of Outside Experts**

In conducting the periodic reviews provided for in Article VII, the Gamecock Club may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

## APPENDIX B

### PLAN OF INCORPORATION

In order to effect the incorporation of the Gamecock Club, and notwithstanding anything to the contrary contained in the Bylaws, the incorporator (the “*Incorporator*”) of the Gamecock Club hereby enacts the following plan of incorporation to appoint the Board, the officers, the Chapters, the Districts and the Advisory Board of the incorporated Gamecock Club, as well as provide for an orderly transition of the membership of the previously unincorporated Gamecock Club of USC (the “*Predecessor Entity*”) into the membership of the incorporated Gamecock Club. Capitalized terms not otherwise defined in this Appendix B shall have the meaning ascribed in the Bylaws to which this Appendix B is attached.

1. **Board Composition and Appointment.** The initial Directors of the Board shall be as follows:

<b>Position</b>	<b>Formal Name</b>	<b>Initial Term End Date</b>
District 1 Director	Dr. Sharon Eden	6/30/2024
District 2 Director	Mr. F. Chris Fulmer	6/30/2026
District 3 Director	Ms. Cheryl Wingard	6/30/2024
District 4 Director	Mr. Paul Reardon	6/30/2026
District 5 Director	Mr. Harry B. Gregory, Jr.	6/30/2024
District 6 Director	Mr. Kyle Rogers	6/30/2026
District 7 Director	Mr. Richard "Lee" Thornton	6/30/2024
District 8 Director	Mr. Bryon Jeffcoat	6/30/2026
District 9 Director	Ms. Meredith Blackwell	6/30/2024
District 10 Director	Mr. Thomas McDonald	6/30/2026
District 11 Director	Mr. Steve Gunter	6/30/2024
District 12 Director	Mr. Michael "Scat" Scaturro	6/30/2026
District 13 Director	Mr. James Price	6/30/2024
District 14 Director	Ms. Lori Anderson Bell	6/30/2026
District 15 Director	Mr. Tommy Hickman	6/30/2024
District 16 Director	Mr. Marvin "Alton" Hyatt Jr.	6/30/2026
Out Of State Director	Mr. James Wolf	6/30/2024
USC Director	Mr. D. Ray Tanner	
USC Director	The Honorable Thad Westbrook III	
USC Director	Mr. C. Dan Adams	
Director Emeritus	Mr. G. Wayne Lorick	
Director Emeritus	Mr. L. Frank Davis	

2. **Officer Appointments.** The initial officers shall be as follows:

<b>Position</b>	<b>Formal Name</b>	<b>Initial Term End Date</b>
Chair	Mr. F. Chris Fulmer	6/30/2024
Vice Chair	Mr. James Wolf	6/30/2024
Secretary	Simone Keller	6/30/2024
Treasurer	Lindsay Sprague	6/30/2024

3. **Establishment of Chapters, Districts, and Advisory Board.** Upon the incorporation of Gamecock Club and the adoption of these Bylaws, all Chapters and Districts of the Predecessor Entity, as well as its Advisory Board, and all individuals serving thereon shall automatically be serving in an identical body for a term of office identical to the remaining term associated with his or her role in the Predecessor Entity and with identical credit to the number of terms served in that capacity and office.

4. **Membership.** Any person shall be a Member of Gamecock Club when such person makes the Membership Contribution to Gamecock Club in accordance with Section 3.1. Additionally, any person, who is a member of the Predecessor Entity during the fiscal year in which the incorporation of Gamecock Club occurs, shall be automatically deemed a Member of Gamecock Club for the remainder of such fiscal year.