BYLAWS OF Ultimate Way Foundation

(A South Carolina Nonprofit Public Benefit Corporation)

ARTICLE I — NAME

The name of the corporation is **Ultimate Way Foundation**

ARTICLE II — PURPOSE
Section 1. Nonprofit Purpose

Ultimate Way Foundation ("the Corporation") is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation shall operate as a public benefit organization focused on youth development, sports access, mentorship, and community education.

Section 2. Specific Purpose

Ultimate Way Foundation exists to:

1. Expand equitable access to recreational and competitive sports;
2. Provide youth and adult athletic training programs rooted in leadership, character development, and educational growth;
3. Remove financial, social, and structural barriers to participation for underserved communities;
4. Strengthen athlete development through mentorship, coaching, skill-building, and community engagement;
5. Promote inclusivity, fairness, accountability, and mutual respect across all programs; and
6. Engage in mutually beneficial acquisitions and mergers of other, similar, nonprofits that lack the qualified board members and direction to achieve their current goals.
7. Partner with schools, local organizations, and professionals to broaden opportunities and support lifelong growth through sports.
8. Sponsor competitive and complimentary club teams by providing training materials, financial assistance, and access to our connected professional players and coaches.

Section 3. Activities Consistent With Purpose

Activities include but are not limited to:

- Sports clinics, training camps, leagues, tournaments, and club teams
- Leadership and workforce readiness programs
- Scholarships and fee waivers for low-income participants
- Mentorship programs
- Community partnerships promoting health and equitable access
- Volunteer training and coaching development

ARTICLE III — MEMBERSHIP

Ultimate Way Foundationshall not have a dues-paying membership. Governance authority is vested solely in the Board of Directors. The Board may establish **non-voting program participants, volunteers, or advisory groups** as needed.

ARTICLE IV — BOARD OF DIRECTORS
Section 1. Powers

The Board of Directors ("the Board") shall have full control over the affairs, finances, and policies of the Corporation and shall ensure adherence to its charitable mission.

Section 2. Number & Qualifications

- Minimum of **three (3)** and maximum of **fifteen (15)** Directors.
- Directors must support the mission and uphold Ultimate Way Foundation's ethical standards.
- No two related individuals (blood, marriage, or domestic partnership to the second degree) may serve simultaneously.
- Directors shall complete annual youth protection, conflict-of-interest, and fiduciary duty training.

Section 3. Terms

- Initial term for new Directors: **one (1) year**.
- Subsequent terms: **three (3) years**, renewable.
- Terms shall be staggered.

Section 4. Expectations of Directors

Directors shall:

1. Attend **at least 75%** of annual meetings;

2. Participate in fundraising, outreach, and stewardship;
3. Maintain annual financial support (minimum determined by Board);
4. Uphold mandatory youth protection and safety standards;
5. Serve on at least one committee.

Section 5. Meetings

- **Annual Meeting** each December.
- Regular meetings at times established by the Board.
- Special meetings may be called by the President or any two Directors.
- Minimum 10-day notice for regular meetings; 2 days for special meetings.

Section 6. Quorum

A majority of current Directors.

Section 7. Vacancies

Vacancies filled by majority vote of the remaining Directors.

Section 8. Compensation

Directors serve without compensation but may be reimbursed for reasonable expenses.

Section 9. Removal

A Director may be removed with or without cause by a **three-quarters (3/4)** vote of the Board after written notice.

ARTICLE V — OFFICERS

Officers include:

- **President**
- **Secretary**
- **Treasurer**

Officers must be Directors.

Section 1. Duties

President

- Presides over meetings
- Provides governance leadership
- Ensures alignment with mission and strategic vision
- Serves ex-officio on all committees

Secretary

- Maintains records and minutes
- Issues meeting notices
- Oversees organizational documentation

Treasurer

- Oversees all financial matters
- Leads budgeting and fiscal oversight
- Ensures compliance with nonprofit accounting standards

General Board

- Over-see one of the four focus areas for the organization
- Determine use of their 1K donation
- Participate in 2/3rd of all meetings
- Represent UWF with integrity

Section 2. Election & Term

Officers serve **one-year terms**, with a maximum of **three consecutive terms** per office.

Section 3. Removal

Officers may be removed by a 3/4 vote of the Board.

Section 4. Vacancies

Board appoints replacements for unexpired terms.

ARTICLE VI — COMMITTEES

Section 1. Standing Committees

The Board shall maintain the following committees:

1. **Governance & Ethics Committee**
   - Oversees bylaws, board development, ethics, and compliance.
2. **Finance & Audit Committee**
   - Oversees budgets, financial reports, annual audits, and fiscal policies.
3. **Programs & Athlete Development Committee**
   - Reviews athletics programming, coaching standards, safety protocols, and participant experience.

Section 2. Ad Hoc Committees

The Board may establish additional committees as needed.

ARTICLE VII — EXECUTIVE DIRECTOR

The Board may hire an Executive Director (ED).
The ED:

- Manages daily operations
- Oversees staff and volunteers
- Implements Board policies and strategic plans
- Serves as a non-voting, ex-officio member of committees

The ED may be removed by 2/3 vote of the Board.

ARTICLE VIII — YOUTH PROTECTION & ATHLETE SAFETY POLICY

Ultimate Way Foundation shall maintain strict safeguards to protect youth, including:

1. Required background checks for all staff, contractors, and volunteers;
2. Mandatory child safety, abuse prevention, and reporting training;
3. Clear reporting procedures for suspected abuse or misconduct;
4. Two-adult rule or equivalent safety measures during programming;
5. Enforcement of SafeSport or similar standards for athletic activities.

Violation of safety policies is grounds for immediate removal or termination.

ARTICLE IX — COACHING STANDARDS & ETHICAL CONDUCT *(New Article)*

All coaches, trainers, and program staff must:

- Adhere to Ultimate Way Foundation's Code of Ethics;
- Complete ongoing training in trauma-informed coaching, inclusive practices, and youth development;
- Maintain appropriate certifications;
- Model respect, fairness, and accountability;
- Avoid conflicts of interest or favoritism.

The Board may revoke coaching privileges at any time for violations.

ARTICLE X — SCHOLARSHIPS & FINANCIAL ASSISTANCE

Ultimate Way Foundationis committed to removing financial barriers to participation.

Policies shall include:

- Transparent eligibility criteria;
- Annual review of scholarship budgets;
- Non-discriminatory award practices;
- Confidentiality of applicant information;
- Oversight by the Programs Committee.

ARTICLE XI — CONFLICT OF INTEREST
Section 1. Purpose

The purpose of this Conflict of Interest Policy is to protect the integrity and interests of Ultimate Way Foundation ("the Corporation") when it is considering entering into a transaction or arrangement that might benefit the private interest of an officer, director, employee, coach, volunteer, or other key individual.

This Policy is intended to supplement, but not replace, any applicable South Carolina or federal laws governing conflicts of interest in nonprofit and charitable organizations.

Section 2. Definitions

Interested Person

Any Director, Officer, Executive Director, principal staff member, coach, or member of a committee with Board-delegated powers who has a direct or indirect financial interest, as described below, is considered an "Interested Person."

Financial Interest

A person has a financial interest if they have, directly or indirectly through business, investment, or family:

1. **An ownership or investment interest** in any entity with which the Corporation has a transaction or arrangement;
2. **A compensation arrangement** with the Corporation or any entity with which the Corporation has a transaction or arrangement; or
3. **A potential ownership or investment interest**, or potential compensation arrangement, with any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

A financial interest does not automatically constitute a conflict.
A conflict exists only when the Board or its delegated committee determines that a conflict of interest is present.

Section 3. Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must:

1. Disclose the existence of the financial interest;
2. Disclose all material facts related to the transaction or arrangement;
3. Be given an opportunity to disclose such facts to the Board or committee considering the proposed action.

Section 4. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all relevant facts:

1. The Interested Person shall leave the meeting while the conflict is discussed and voted upon.
2. The remaining Board or committee members shall decide whether a conflict exists.

Section 5. Procedures for Addressing the Conflict of Interest

If a conflict of interest is determined to exist:

1. The Interested Person may make a presentation to the Board or committee but must leave before discussion and voting.
2. The chair may appoint a disinterested person or committee to investigate alternatives.
3. After exercising due diligence, the Board or committee shall determine whether the Corporation can secure a more advantageous transaction from an unrelated party.
4. If such an arrangement is not reasonably possible, the Board or committee may approve the transaction if:
   - It is in the Corporation's best interest;
   - It supports the Corporation's mission and charitable purposes;
   - It is fair and reasonable; and
   - It avoids private inurement or improper private benefit.
5. Approval must occur by majority vote of disinterested Directors.

Section 6. Violations of the Conflict of Interest Policy

If the Board or committee has reasonable cause to believe a person has failed to disclose a conflict:

1. The person shall be informed of the basis for the concern;
2. The person shall be given an opportunity to explain the alleged failure;
3. After hearing the response and making further investigation if needed, the Board or committee shall determine whether a violation occurred.

If a violation is found, appropriate disciplinary or corrective action shall be taken, which may include removal from coaching, staff, or Board roles.

Section 7. Records of Proceedings

Minutes of the Board or applicable committee meetings shall include:

1. Names of persons who disclosed or were found to have a financial interest;
2. The nature of the financial interest;
3. Actions taken to determine whether a conflict existed;
4. The Board or committee's decision;
5. The names of persons present for discussion and votes;
6. A summary of the discussion, including alternatives considered;
7. A record of the vote.

Section 8. Compensation Committees

1. A voting Board member who receives compensation (direct or indirect) from the Corporation for services is precluded from voting on matters relating to their compensation.
2. The same restriction applies to voting members of committees that consider compensation matters.
3. These individuals may provide factual information to assist deliberation.

Section 9. Annual Statements

Each Director, Officer, key employee, coach, and member of a committee with Board-delegated powers shall annually sign a statement affirming that they:

1. Have received a copy of the Conflict of Interest Policy;
2. Have read and understand the Policy;
3. Agree to comply with the Policy;
4. Understand the Corporation is charitable and must operate primarily to further its exempt purposes.

Section 10. Periodic Reviews

To ensure ongoing compliance and protection of the Corporation's charitable status, periodic reviews shall be conducted. These reviews shall examine:

1. Whether compensation arrangements are reasonable and fair;
2. Whether partnerships and joint ventures align with the Corporation's mission;
3. Whether transactions result in impermissible private benefit;
4. Whether programs and agreements conform to written policies.

Section 11. Use of Outside Experts

The Board may use outside legal, accounting, or consulting experts for the purpose of conducting periodic reviews. Use of outside experts does not relieve the Board of responsibility for ensuring compliance.

ARTICLE XII — FINANCIAL ADMINISTRATION

Section 1. Fiscal Year

The fiscal year of Ultimate Way Foundation ("the Corporation") shall be the calendar year, unless otherwise determined by the Board of Directors.

Section 2. Financial Oversight and Responsibilities

The Board of Directors holds ultimate responsibility for the financial health and stewardship of the Corporation. The Board shall:

1. Approve the annual budget;
2. Review financial statements at each regular meeting;
3. Ensure the Corporation maintains sound financial controls;
4. Oversee compliance with federal, state, and grantor requirements;
5. Ensure donor-restricted funds are used as intended.

The Treasurer and Executive Director shall work together to implement financial practices, manage day-to-day financial activities, and report regularly to the Board.

Section 3. Financial Controls

To safeguard the Corporation’s assets and maintain transparency:

1. **Two-Signature Rule:** Checks or disbursements over an amount set by the Board require two authorized signatures or approvals.
2. **Segregation of Duties:** No single individual may have sole authority over authorization, custody, and recording of financial transactions.
3. **Bank Reconciliation:** Monthly reconciliations must be performed by a person who is not the primary check writer.
4. **Cash Handling:** Programs involving participant fees, concessions, or events must follow documented cash-handling procedures established by the Finance Committee.
5. **Credit/Debit Cards:** Any organizational card must be used strictly for programmatic or administrative purposes, with receipts submitted promptly.

Section 4. Budgeting

An annual operating budget shall be prepared by the Executive Director in collaboration with the Treasurer and Finance Committee. The budget must:

- Align with programmatic priorities;
- Reflect realistic revenue forecasts;
- Include scholarship, equipment, and coaching needs;
- Be approved by the Board before the start of the fiscal year.

The Board must approve any major deviations or reallocation of funds beyond thresholds it sets.

Section 5. Donations, Grants, and Fundraising Revenue

The Corporation shall maintain procedures to ensure:

1. **Donor intent is honored** for all restricted gifts;
2. **In-kind contributions** are documented according to IRS rules;
3. **Grant funds** are used strictly for approved project purposes;
4. **Fundraising events** follow standard nonprofit accounting practices;

5. **Sponsorship agreements** (especially sports-related) are documented and mission-aligned.

The Executive Director shall ensure timely grant reporting and stewardship communication.

Section 6. Program Funds & Scholarship Oversight

Since youth participation support is core to the mission:

- All **participant scholarship funds** must be tracked separately;
- All program revenue (clinics, camps, training sessions) must be properly recorded;
- No coach, volunteer, or employee may independently set or waive program fees;
- Any fee waivers shall follow the Corporation's established scholarship policy.

Section 7. Financial Reporting

The Treasurer shall ensure that:

- Monthly or quarterly financial reports are provided to the Board, including balance sheets, income statements, and year-to-date budget comparisons;
- Annual reports summarize program spending, administrative costs, and fundraising performance;
- Reports are presented in a format accessible to all Directors.

Section 8. Audits and Reviews

To promote transparency and accountability:

1. The Board shall require an **annual independent financial review** or audit depending on budget size and funder requirements.
2. Organizations receiving grants above certain thresholds must comply with funder-mandated audits.
3. The Finance Committee shall oversee the audit process and ensure any recommendations are addressed.

Section 9. Records & Document Retention

The Corporation shall maintain complete and accurate financial records, including:

- Bookkeeping record
- Bank statements
- Receipts and disbursements
- Payroll records
- Grant agreements and reporting files
- Donor records

- IRS filings, including Form 990

Records shall be retained according to the Corporation's Board-approved Document Retention Policy.

Section 10. Public Disclosure

As a public charity, the Corporation shall make available for public inspection:

- Its IRS Form 1023 application
- The three most recent years of Form 990
- These Bylaws
- Conflict of Interest Policy

Requests may be made in writing to the Corporation's principal office.

Section 11. Prohibition on Private Inurement

No part of the Corporation's net earnings shall benefit Directors, Officers, staff, or private persons except for:

- Reasonable compensation for services rendered;
- Reimbursement for approved expenses.

No individual may benefit from the Corporation's income, assets, or program activities beyond what is permissible under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIII — INTELLECTUAL PROPERTY

Any materials, curricula, training content, logos, or program designs created for or by the Corporation belong solely to Ultimate Way Foundation.

ARTICLE XIV — PROGRAM EVALUATION & OUTCOME MEASUREMENT

To ensure transparency and mission alignment:

1. The Corporation shall track program outcomes, including:
    - number of youth served
    - clinics provided
    - scholarships granted
    - participant progress

2. The Board shall review impact data annually;
3. Public impact reports may be released.

ARTICLE XV — PROGRAM SUPPORT AND RESOURCE DEPLOYMENT AUTHORITY

Section 1 Authority to support programs
The Corporation is authorized, in furtherance of its charitable and educational purposes, to solicit, receive, purchase, own, lease, hold, manage, and distribute equipment, supplies, financial assistance, scholarships, grants, program materials, and other resources to schools, school-affiliated organizations, community partners, and other qualified entities or initiatives consistent with Section 501(c)(3) of the Internal Revenue Code.

Section 2 Forms of support
Support may be provided through, without limitation, direct distribution of equipment or supplies, payment of expenses on behalf of a partner, reimbursement, scholarships or fee assistance, program grants, capacity-building support, or other mechanisms approved by the Board, provided that such support is used exclusively for charitable purposes and consistent with donor restrictions.

Section 3 Eligibility and due diligence
Prior to providing material support, the Corporation may require reasonable documentation and assurance that the recipient is qualified and that the supported activity is mission-aligned. The Corporation may require a project plan, budget, participation estimates, and confirmation of compliance with applicable school or organizational policies.

Section 4 Accountability and reporting
The Corporation may condition any support upon the recipient's agreement to reasonable reporting requirements, including usage confirmation, participation metrics, photographs or verification of deployment, and other data necessary for funder reporting and internal accountability.

Section 5 No private benefit
All resource deployment shall be structured to avoid private inurement and impermissible private benefit, and shall comply with applicable federal and state law and all donor or grant restrictions.

ARTICLE XVI — EQUIPMENT AND GRANT PASS-THROUGH

Section 1 Intermediary role
The Corporation may act as a fiscal and resource intermediary to receive and deploy funds, equipment, or other resources for mission-aligned projects implemented by qualified partner

sites, schools, or affiliated programs, including where a donor, grantmaker, or sponsor intends resources to reach identified beneficiaries through the Corporation.

Section 2 Conditions and restrictions
The Corporation shall document and honor all applicable restrictions, conditions, and reporting requirements associated with pass-through resources. Restricted funds shall be tracked separately and used only for the restricted purpose.

Section 3 Written terms
For material pass-through support, the Corporation may require written terms with the recipient, which may include scope of use, compliance obligations, reporting frequency, return or reassignment provisions for unused resources, and acknowledgement requirements.

Section 4 Monitoring and right to audit
The Corporation may monitor use of pass-through funds or equipment and may request supporting documentation. The Corporation may require corrective action, suspend further support, or require return of resources if misuse is identified.

Section 5 Non-sponsorship clarification
The Corporation's deployment of resources to a partner site does not create an agency relationship, joint venture, or liability partnership, and partners shall not represent otherwise without written authorization.

ARTICLE XVII — ACTION WITHOUT A MEETING

Section 1 Action by written consent
Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if the Corporation delivers the proposed action to all Directors and the required number of Directors provide written consent to the action.

Section 2 Notice and delivery method
Notice of the proposed action shall be delivered by email, electronic board platform, or other written means reasonably calculated to reach all Directors. The notice shall include the exact motion, relevant background materials, the voting deadline, and instructions for casting a vote.

Section 3 Voting deadline
Unless otherwise stated in the notice, the response deadline shall be not less than forty-eight (48) hours from delivery. The Board may adopt a longer minimum timeframe for significant actions (e.g., budgets, indemnification decisions, major contracts).

Section 4 Approval threshold
Approval by written consent shall require the same vote threshold that would be required to approve the action at a duly called meeting at which a quorum is present.

Section 5 Recording
All written consents and related materials shall be filed with the minutes or corporate records and shall be treated as an act of the Board.

ARTICLE XVIII — BOARD TERM LIMITS AND STAGGERED TERMS

Section 1 Terms of office
Directors shall serve terms of three (3) years, unless otherwise provided in the Articles of Incorporation or these Bylaws.

Section 2 Staggering
To promote continuity and institutional knowledge, Director terms shall be staggered so that, to the extent practicable, approximately one-third of the Board is up for election or re-election each year.

Section 3 Term limits
No Director may serve more than three (3) consecutive full terms. A Director who reaches the term limit may be eligible for re-election after a one (1) year break from Board service, unless the Board approves an exception by a supermajority vote due to extraordinary need.

Section 4 Partial terms
Service of more than eighteen (18) months of a term shall be considered a full term for purposes of term limits.

Section 5 Transition planning
The Board shall encourage succession planning, including officer development and recruitment strategies, to maintain leadership stability.

ARTICLE XIX — DIRECTOR STANDARD OF CARE AND RELIANCE ON EXPERTS

Section 1 Standard of conduct
Directors shall discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interests of the Corporation.

Section 2 Reliance on others
In performing their duties, Directors may rely in good faith on information, opinions, reports, or statements prepared or presented by officers or employees of the Corporation, Board committees, legal counsel, independent accountants, or other persons with professional competence, so long as the Director does not have knowledge that would make such reliance unwarranted.

Section 3 Duty to inquire
Nothing in this Article eliminates a Director’s duty to make reasonable inquiry when circumstances suggest a material risk, conflict, or deficiency in the information presented.

ARTICLE XX — INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1 Indemnification generally
To the fullest extent permitted by applicable law, the Corporation shall indemnify any person who is or was a Director or Officer of the Corporation, and who is made a party to any threatened, pending, or completed action, suit, or proceeding by reason of service to the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred, provided such person acted in good faith and in a manner reasonably believed to be in the best interests of the Corporation.

Section 2 Scope and limitations
Indemnification shall not be provided where prohibited by law, including where the individual is adjudged to have engaged in willful misconduct, bad faith, or unlawful conduct.

Section 3 Non-exclusivity
The rights of indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, Board resolution, insurance policy, or applicable law.

Section 4 Insurance
The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent against any liability asserted against such person in such capacity, whether or not the Corporation would have the power to indemnify such person under these Bylaws.

ARTICLE XXI — ADVANCEMENT OF LEGAL EXPENSES

Section 1 Advancement permitted
The Corporation may advance reasonable expenses incurred by a Director or Officer in defending any proceeding in advance of final disposition, to the extent permitted by law.

Section 2 Undertaking to repay
As a condition of advancement, the recipient shall provide a written undertaking to repay the amounts advanced if it is ultimately determined that the recipient is not entitled to indemnification under these Bylaws or applicable law.

Section 3 Board procedures
The Board may adopt procedures to review and approve advancements, including reasonable limits, documentation requirements, and counsel review.

ARTICLE XXII — LIMITATION OF PERSONAL LIABILITY

Section 1 Limitation
To the fullest extent permitted by applicable law, no Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director, except to the extent such limitation is not permitted by law.

Section 2 Severability
If any portion of this Article is determined unenforceable, the remaining provisions shall be enforced to the fullest extent permitted.

ARTICLE XXIII — INDEMNIFICATION DECISION PROCESS

Section 1 Determination of entitlement
The determination whether indemnification is proper in the circumstances shall be made in the manner required by applicable law and, to the extent permitted, by one or more of the following:

(a) a majority vote of disinterested Directors;
(b) written opinion of independent legal counsel; or
(c) any other lawful method approved by the Board.

Section 2 Conflict handling
Any Director with a personal interest in the indemnification determination shall disclose the interest and shall not vote on the determination except as permitted by law.

Section 3 Documentation
The Corporation shall document the indemnification decision and retain it with corporate records.

ARTICLE XXIV — TREASURER SAFEGUARDS AND FINANCIAL CONTROLS

Section 1 Bonding authority
The Board may require a bond or comparable financial safeguard for any officer, employee, or agent responsible for handling funds or financial instruments of the Corporation.

Section 2 Financial controls
The Board may adopt financial policies and internal controls, including but not limited to

dual-signature requirements, spending authorization levels, check and ACH approval procedures, segregation of duties where feasible, and procurement standards.

Section 3 Budget oversight
The Treasurer shall support preparation of the annual budget and provide oversight of financial reporting to the Board consistent with Board policies.

ARTICLE XXV — FINANCIAL REPORTING REQUIREMENTS

Section 1 Regular reporting to the Board
The Corporation shall provide financial reports to the Board on a regular basis, including at minimum a statement of activities and statement of financial position, in a format reasonably understandable to Directors.

Section 2 Annual financial review
The Board shall review annual financial statements and record such review in the minutes. The Board may require an independent review or audit when appropriate based on revenue, grant requirements, or risk.

Section 3 Grant compliance reporting
Where grants or restricted funds require reporting, the Corporation shall maintain adequate records and produce reports consistent with grantor requirements.

ARTICLE XXVI — RECORDS, RETENTION, AND PUBLIC DISCLOSURE

Section 1 Records maintained
The Corporation shall maintain accurate and complete books and records, including minutes of meetings, Board resolutions, financial records, policies, and governance documents.

Section 2 Retention
The Corporation shall retain documents in accordance with a document retention policy approved by the Board or, if none is adopted, in accordance with reasonable nonprofit best practices and applicable law.

Section 3 Public disclosure
The Corporation shall make available for public inspection such documents as required by law, including its exemption application and annual information returns, and shall respond to lawful requests consistent with applicable regulations.

ARTICLE XXVII — COMMITTEE AUTHORITY LIMITS

Section 1 Committees generally
The Board may establish committees as permitted by law and may define their membership, authority, and duties by resolution.

Section 2 Limitations
Unless expressly permitted by law and authorized by the Board, no committee shall have authority to:

(a) amend or repeal bylaws;
(b) elect, appoint, or remove Directors;
(c) fill vacancies on the Board or its committees;
(d) approve dissolution, merger, or sale of substantially all assets;
(e) approve major debt obligations; or
(f) take any action reserved to the full Board under law.

Section 3 Reporting
Committees shall report material actions and recommendations to the Board and shall maintain records as requested.

ARTICLE XXVIII — CONFLICT OF INTEREST DEFINITIONS AND DISCLOSURES

Section 1 Financial interest defined
A financial interest includes, without limitation: (a) ownership or investment interest in an entity with which the Corporation has a transaction; (b) compensation arrangements with the Corporation or with any entity doing business with the Corporation; or (c) potential for material personal benefit from a decision of the Corporation.

Section 2 Interested person
An interested person includes any Director, Officer, key employee, or committee member with board-delegated powers who has a financial interest as defined herein.

Section 3 Dual roles and affiliated entities
Service in a leadership role, paid role, or governance role with a partner school, vendor, contractor, or affiliated program may create a conflict or perceived conflict and must be disclosed.

Section 4 Disclosure requirement
Interested persons shall disclose potential conflicts promptly and prior to discussion or voting on the matter, and shall follow the Corporation’s Conflict of Interest Policy as adopted by the Board.

ARTICLE XXIX — PROGRAM SITE AND SCHOOL PARTNERSHIP FRAMEWORK

Section 1 Program site designation
The Board, or its designee, may designate approved program sites, including schools, clubs, and community organizations, for purposes of receiving equipment, support, or program authorization.

Section 2 Site standards
The Corporation may establish site standards, which may include minimum participation expectations, supervision requirements, safety and conduct standards, data reporting, and compliance with applicable school or organizational policies.

Section 3 Use and stewardship
Recipient sites shall use equipment and resources for the intended charitable purpose and shall exercise reasonable care in stewardship. The Corporation may require return, reassignment, or replacement arrangements where appropriate.

Section 4 Branding and representation
Program sites may represent affiliation with the Corporation only in accordance with branding guidelines and written authorization, if applicable.

ARTICLE XXX — AFFILIATED CHAPTERS AND STATEWIDE NETWORK AUTHORITY

Section 1 Chapter authorization
The Corporation may create, charter, recognize, or affiliate with local or regional chapters to expand mission delivery, provided that all chapters operate in alignment with the Corporation's mission and policies.

Section 2 Recognition and revocation
The Board may approve, supervise, suspend, or revoke chapter recognition based on compliance, performance, or risk considerations, as determined in the Board's discretion consistent with written standards.

Section 3 Operating standards
Chapters shall comply with organizational policies, financial controls, branding guidelines, reporting requirements, and any program standards adopted by the Board. Chapters may be required to submit annual plans, budgets, and participation metrics.

Section 4 Central control of funds and brand
The Corporation retains central control over its name, logos, intellectual property, and major funding agreements. Chapters may not solicit or accept restricted funds in the Corporation's name without written authorization, and may be required to use approved fiscal procedures.

Section 5 Chapter agreement requirement
All chapters shall operate pursuant to a written affiliation agreement specifying governance

expectations, permitted activities, reporting requirements, financial controls, and termination provisions.

Section 6 Asset reversion
Upon termination of a chapter's affiliation, assets acquired through the Corporation's funding or in the Corporation's name, and any remaining restricted resources, shall revert to the Corporation or be reassigned as required to comply with donor restrictions and applicable law.

ARTICLE XXXI — BOOKS & RECORDS

The Corporation shall maintain accurate books, minutes, and records accessible for inspection by any Director.

ARTICLE XXXII — DISSOLUTION

Upon dissolution, assets shall be distributed to one or more organizations qualifying under Section 501(c)(3) of the Internal Revenue Code, selected by the Board.

ARTICLE XXXII — CONFIDENTIALITY

Section 1. Purpose

Ultimate Way Foundation ("the Corporation") values the trust of its athletes, families, donors, staff, volunteers, coaches, and community partners. To protect this trust, all individuals associated with the Corporation must maintain confidentiality regarding sensitive information obtained through their role.

This Confidentiality Policy ensures compliance with ethical standards, federal and state laws, and best practices for youth-serving organizations.

Section 2. Scope

This Policy applies to:

- Directors and Officers
- Employees and contractors
- Coaches and trainers
- Volunteers

- Committee members
- Interns and program assistants
- Anyone given access to non-public organizational information

Section 3. Confidential Information

Confidential information includes, but is not limited to:

1. Personal information about youth participants or families, including:

    - Contact information
    - Health or medical information
    - Scholarship or financial assistance details
    - Behavior, performance, or discipline records

2. Personnel information related to staff, coaches, or volunteers.
3. Donor and financial information, including contribution amounts, donor histories, and financial statements not published publicly.
4. Board discussions, deliberations, and materials.
5. Proprietary program information, including coaching curricula, training methodologies, and internal documents.
6. Any non-public strategic, legal, or operational information that could harm the Corporation or its beneficiaries if disclosed.

Section 4. Duty to Maintain Confidentiality

Individuals covered by this Policy shall:

1. Use discretion and good judgment when discussing organizational matters, even with authorized persons.
2. Refrain from discussing confidential information outside the Corporation unless explicitly authorized.
3. Access confidential information only for legitimate organizational purposes.
4. Refrain from transmitting confidential information through unsecured means.
5. Protect the privacy and safety of youth at all times, including refraining from unauthorized photography, posting, or sharing of participant images or information.

The duty of confidentiality continues indefinitely—even after a person's service or affiliation with the Corporation ends.

Section 5. Exceptions

Confidential information may be disclosed only when:

1. Required by law, court order, or governmental authority;
2. Necessary to protect the safety or welfare of a youth participant;

3. Authorized in writing by the Executive Director or Board President;
4. Shared with appropriate staff or volunteers who require the information to perform their duties.

Any suspected abuse or neglect of a minor must be reported immediately according to the Corporation's Youth Protection Policy and South Carolina mandatory reporting requirements.

Section 6. Confidentiality Agreement

All Directors, Officers, employees, coaches, and volunteers must sign a Confidentiality Agreement upon appointment, employment, or onboarding, affirming that they:

- Understand this Policy;
- Agree to comply;
- Recognize consequences for violation.

Section 7. Violations & Consequences

Violations of this Confidentiality Policy may result in:

- Termination of volunteer or employment status;
- Removal from the Board;
- Revocation of coaching privileges;
- Legal action if required;
- Reporting to authorities if confidentiality breaches endanger minors.

The Board of Directors shall determine appropriate corrective action based on severity.

Section 8. Records & Oversight

The Executive Director shall:

- Maintain executed confidentiality statements;
- Provide annual refresher training;
- Report any significant breaches to the Board;
- Ensure confidentiality protocols meet legal and ethical requirements.

ARTICLE XXXIV — AMENDMENTS

The Board may amend these bylaws by majority vote, with notice provided at least five (5) days before the meeting at which amendments will be considered.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 18 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this _16_ day of _Feb_, 2026_.

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President - Ultimate Way Foundation

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ATTEST: Treasurer - Ultimate Way Foundation