

BYLAWS

OF

IPTAY

ARTICLE I

Offices

Section 1.1. Registered Office. The registered office of IPTAY, a South Carolina nonprofit corporation (hereinafter “*IPTAY*” or the “*Corporation*”) shall be located in the County of Pickens, South Carolina, or such other place as may be designated by the Board of Directors of IPTAY (the “*Board*”).

Section 1.2. Principal Office. The principal office of IPTAY shall be located at the same address as the registered office or such other place as may be designated by the Board.

Section 1.3. Other Offices. IPTAY may have offices at such other places within the State of South Carolina as the Board may from time to time determine and as the activities of IPTAY may require.

ARTICLE II

Purpose and Objectives

Section 2.1. Purpose. IPTAY 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. IPTAY 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 Clemson University, a South Carolina state agency, in connection with its athletic programs and support of its Athletic Department.

Section 2.2. Objectives. To accomplish the aforementioned purposes, IPTAY shall have the following objectives:

(a) To provide funds for scholarships for Clemson University student athletes and other students that support and provide related services to the athletic programs of Clemson University;

(b) To oversee, monitor and direct the fundraising activities of IPTAY for the benefit of the Clemson University Athletic Department; and

(c) To promote, support and aid any and all other activities and programs that will further the athletic mission of Clemson University and the charitable purposes of IPTAY.

Section 2.3. Authority. To carry out its objectives, IPTAY shall have the authority:

(a) To solicit, receive and acquire property of every kind by gift, devise, bequest or otherwise, and to hold, outright or in trust or otherwise, and to invest and reinvest in real and personal property or any interest therein, wherever situated, without limit as to amount;

(b) To make contracts, incur liabilities and borrow money; to issue or endorse bonds, notes and other evidences of indebtedness; to execute and deliver deeds, leases, mortgages, pledges and agreements; and to apply for and hold any and all franchises, permits, patents, licenses, consents, grants, rights or interests whatsoever which IPTAY may deem necessary or appropriate for the accomplishment of its purposes; to sell, convey, lease, exchange, transfer or otherwise dispose of all or any of IPTAY's assets except as limited by IPTAY's Articles of Incorporation and Bylaws;

(c) To sue and be sued;

(d) To use a common seal and to alter the same at pleasure;

(e) To hold, purchase, sell, license, lease, improve, develop, mortgage or otherwise dispose of and convey property of IPTAY, whether real or personal, tangible or intangible;

(f) To construct buildings and other improvements to real property;

(g) To appoint such officers, employees, and agents as the activities of IPTAY require, prescribe their duties and fix their compensation;

(h) To establish investment policies and procedures and to establish endowment funds; and

(i) 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 of South Carolina; provided, however, that IPTAY shall not engage in any activity not permitted by a tax-exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code.

Section 2.4. Powers. IPTAY will have such powers as are now or may hereafter be granted corporations under the South Carolina Nonprofit Corporation Act of 1994, as amended, Chapter 31, Title 33, S.C. Code (the "*Nonprofit Act*"), except as may be limited by IPTAY's Articles of Incorporation or Bylaws.

Section 2.5. Operating Policies, Procedures and Guidelines. From time to time, the Board may enact policy statements intended to support and promote the most efficient day-to-day operation of IPTAY. 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 IPTAY (including, without limitation, those athletic scholarships awarded by Clemson University and funded by IPTAY) 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 Clemson University 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 Clemson University may become a “*Member*” of IPTAY in any fiscal year upon contributing to IPTAY an amount equal to the membership contribution, as established by the Board in its sole discretion from time to time (the “*Membership Contribution*”). Each donor shall be considered a Member of IPTAY for each year in which such donor has made the Membership Contribution.

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

Section 3.3. Meetings. IPTAY shall hold a membership meeting annually in the last quarter of the fiscal year 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 President and the Treasurer shall report on the activities and financial condition of IPTAY. 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 his or her 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 1% or more of the members shall constitute a quorum at meetings of Members.

ARTICLE IV **Board**

Section 4.1. General Powers/ Authority. The business and affairs of IPTAY shall be managed by the voting Directors on the Board, deriving such responsibility and authority from the Nonprofit Act. Such authority and responsibility shall include, but not be limited to, promoting and encouraging the activities of IPTAY.

Section 4.2. Composition of the Board. The Board shall be composed of the following directors (each a “*Director*,” and collectively, the “*Directors*”).

(a) At-Large Directors. The following Directors shall be considered “***At-Large Directors***” of the IPTAY Board, with full right and privilege to vote upon any matter before the Board, and shall be elected in accordance with the method described below:

(i) District Directors. Ten (10) Directors shall be elected from candidates nominated by either the Board or the Members, and voted into office by a majority of votes cast by the voting Directors of IPTAY, subject to the rules of election and geographical districts as established by the Board (“***District Directors***”). 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 the approval of the Board.

(ii) Immediate Past Presidents. Five (5) immediate past Presidents of the Board, who have not resigned, been removed, been mentally incapacitated, or died, shall serve on the Board, for as long as he or she serves on the Nominating Committee (as further described in section 7.4).

(iii) Replacement Director of President. Any Director, elected to serve as President of IPTAY, may at his or her option, elect to resign from his or her position as a District Director. Notwithstanding the foregoing resignation, the current President shall continue to serve as a voting Director on the Board, with all rights and privileges associated therewith. In the event that the President exercises such option in the first year of his or her term of office, a replacement Director shall be elected or appointed pursuant to rules of election established by the Board from time to time. In the event that the option be exercised in the second year of his or her term, the Executive Committee shall, after consulting with the Executive Director and with approval by a majority of the members of the Board, appoint a replacement Director. In either case, the successor Director shall serve for the unexpired term of the President and may then be eligible for election for additional Terms as provided by these Bylaws.

(b) Clemson Directors. The following Directors shall be considered “***Clemson Directors***” of the IPTAY Board, with full right and privilege to vote upon any matter before the Board, and shall be appointed as described below:

(i) President. The President of Clemson University shall serve, *ex officio*, as a Director during the term of his or her presidency at Clemson University.

(ii) Board of Trustees. Two (2) members of the Board of Trustees of Clemson University (the “***Board of Trustees***” and each a “***Trustee***”) shall serve pursuant to an appointment by Chairman of the Board of Trustees.

(iii) Clemson Alumni Association. The President of the Clemson Alumni Association shall serve, *ex officio*, as a Director during the term of his or her presidency.

- (iv) NCAA. The current NCAA Faculty Athletic Representative shall serve, *ex officio*, as a Director.

No individual appointed to serve pursuant to the foregoing subparagraphs may appoint any another person to serve in his or her place as a Clemson Director.

(c) Life Directors. Life Directors assist in the preservation of institutional knowledge and legacy of IPTAY, and are leaders and mentors of the grassroots network of Clemson alumni, fans, and friends embodied in the IPTAY membership. Any past President, who has not resigned, been removed, been mentally incapacitated, or died, and who is not serving on the Nominating Committee shall be a “*Life Director*.” Each Life Director shall enjoy the full rights and privileges of being a Director; however, no Life Director shall have the right to vote on any matter before the Board. A Life Director present at a meeting of the Board of Directors shall not be counted for purposes of determining whether a quorum exists.

Section 4.3. Term of Office/ Term Limitations.

(a) Each Director shall hold office for single terms of two years (a “*Term*”) or until his or her death, resignation, retirement, removal or disqualification, and until his or her successor is elected.

(b) A District Director may not serve more than three (3) consecutive Terms unless the District Director is serving or has been elected to serve as an officer or is a past President. Any District Director, having been elected as an officer of IPTAY, will not be subject to the foregoing Term limitation while serving as an officer. In addition to the foregoing three (3) consecutive Terms, any past President may serve on the Board for as long as he or she serves on the Nominating Committee. Any individual disqualified to serve as a District Director due to the term limitation of this subparagraph (b) may be re-nominated for election to serve as a District Director after being off the Board a minimum of one year.

(c) No limitations shall apply to any Clemson Director and Life Director with regard to the number of Terms that he or she may serve as a Clemson Director or Life Director.

Section 4.4. Resignation of Directors. Any Director may resign at any time. Such resignation shall be made in writing, shall be submitted to the Secretary, and shall take effect at such time as is specified in the instrument.

Section 4.5. Removal of Directors. Notwithstanding the Clemson Directors, who are removable only by the person that appointed such Director, any At-Large Director or Life Director may be removed from the Board for conduct detrimental to the interests of IPTAY, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. It will require an affirmative vote of two-thirds (2/3rds) of the voting Directors then in office, at any regular or special meeting called for that purpose, to remove an At-Large Director or Life Director. Any At-Large Director or Life Director 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.

Section 4.6. Vacancies. Except as otherwise provided herein, and excepting the Clemson Directors who shall be appointed in accordance with Section 4.2(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 his or her predecessor in office.

Section 4.7. Compensation/ Expenses. No Director shall by reason of his or her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a Director from receiving any compensation from the organization for duties other than as a Director.

Section 4.8. Exculpation of Directors. No Director shall be liable to anyone for any acts on behalf of IPTAY nor any admission with respect to IPTAY committed by such Director except for his or her own willful, wanton, or gross negligence pursuant to Section 33-31-180 *et seq.* of the South Carolina Code of Laws, 1994, as amended.

ARTICLE V Meetings of Directors

Section 5.1. Regular Meetings. The Board shall hold regular meetings according to such schedule and at such times and places as it may fix by resolution or otherwise, but such regular meetings shall occur no less frequently than quarterly.

Section 5.2. Special Meetings. Special meetings of the Board may be called by or at the request of the President, or any five (5) Directors. Such meetings may be held at the time and place fixed by the person or persons calling the meeting.

Section 5.3. Notice of Meetings. Notice of the time, place, and purpose of any regular or special meeting shall be served personally or by facsimile, electronic mail or mail not less than ten (10) nor more than forty (40) days before the meeting upon each Director.

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 5.4. Quorum. At any meeting of the Board, the presence of a majority of the voting 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 voting Directors without notice other than by announcement at the meeting and without further notice to any absent Director.

Section 5.5. Meeting by Telephone. Any one or more Directors may participate in a meeting of the Board by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting.

Section 5.6. Order of Business. At regular meetings of the Board, the President, with the approval of the Board, may prescribe the order of business.

Section 5.7. Manner of Acting. Except as otherwise provided in this section or as required by South Carolina law, the act of the majority of the voting Directors present in person at a meeting at which a quorum is present shall be the act of the Board. No voting by proxy shall be permitted.

Section 5.8. Required Vote for Certain Actions. Notwithstanding anything herein to the contrary, the vote of 85% of the voting Directors on the Board shall be required for the following actions:

- (1) Authorizing the merger, consolidation, reorganization, restructuring or dissolution of IPTAY.
- (2) Authorizing, agreeing or completing the sale, lease, exchange or mortgage of substantially all of IPTAY's properties or assets.
- (3) Amending, deleting or otherwise changing the number of directors or the manner of appointment, removal or filling of vacant directorships pursuant to Article IV of these Bylaws.
- (4) Amending, deleting or otherwise changing Sections 2.1 and 5.8, Articles XI, XIII, or XVI of these Bylaws, or the Conflict of Interest Policy attached hereto as Appendix A.
- (5) Amending, restating, modifying, or otherwise changing paragraph 8 of IPTAY's Articles of Incorporation.

Section 5.9. 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 voting 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 voting Directors of the Board and shall be recorded with the minutes of IPTAY.

ARTICLE VI **Officers of the Board**

Section 6.1. Officers and Duties. The officers of IPTAY shall be a President, a President Elect, a Secretary, and a Treasurer. At the discretion of the Board, one person may be elected to serve in the dual capacity of Secretary and Treasurer. All officers shall be Directors who are entitled to vote on matters before the Board. Only a District Director or the current President may be elected to be President or President Elect. Each officer shall serve a term of

one year. No officer shall serve more than two terms and those terms must be consecutive. These officers shall perform the duties prescribed by these Bylaws.

(a) President – The President 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, managing the operations of IPTAY in accordance with policies established by the Board, assisting the Treasurer in dispersing and managing the funds which will support the programs and activities of IPTAY, serving as a liaison between IPTAY and the Board of Trustees of Clemson University, and having a high level of commitment to the work of the Corporation.

The President shall represent IPTAY generally in the community. He or she may sign, with any other proper officer of IPTAY authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board 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 to some other officer or agent; and, in general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

(b) President Elect – The President Elect shall assist the President in the duties of that office and shall perform all duties of the President during his or her 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. He or she 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. He or she 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 him or her by the Board. The Secretary will be responsible for the foregoing activities; however, the Secretary is authorized to delegate operational responsibility, subject to the oversight of the Secretary, to appropriate IPTAY staff or other qualified persons.

(d) Treasurer – The Treasurer shall have charge of all the moneys and securities belonging to IPTAY. He or she shall deposit said property in the name of IPTAY with such banks as the Board shall designate. He or she shall keep a record of all receipts and disbursements, and shall have charge of all records of IPTAY relating to its finances. He or she shall perform such other duties as are incident to the office of Treasurer, and shall have such other powers and duties as may be conferred upon him or her by the Board. He or she will work with the President to develop an annual budget, as well as compile quarterly and year-end financial statements to be distributed to all members of the Board. 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 IPTAY. The Treasurer will be responsible for the foregoing activities; however, the Treasurer is authorized to delegate operational responsibility, subject to the oversight of the Treasurer, to appropriate IPTAY staff or other qualified persons.

(e) **Other Officers.** The Board may create, from time to time, other positions of office as it deems necessary.

Section 6.2. Attendance. It is the expectation that all officers shall attend the Board meetings. If unable to attend, he or she must notify the President, who will ensure all duties are fulfilled.

Section 6.3. Election of Officers. Officers shall be elected annually by the Board at the last regular meeting of the Board prior to the conclusion of the fiscal year of IPTAY.

Section 6.4. Resignation of Officers. Any officer may resign at any time. Such resignation shall be made in writing, shall be submitted to the Secretary, and shall take effect at such time as is specified in the instrument.

Section 6.5. Removal of Officers. Any officer may be removed from office by the affirmative vote of two-thirds (2/3rds) of the voting Directors present at a special meeting called for that purpose for conduct detrimental to the interest of IPTAY, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such 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.

Section 6.6. Vacancies. A vacancy in any elected office may be filled by a majority vote of a quorum of the voting Directors on the Board. An officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

ARTICLE VII **Committees**

Section 7.1. Committees. IPTAY shall have the following standing committees: Executive Committee, Finance Committee, Audit Committee, Governance Committee, Development Committee, Membership Committee, Nominating Committee, Representative Committee, Bylaws Committee, Communications Committee, Points Committee and Priorities and Long Range Committee. Additional committees shall be established by the Board or the President from time to time, and committee membership shall appointed by the President, unless otherwise indicated by these Bylaws or by action of the Board. Each committee shall consist of two or more persons.

Section 7.2. Executive Committee. The Executive Committee shall consist of the current officers of IPTAY, the immediate past President of IPTAY, and one Trustee selected by

the Chairman of the Board of Trustees. The President may appoint additional persons 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 President. During the intervals between meetings of the Board, the Executive Committee shall have and may exercise all of the authority of the Board, except as otherwise provided in Section 5.8 or limited by the Nonprofit Act or applicable law.

Section 7.3. Finance Committee. The Finance Committee shall consist of the Treasurer, who shall serve as its chairman, and at least four (4) additional Directors appointed by the President. It shall advise the Board as to the budget, and investment management of IPTAY and its assets. It shall also keep the Board advised of the general fiscal policy and management of IPTAY.

Section 7.4. Nominating Committee. The Nominating Committee shall consist of the five (5) immediate past Presidents of IPTAY, who serve as At-Large Directors pursuant to section 4.2(a)(ii). The longest serving member of the Nominating Committee shall be its chairman. In the event of an unexpected vacancy, the Life Director who was the most recent past President, shall serve the remainder of such Director's Term, without any effect to the chairmanship of the Nominating Committee. The Nominating Committee shall present for the Board's consideration nominees for the District Director positions.

Section 7.5. 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 IPTAY. Each committee shall be composed of such persons, whether Directors or not, as shall be determined by the President with such rights and responsibilities as established by the President or the Board.

Section 7.6. Ex-officio Committee Members. The President and President Elect shall serve as *ex-officio*, non-voting members of all committees on which they do not serve as regular members.

ARTICLE VIII

Executive Director, Athletic Director, and Staff

Section 8.1. Executive Director.

(a) The Executive Director shall (i) be an employee of Clemson University, and (ii) be subject to university policy applicable to university employees and South Carolina laws, regulations and policies.

(b) The Executive Director shall be the chief executive officer of IPTAY and shall be responsible to the Board for all of his or her actions and the general management of IPTAY. All policies of IPTAY shall be established by the Board with the consultation of the Executive Director who shall be responsible for implementations of Board-enacted policies. The Executive Director shall have the responsibility for oversight and management of the Corporation's fundraising programs and the daily financial affairs of IPTAY, 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 IPTAY as provided in Section 2.1. The Executive Director shall supervise the staff and personnel of IPTAY. Additionally, the Executive Director shall recommend to the appropriate committee of the Board such changes in personnel, policy, or programs as he or she deems necessary or desirable. Other staff shall be recruited by the Executive Director as needed.

(c) In the selection and hiring of the Executive Director, IPTAY shall present a slate of acceptable candidates to the President of Clemson University, who shall be responsible for the selection and hiring, as Executive Director, the candidate from that slate, who the President determines is the best suited for this role. Additionally, the Board and Clemson University shall, respectively, have the ability to terminate the employment of the Executive Director.

Section 8.2. Athletic Director.

(a) In order for IPTAY to fulfill its charitable purpose as a supporting organization of the Athletics Department of Clemson, it is critical that the Director of the Athletics Department of Clemson serve in the role of “*Athletic Director*” of IPTAY and be the primary liaison between the Athletics Department of Clemson and IPTAY. The Athletic Director shall communicate the long term plans and goals of the Athletics Department to the Board and the Executive Director, and shall work with the Board and the Executive Director to assist IPTAY in its support of such plans and goals in the most effective manner. The Board and the Executive Director shall maintain a close and continuous relationship with the Athletic Director and shall provide him or her a high degree of deference with regard to the development of the IPTAY operating budget from year to year.

(b) The Athletic Director shall exercise all authority, duties, and responsibilities necessary to ensure that IPTAY operations are in full compliance with NCAA Rules and principles of institutional control.

(c) In addition to the Athletic Director’s other responsibilities, the Athletic Director shall determine the number of athletic scholarships funded by IPTAY and awarded by Clemson each year, and shall select the recipients of any such athletic scholarships.

(d) The Director of the Athletics Department of Clemson University 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 IPTAY and the Athletics Department of Clemson University to assist in IPTAY’s compliance with the NCAA Rules. Clemson retains the sole authority to terminate the employment of the Athletic Director.

Section 8.3. Salaries. The salaries and benefits of the Executive Director, the Athletic Director, and any other employees of Clemson University that shall provide services to IPTAY shall be established by Clemson University and subject to South Carolina law and regulatory guidelines. The salaries and benefits of all staff members employed directly by IPTAY 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 IX **Finances and Reports**

Section 9.1. Income and Disbursements.

(a) All monies, funds, donations, and income received by IPTAY shall be maintained at such appropriate institution or legal entity as determined by the Board in its sole discretion. Any portion of these funds considered to be surplus to current needs shall be invested or reinvested on behalf of IPTAY subject to any applicable state or federal law.

(b) All expenditures by IPTAY shall be subject to the oversight of the Board, shall be made in accordance with the purposes of IPTAY as specified in these Bylaws, and shall adhere to the following priorities:

- (1) The first priority shall be the payment of the annual cost of athletic scholarships for student athletes of Clemson University in accordance with Section 8.2(b) above.
- (2) The second priority shall be the payment or reimbursement of the operating expenses of IPTAY.
- (3) The third priority shall be the establishment and maintenance of one or more adequate Reserve Fund(s). “*Reserve Fund*” shall mean any accounts or endowments established by IPTAY to fund any specific capital project or anticipated scholarships or to meet any expected or unexpected costs that may arise, from time to time, in connection with the commitments of IPTAY and in fulfillment of its purpose and objectives. As long as (i) the purposes of any Reserve Fund are in accordance and consistent with the purpose of IPTAY, as determined by the Board in its sole discretion, and (ii) the establishment of such Reserve Fund shall be in compliance with state and federal law applicable to nonprofit corporations recognized as tax exempt pursuant to Section 501(c)(3) of the Code, a Reserve Fund may be established pursuant to a gift or charitable contribution of any specific donor to IPTAY. In the event that the Board itself desires to establish a Reserve Fund from unrestricted funds in any IPTAY account, the Board shall only do so within the parameters and recommendations of the President of Clemson University; however, the Board shall be responsible for all operational and investment decisions and fundraising activities in connection with any such Reserve Fund.
- (4) Any amounts in excess of the foregoing three priorities may be expended in furtherance of the purposes of IPTAY and in a manner that shall aid or enhance the athletic program of Clemson University.

Section 9.2. Budget. An itemized statement of the proposed operating income and expenditures for the following year shall be prepared by the Executive Director, in consultation with the Finance Committee, the office of the President of Clemson University, and the Athletic Director, and approved by the Board prior to the commencement of each fiscal year of IPTAY, and may include any number of expenditures as described in subparagraph (4) above.

Section 9.3. Administration of the Budget. The Executive Director is authorized to make commitments for budgeted operating expenses. Checks or vouchers in payment of approved expenditures shall be signed in accordance with Section 9.4.

Section 9.4. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of IPTAY shall be signed by such officer or officers, agent or agents of IPTAY and in such manner as shall from time to time be provided by resolution of the Board. In the absence of such provision by the Board, such instrument shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or such other officer as the Board may designate; additionally, any such instrument representing an amount equal to or less than \$10,000.00 individually, and in the aggregate during any calendar year equal to or less than \$50,000.00 may be signed by the Executive Director.

Section 9.5. Audit. A qualified firm of certified public accountants shall be designated as auditors by the Board prior to IPTAY's close of business for each fiscal year to audit and examine the books of account of IPTAY, and to certify and report in writing to the Board the annual balances and condition of such books as prepared at the close of the fiscal year. The compensation of the auditors shall be determined by agreement between the Board or the Audit Committee and the auditing firm at the time of its engagement.

Section 9.6. Fiscal Year. The fiscal year of IPTAY shall be a year ending June 30, but may be changed from time to time by the Board.

Section 9.7. Reports; Other Information. A detailed annual report of the work and financial condition of IPTAY shall be made by the President annually and shall be transmitted to each Directors of the Board, the Members, and the Board of Trustees. The format of such report of the President shall be as determined by the Board. In addition, each year at a meeting of the Board of Trustees, the President shall report, in person, on the then-current operations and activities, fundraising efforts, and other pertinent information with regard to IPTAY.

ARTICLE X

Execution of Contracts and Deeds

Except as otherwise provided by resolution of the Board authorizing the execution thereof, all contracts, deeds, mortgages, pledges, transfers, and other written instruments binding upon IPTAY shall be executed on behalf of IPTAY by the Executive Director, the President, or other such officer as the Board may designate.

ARTICLE XI
Conflict of Interest

The Board shall implement and enforce the Conflict of Interest Policy attached to these Bylaws as Appendix A. No modification or amendment to such policy shall be made without complying with Section 5.8 of these Bylaws.

ARTICLE XII
Indemnification

Section 12.1. Expenses and Liabilities. IPTAY shall, to the maximum extent permitted by the Nonprofit Act, 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 IPTAY. For purposes of this Article, an Agent of IPTAY includes any person who is or was a director, officer, employee, or other agent of IPTAY; or is or was serving at the request of IPTAY as a director, officer, employee, partner, joint venturer, trustee, or similar position.

Section 12.2. Advance of Expense. IPTAY shall, to the extent permitted by law, 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 IPTAY, provided said advance is authorized by the Board and permitted by law.

Section 12.3. Insurance. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Director, officer, or Agent of IPTAY against any liability asserted against or incurred by such persons in said capacity or arising out of his or her status as such, whether or not IPTAY would have the power to indemnify such persons against that liability under the provisions of this Article.

Section 12.4. Bond. The Board may by resolution require any or all officers, agents, and employees of IPTAY to give bond to IPTAY, 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 XIII
Dissolution

Consistent with IPTAY's Articles of Incorporation and applicable law, upon dissolution of IPTAY, the remaining assets of IPTAY shall be distributed to Clemson University 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 Clemson University, as determined by the Board of Trustees.

ARTICLE XIV
Amendment

Except as otherwise provided in Section 5.8 or 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 IPTAY by affirmative vote of a majority of the Board. Additionally, the Members shall have the power to make, alter, amend and repeal the Bylaws of IPTAY at any annual meeting of IPTAY (where a quorum of the Members is present in person or by proxy) by a two-thirds (2/3rds) affirmative vote, provided the proposed amendment has been approved by the Board and included in the notice of the meeting.

In addition to the foregoing requirements, any amendment, change or revision to the language contained in Sections 2.1 and 4.2(b) and Articles XIII and XIV of these Bylaws, and Paragraph 8 of IPTAY's Articles of Incorporation shall require the approval of the Board of Trustees.

ARTICLE XV
Restriction

IPTAY may receive as its sources of income, gifts, bequests from wills, and restricted and unrestricted use of 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 those terms as used in Section 501(c)(3) of the Internal Revenue Code or as shall, in the opinion of the Board, jeopardize the federal income tax exemption of IPTAY pursuant to Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XVI
Restrictions and Regulations

Section 16.1. No part of the net earnings of IPTAY shall inure to the benefit of, or be distributable to any Member, Director, or officer of IPTAY or any private individual (except that reasonable compensation may be paid for services rendered to or for IPTAY in furtherance of one or more of the purposes state in Article II above), and no Member, Director or officer of IPTAY or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of IPTAY.

Section 16.2. No substantial part of the activities of IPTAY shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and IPTAY 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 16.3. Notwithstanding any other provision of these Bylaws, no Director, officer, Member, employee or representative of IPTAY shall take any action or carry on any activity by or on behalf of IPTAY 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 16.4. The athletic scholarships awarded by Clemson University and funded by IPTAY shall be administered according to the rules and limitations of the athletic associations and conferences of which Clemson University is a member at that time.

ARTICLE XVII **General Provisions**

Section 17.1. Seal. IPTAY shall be authorized to adopt a seal in circular form for its use.

Section 17.2. General. The regulation of the business and conduct of the affairs of IPTAY 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, the Code 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 17.3. 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.

Section 17.4. Parliamentary Procedure. The provisions of the latest edition of *Robert's Rules of Order* will serve as the basic guide to fair and orderly procedure in meetings of the Board and any Committee of IPTAY. In the event that any of the provisions of *Robert's Rules of Order* conflict with the Bylaws, the provisions of the Bylaws shall prevail.

Section 17.5. Plan of Incorporation. Pursuant to the incorporation of IPTAY, as a South Carolina nonprofit corporation, IPTAY 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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APPENDIX A
TO THE BYLAWS
OF
IPTAY

CONFLICT OF INTEREST POLICY

Purpose of Policy and Duties of Directors and Officers

The purpose of this conflict of interest policy is to protect the interest of **IPTAY** (hereinafter, the “*Corporation*”) when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. 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 non-profit and charitable corporations.

The directors, officers¹ and key employees² (each an “*Insider*,” and collectively the “*Insiders*”) of IPTAY (the “*Corporation*”) owe a duty of loyalty to the Corporation, which requires that in serving the Corporation they act, not in their personal interests or in the interests of others, but rather solely in the interests of the Corporation. Insiders must have an undivided allegiance to the Corporation’s mission and may not use their position as Insiders, information they have about the Corporation or the Corporation’s property, in a manner that allows them to secure a pecuniary or other material benefit for themselves or their relatives.³ Accordingly, no Insider may use his or her position at the Corporation for personal gain or to benefit another at the expense of the Corporation, its mission or its reputation.

¹ For purposes of this Policy, “officers” include each officer designated in the bylaws, together with the Executive Director, Chief Operating Officer or equivalent and Chief Financial Officer or equivalent.

² For purposes of this Policy, “key employee” is defined pursuant to the following three-part test:

1. \$150,000 Test. The employee receives reportable compensation from the Corporation and all related organizations in excess of \$150,000 for the calendar year ending with or within the Corporation’s tax year; and
2. Responsibility Test. The employee: (a) has responsibilities, powers or influence over the Corporation as a whole that are similar to those of officers, directors or trustees; (b) manages a discrete segment or activity of the Corporation that represents 10% or more of the activities, assets, income, or expenses of the Corporation, as compared to the Corporation as a whole; or (c) has or shares authority to control or determine 10% or more of the Corporation’s capital expenditures, operating budget, or compensation for employees; and
3. Top 20 Test. The employee is one of the 20 employees (that satisfy the \$150,000 Test and Responsibility Test) with the highest reportable compensation from the Corporation and related organizations for the calendar year ending with or within the Corporation’s tax year.

³ For the purposes of this Policy, “relative” means spouse or significant other living in the same household (“life partner”), brothers or sisters (by whole or half blood), life partners of brothers or sisters (by whole or half blood), ancestors, children, grandchildren, great-grandchildren, and life partners of children, grandchildren, and great-grandchildren.

A conflict of interest may arise when a person has an existing or potential financial interest or other material interest that impairs, or might appear to impair, his or her independence or objectivity in the discharge of responsibilities and duties to the Corporation. This Policy is intended to protect the Corporation's interests when it is contemplating entering into a contract, transaction, or arrangement that might benefit the private interests of an Insider. This Policy is also meant to aid Insiders in performing the duties imposed upon them by the laws of the State of South Carolina and the United States of America, as applicable, with respect to their management responsibilities and fiduciary obligations to the Corporation. The Corporation is committed to transparency and openness in its operations.

Each Insider must discharge his or her duties in good faith, with the degree of care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner such person reasonably believes to be in the best interests of the Corporation. This requires using common sense, being diligent and attentive to the Corporation's needs, and making thoughtful decisions in the best interests of the Corporation. No Insider may take personal advantage of a business opportunity that is offered to the Corporation unless the Board of Directors of the Corporation first determines not to pursue such opportunity.

Each Insider must protect the confidential information of the Corporation and must not use confidential information of the Corporation for his or her personal benefit, or use such confidential information or his or her position as an Insider to the detriment of the Corporation. Confidential information is information obtained through the Insider's position that has not become public information.

Direct or Indirect Financial or Other Material Interest

1. Contracts, transactions, or arrangements of the Corporation in which an Insider has a direct or indirect financial or other material interest shall not be prohibited, but they shall be subject to scrutiny. Any such proposed contract, transaction or arrangement (collectively, "*Arrangement*") is to be reviewed to determine that it is in the best interests of the Corporation.
2. For the purposes of this Policy, an Insider has a direct or indirect financial or other material interest in a proposed or existing Arrangement if he or she, or one of his or her relatives:
 - (a) has a substantial financial interest directly in the proposed or existing Arrangement; or
 - (b) has a substantial financial interest in any other organization that (i) is a party to the proposed or existing Arrangement; or (ii) is in any way involved in the proposed or existing Arrangement, including through the provision of services in connection therewith (an "involved organization"); or
 - (c) holds a position as trustee, director, officer, member, partner, or employee in any such party or involved organization.

An Insider's financial interest will be considered substantial if it involves:

- (a) an ownership or investment interest representing more than 1% of the outstanding shares of a publicly traded company or 5% of the outstanding shares or comparable interest of a privately owned company with which the Corporation has or is negotiating an Arrangement or which is an involved organization with respect to the Arrangement; or
- (b) an ownership or investment interest, which produces a significant amount of income for or constitutes a significant part of the net worth of the Insider, or a relative of the Insider, in any entity with which the Corporation has or is negotiating an Arrangement or which is an involved organization with respect to the Arrangement; or
- (c) a compensation arrangement of any kind with any entity or individual with which the Corporation has or is negotiating an Arrangement or with any involved organization with respect to the Arrangement.

Disclosure of Interest and Participation in Meeting

3. Each Insider of the Corporation shall promptly disclose any direct or indirect financial or other material interest of which he or she has knowledge that he or she has or reasonably expects to have in any proposed or existing Arrangement with the Corporation prior to the start of any negotiations with respect to such matter. A direct or indirect financial interest required to be disclosed under this Policy shall be disclosed in writing to the President of the Board. Such disclosure shall include all material facts and supply any reasons why the Arrangement is in the best interests of the Corporation. The President of the Board shall refer the issue to the full Board, the Executive Committee, or other Board committee having decision-making authority over the substantive matter in question (the "***Board or Committee***").
4. The Insider who discloses a direct or indirect financial or other material interest in a proposed or existing Arrangement may make a presentation and respond to questions by the Board or Committee, but after such presentation, he or she shall leave the meeting during the discussion of, and vote on, the Arrangement that results in the conflict of interest. As part of any such presentation, the Insider shall provide to the Board or Committee any reasons why the Arrangement is in the best interests of the Corporation. The Board or Committee shall determine whether the Corporation can obtain a more advantageous Arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest. The Board or Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed Arrangement. The Board or Committee, or its designee, generally shall identify at least three alternatives to the proposed Arrangement ("***Competing Bids***"). If a more advantageous contract, transaction, or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or

Committee shall determine by majority vote of the disinterested members of the Board or Committee whether the Arrangement is in the Corporation's best interests and whether it is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the Arrangement in conformity with such determination.

Minutes of Meeting

5. The names of the Insiders who disclosed or otherwise were found to have a direct or indirect financial or other material interest in a proposed or existing Arrangement of the Corporation, the nature of the interest, and the extent of the Insider's participation in the relevant Board or Committee meeting on matters related to the financial or other material interest shall be recorded in the minutes for that meeting. The minutes also shall include a record of any determination as to whether the Arrangement was in the best interest of and fair and reasonable to the Corporation, notwithstanding the interest, and the specific reasons supporting the determination, including any alternatives to the proposed or existing Arrangement (i.e., Competing Bids), the names of the persons who were present for discussions and votes relating to the proposed or existing Arrangement, and a record of any votes taken in connection therewith.

Failure To Disclose

6. If the Board or Committee has reasonable cause to believe that an Insider has failed to disclose a direct or indirect financial or other material interest subject to this Policy, it shall inform the Insider of the basis for such belief and afford the Insider an opportunity to explain the alleged failure to disclose. If, after hearing the response of such individual and making such further investigation as may be warranted in the circumstances, the Board or Committee determines that the Insider has in fact failed to disclose a direct or indirect financial or other material interest subject to this Policy, it shall take appropriate disciplinary and corrective action.

Annual Disclosure Statement

7. Each Insider has a duty to place the interest of the Corporation foremost in any dealing with the Corporation and has a continuing responsibility to comply with the requirements of this Policy. Promptly following the adoption of this Policy, and annually thereafter, each Insider shall acknowledge his or her familiarity with this Policy and shall disclose in writing to the President of the Board any existing financial or other material interests subject to this Policy, of which he or she has knowledge, that he or she reasonably expects to have in any proposed or existing Arrangement with the Corporation, or in any other matter under consideration or to be considered by the Board of Directors, the Executive Committee, or any other Board Committee by completing a Conflict of Interest Disclosure Statement. The Conflict of Interest Disclosure Statements shall be reviewed by the President of the Board or his or her designee. Any issues not previously

disclosed shall be referred by him or her to the Board or appropriate Committee. The Conflict of Interest Disclosure Statements shall be retained in the confidential files of the President of the Board or his or her designee.

Policy Supplements Applicable Laws

8. This Policy is intended to supplement but not replace any applicable state or federal laws governing conflicts of interest applicable to nonprofit charitable corporations.

IPTAY

CONFLICT OF INTEREST POLICY

ANNUAL DISCLOSURE STATEMENT

The Conflict of Interest Policy of IPTAY (the “*Corporation*”) requires each director, officer and key employee (each an “*Insider*”) of the Corporation to disclose any direct or indirect financial or other material interest, of which he or she has knowledge, that he or she has or reasonably expects to have in any proposed or existing contract, transaction, or arrangement with the Corporation, or in any other matter under consideration or to be considered by the Board of Directors, the Executive Committee, or any other Board committee.

Please initial each statement that applies to you:

- I have read, understand and agree to comply with the Conflict of Interest Policy.
- I am not aware of any direct or indirect financial or other material interest that is required to be disclosed under the Conflict of Interest Policy.
- I have described in the attached letter every direct or indirect financial or other material interest, of which I have knowledge, that is required to be disclosed under the Conflict of Interest Policy. (Please attach a letter providing complete details of any such direct or indirect financial or other material interest subject to the Policy.)

During the time I am an Insider (as such term is defined in the Policy) of the Corporation, I agree to report promptly any future situation of which I become aware that might involve or appear to involve me, any of my relatives, or any business closely associated with me or any of my relatives, in any potential conflict of interest with the Corporation.

I am completing this disclosure statement based on and in reference to the Conflict of Interest Policy.

Signature: _____

Date: _____

Please return this statement in the enclosed envelope not later than [_____].

APPENDIX B

PLAN OF INCORPORATION

In order to effect in the most orderly manner possible the incorporation of IPTAY, and notwithstanding anything to the contrary contained in the Bylaws, the IPTAY Scholarship Fund, acting as incorporator of IPTAY, a South Carolina nonprofit corporation (the “*Incorporator*”), hereby enacts the following plan of incorporation to appoint the Board, the Officers, and the Committees of IPTAY, as well as provide for an orderly transition of the membership of the Incorporator into the membership of IPTAY.

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

(a) Upon the incorporation of IPTAY and the adoption of these Bylaws, all individuals with a corresponding Director designations within the Incorporator shall automatically be appointed to serve in a corresponding office and Director role within the Board categories and classifications listed in this Article IV, for a term of office identical to the remaining term associated with his or her role in the Incorporator and with identical credit to the number of terms served in that capacity and office.

(b) Those Directors appointed to the Board, *ex officio*, of IPTAY shall automatically assume such office upon enactment of these Bylaws.

(c) Notwithstanding anything to the contrary contained in the Bylaws, for the period that is two (2) years following the date of incorporation of IPTAY, all past Presidents of the Incorporator shall serve as voting Directors on the Board with identical voting rights as District Directors. However, beginning on and following the second anniversary of the incorporation of IPTAY, any past President not serving on the Nominating Committee shall no longer serve with identical voting rights of District Directors, but instead shall be a Life Director.

2. Officer Appointments. Upon the incorporation of IPTAY and the adoption of these Bylaws, all individuals with a corresponding officer designation in association with the Incorporator shall automatically be serving in an identical capacity and officer role within the Board categories and classifications listed in this Article VI, for a term of office identical to the remaining term associated with his or her role in the Incorporator and with identical credit to the number of terms served in that capacity and office.

3. Establishment of Committees. Upon the incorporation of IPTAY and the adoption of these Bylaws, all committees of the Incorporator and all individuals serving thereon shall automatically be serving in an identical committee with identical rules, procedures, and authority.

4. Membership. Any person shall be a Member of IPTAY when such person makes the Membership Contribution to IPTAY in accordance with Section 3.1. Additionally, any

person, who is a member of the IPTAY Scholarship Club during the fiscal year in which the incorporation of IPTAY occurs, shall be automatically deemed a Member of IPTAY for the remainder of such fiscal year.

5. Assignment of Assets. At such time as the Internal Revenue Service recognizes IPTAY as a tax exempt organization pursuant to section 501(c)(3) of the Internal Revenue Code, the Incorporator shall transfer by written instrument, and shall be permitted to transfer, all of its assets, cash, reserve funds, endowments, and other accounts to IPTAY.