

AMENDED BYLAWS
OF
JAGUAR ATHLETIC FUND, INC.

The undersigned President and Secretary of the Jaguar Athletic Fund, Inc., following an affirmative vote thereon by the Board of Directors of the Corporation in accordance with the power vested in the Board of Directors by the Articles of Incorporation of the Corporation, do hereby set forth the following for and as the Amended Bylaws of said Corporation:

ARTICLE I

Registered Agent and Registered Office

Section 1. The Corporation shall at all times maintain a registered office in the State of Alabama, which office may be, but need not be, the same as its principal office. The Corporation shall also at all times maintain a registered agent, who may be either an individual resident of Alabama whose business office is identical to the registered office or a domestic or foreign profit or nonprofit corporation having an office identical to the registered office.

ARTICLE II

Purposes

Section 1. The purposes of this Corporation are as follows: to provide support for the athletic programs of the University of South Alabama so as to assist in the physical development and betterment of the student-athletes at the University of South Alabama, and to support and further the educational functions of the University of South Alabama, particularly the athletic endeavors.

ARTICLE III

Members

Section 1. Members. Any person who makes an annual contribution to the Jaguar Athletic Fund is a member for the particular year in which the contribution is made. A married couple shall constitute a single membership unless the couple makes individual gifts and desires those gifts to make them individual members.

Section 2. Transfer of Membership. Membership or any interest in this Corporation shall not be assignable inter vivos by any member nor shall membership or any interest in this Corporation pass to any personal representative, heir, or devisee of any deceased member.

Section 3. Termination of Membership. Membership may be terminated as follows:

- a. By resignation of the member.
- b. Failure to make an annual gift.

ARTICLE IV

Meetings of the Board of Directors

Section 1. Annual Board Meeting. The annual meeting of the Board of Directors of the Corporation shall be held in the month of September, at such date, place, and time as shall be designated by the Board of Directors for the purpose of electing directors and for the transaction of such other business as may properly be brought before the meeting.

Section 2. Regular Board Meetings. The Board of Directors will adopt an annual schedule of regular meetings to be posted on the University's website. These notices will include time, date and place of each meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Alabama, for the holding of additional regular meetings.

Section 3. Special Board Meetings. Special meetings of the Board of Directors may be called by the President of the Corporation, by the University President, Director of Athletics, or the Vice President of Development and Alumni Relations, or by a majority of the Board of Directors.

Section 4. Place of Meetings. The Board of Directors may designate any place, either within or without the State of Alabama, as the place of meeting for any regular or special meeting of the Board of Directors. Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 5. Notice. Written notice of any special meeting stating the place, date, and hour of the meeting shall be given at least three (3) business days previously thereto by notice delivered personally, by email or mailed by U.S. Postal Service to each Director at his stated, preferred mailing address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of 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 or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. Fifty percent (50%) of the Directors plus one Director shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The

Directors at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum or the refusal of any Director present to vote.

Section 7. Manner of Acting. An act of the majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors.

Section 8. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed by all of the Directors.

Section 9. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the President of the Corporation, or, if he/she is not present, by the Vice President of the Corporation, or, if he/she is not present, by a chairman to be chosen at the meeting. The Secretary of the Corporation shall act as secretary of the meeting or, in his/her absence, a person chosen at the meeting. Business will be conducted by Robert's Rules of Order.

Section 10. Proxies. Proxies will be accepted if signed by the members of the Board and received by the Board prior to the transaction of business.

Section 11. Election of Directors. New Directors of the Board will be elected at the annual meeting.

ARTICLE V

Directors

Section 1. Number, Qualification, and Term of Office. The Board of Directors will be composed of individuals who are interested and committed to helping raise gift funds for USA Athletics. The Board of Directors will include the University of South Alabama Director of Athletics or a designee, the University of South Alabama President or a designee, the University of South Alabama Vice President for Financial Affairs or a designee, the University of South Alabama Vice President for Development and Alumni Relations or a designee, the Executive Director of the Corporation or a designee, and twenty-six (26) other persons as follows: three (3) individuals representing each revenue sport (men's basketball, men's baseball, men's football, women's basketball, and women's softball) one (1) individual representing each non-revenue sport (men's track, men's golf, men's tennis, women's volleyball, women's soccer, women's track, women's golf, and women's tennis), and three (3) at-large members who do not represent any designated sport. These Directors will serve staggered three year terms, which may be renewed for one additional term, unless otherwise extended by majority vote of the Board of Directors. Directors shall hold office until their successors have been duly elected and qualified or until their deaths or until they resign or shall have been removed from office in the manner provided in these Bylaws. The total composition of the Board of Directors must be fewer USA members (members who are employees of USA or any of its affiliated entities, or members of the USA Board of Trustees) than non-USA members. These Directors will interact with the administration, staff and coaches to help develop financial goals for each specific sport within

the annual fund. If additional revenue or non-revenue sports are added to the University's program, the number of members of the Board of Directors will be increased according to the numbers as set out above, i.e., three from each additional revenue sports and one from each additional non-revenue sports.

Section 2. Nomination of Directors. The Nominating Committee shall consist of the USA President or his/her designee, USA Vice President for Financial Affairs or his/her designee, USA Vice President for Development and Alumni Relations, Executive Director of the Corporation, the Athletic Director of USA (if the Athletic Director is not also the Executive Director of the Corporation), President of the Corporation, Vice President of the Corporation, and Secretary of the Corporation. This committee shall nominate persons to serve as Directors and Officers of the Corporation. Members of the Corporation may also provide names for consideration by the Nominating Committee. The slate of Officers and Directors shall be presented to the University Board of Trustees for approval. In its discretion, the Nominating Committee may leave unfilled a vacancy for any period of time.

Section 3. Resignation/Removal. Any Director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect on the earlier of the date specified therein, which shall be at least fifteen (15) business days after notice of such resignation is delivered, either personally or by mail, to the President or Secretary of the Corporation or the date on which the resignation is accepted by the affirmative vote of a majority of the Directors. If no time is specified in the notice of resignation, it shall take effect fifteen (15) business days after the date of delivery of the notice, or the date on which the resignation is accepted by the affirmative vote of a majority of the Directors, whichever is earlier. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, properly addressed to the President or Secretary or the Corporation at the principal office address of the Corporation, with postage thereon prepaid. The acceptance of a resignation shall not be necessary to make it effective unless otherwise specified in the notice of resignation. A Director may be removed at any time with or without cause by a majority vote of the Board of Trustees of the University, acting in its sole and absolute discretion.

Section 4. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting, or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered or certified mail or personal delivery to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 5. Reliance Upon Reports and Records. A Director shall, in the performance of his/her duties, be fully protected in relying upon information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the University of South Alabama or any department thereof, the Corporation or the Corporation's auditors.

ARTICLE VI

Officers

Section 1. Number. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, all of whom shall be elected by the Board of Directors. Additional officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors held pursuant to Article IV, Section 1, of these Bylaws. Such officers shall hold office at the pleasure of the Board of Directors and until their successors are elected and qualified. In its discretion, the Board of Directors by a vote of a majority thereof may leave unfilled for such period as it may fix by resolution any offices except those of President and Secretary.

Section 3. Vacancies and Removal. Vacancies in any office arising from any cause, other than routine term expiration, may be filled by the Board of Directors at any regular or special meeting. An officer may be removed, with or without cause, at any time by an affirmative vote of a majority of the Board of Trustees of the University.

Section 4. President. The President shall be the principal executive officer of the Corporation and shall have in his/her charge the general direction and promotion of its affairs with authority to do such acts and to make such contracts as are necessary or proper to carry on the business of the Corporation. He/she shall preside over all official meetings of the Corporation under the laws of the State of Alabama. The President may, during the absence of any officer, delegate said officer's duties to any other officer or Director.

Section 5. Vice President. The Vice President, in the absence or disability of the President, shall perform the duties of the President and shall perform such other duties as may be delegated to him/her from time to time by the Board of Directors or by the President.

Section 6. Secretary. The Secretary shall issue notices of all meetings of the Board of Directors, shall keep the minutes of all such meetings, shall have charge of the seal of the Corporation, shall serve as custodian for all corporate records, and shall make such reports and perform such duties as are incident to his/her office or which may be delegated to him/her by the President of the Board of Directors.

Section 7. Treasurer. The Treasurer shall render to the President and Board of Directors at such times as may be requested an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties as are incident to the office or as may be delegated to that office by the President or by the Board of Directors.

Section 8. Executive Director. The Executive Director shall be an employee of the University of South Alabama and appointed by the Director of Athletics, and is responsible for day to day operations of the Jaguar Athletic Fund, Inc. The Director of Athletics may appoint him/herself as Executive Director.

ARTICLE VII

Miscellaneous

Section 1. Annual Comprehensive Fundraising Goal. Each year, at a time designated by the Director of Athletics and the Vice President of Development & Alumni Relations, a comprehensive goal will be established for each sport, and when combined for the entire department, will become that year's annual fund goal.

Section 2. Contracts. The Board of Directors may authorize the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Executive Director of the Corporation (or a person designated by the Director of Athletics for the University of South Alabama). Any such check, draft or other order exceeding \$2,000.00 in amount shall also be signed by such officer or officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or University of South Alabama accounts as the Board of Directors may select.

Section 5. Operations and Procedures. All operations and expenditures shall be made in accordance with and in conformity with the rules and regulations of the National Collegiate Athletic Association and the University of South Alabama and any related athletic conference or league. The Jaguar Athletic Fund Board will adopt annually a plan to include a comprehensive fund-raising goal. All proposed expenditures of the Corporation shall be subject to approval by the Director of Athletics for the University of South Alabama or his/her designee.

Section 6. Amendment of Bylaws. The Bylaws of the Corporation may be amended by a majority vote of the Board of Directors which is ratified by the Board of Trustees of USA.

Section 7. Conflict. Wherever these Bylaws and the Articles of Incorporation shall be in conflict, the provisions of the Articles of Incorporation shall control.

Section 8. Committees. The Board of Directors may create any temporary or permanent committees as deemed necessary to the performance of the organization.

Section 9. Volunteer Directors. All Directors serve as volunteers and are not entitled to compensation for this service.

EXECUTED for the corporation, this 23rd day of January 2014.



James H. "Jimmy" Shumock, President
University of South Alabama Jaguar Athletic Fund



Jeff Nichols, Secretary
University of South Alabama Jaguar Athletic Fund