

BY-LAWS
OF THE
Charleston United Soccer Club

ARTICLE 1 - NAME / AFFILIATION

This organization shall be known as **Charleston United Soccer Club** (hereinafter "THE CLUB") and shall be affiliated with and in compliance with ALL rules, policies and procedures of the SOUTH CAROLINA YOUTH SOCCER ASSOCIATION (hereinafter "SCYSA"), the United States Youth Soccer Association (hereinafter "USYSA"), and the United States Soccer Federation (hereinafter "USSF").

ARTICLE 2 - PURPOSE

THE CLUB shall develop, promote and administer a youth soccer club for players residing primarily in SOUTH CAROLINA on behalf of teams, players, coaches, referees, parents and administrators consistent with the by-laws, policies and procedures of SCYSA, USYSA, USSF and the United States Olympic Committee (USOC).

ARTICLE 3 - OFFICES

The principal office of THE CLUB shall be located in the State of South Carolina. The address of the resident agent of THE CLUB required by the South Carolina Not-For-Profit Corporation Act of said state may be, but need not be, identical with the principal office of THE CLUB. The address of the principal office and the designation of the resident agent may be changed from time to time as authorized by the Board of Directors.

ARTICLE 4 - SEASONAL PLAYING YEAR / FISCAL YEAR / REGISTRATION

The seasonal playing year of THE CLUB shall begin on the first day of September in each year and end on the last day of August in the following year. The Board of Directors shall determine the fiscal year. THE CLUB shall register with SCYSA every individual player, coach, team and administrator that is sponsored, financed, coached, organized or administered by THE CLUB.

ARTICLE 5 - EQUAL OPPORTUNITY

THE CLUB will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

ARTICLE 6 - ROBERT'S RULES OF ORDER

Except as otherwise provided in these bylaws, all meetings of the Board of Directors shall be conducted in accordance with the latest authorized edition of Robert's Rules of Order.

ARTICLE 7 - MEMBERSHIP

7.1 Membership

Membership in THE CLUB is comprised of members who are Parent(s), Guardian(s) or Representatives of a Player(s) whose fees have been paid in their entirety.

7.1-1 Adherence to Standards

Each Member who is a Parent(s), Guardians or Representatives of a Player(s) will adhere to the bylaws, policies and procedures of THE CLUB, and SCYSA, USYSA, USSF and USOC where applicable.

7.1-2 Voting Rights

Members who are Parent(s), Guardian(s) or Representatives of a Player(s) that are in good standing with THE CLUB shall have the right to vote at the Annual General Meeting and any special meeting of the membership of THE CLUB. Members who are Parent(s), Guardian(s) or Representatives of a Player(s) may attend and are entitled to one vote per family.

7.2-1 Annual General Meeting of Members

THE CLUB shall have an annual general meeting of its members. The Board of Directors shall determine the date, time and location of that meeting. Written notification by mail, e-mail, newsletter, posting on the website, or posting at the playing fields of the Club to all Members shall be made at least thirty (30) days prior

to the Annual General Meeting.

7.2-2 Special Meetings

The Board of Directors may call a special meeting of the membership at any such time, as the Board of Directors deems necessary. Written notice of the meeting by mail, e-mail, newsletter, posting on the website, or posting at the playing fields of the Club must be given to all Members at least fourteen (14) days in advance of the special meeting.

7.2-3 Quorum

A quorum shall consist of the smaller, twenty five (25) Members or twenty five percent (25%) of the total number of Members.

7.2-4 Majority Vote Requirement

Action of the membership shall be by majority vote, unless otherwise provided by these bylaws.

ARTICLE 8 - BOARD OF DIRECTORS

8.1 General Authority

The business, property and affairs of the CLUB shall be managed and controlled by a Board of Directors (which shall include Board Members and Officers) as from time to time constituted. All authority of THE CHARLESTON UNITED SOCCER CLUB shall be vested in a Board of Directors unless specified otherwise in these bylaws. The Board of Directors is responsible for developing and enforcing the bylaws, policies and activities of THE CLUB, including but not limited to, decisions affecting membership status and appeals procedures. The Board of Directors may delegate responsibility for day-to-day operations associated with these activities.

8.2 Board Composition

There shall be a minimum of six (6) Directors of THE CHARLESTON UNITED SOCCER CLUB, which number may from time to time be increased by resolution

adopted by not less than a majority of the Board of Directors. Except as otherwise provided in these bylaws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

8.3 Restrictions on Service on Board of Directors

- A. The Board may remove or dismiss from office any appointed or elected member of the Board for reasonable cause by due process followed by a two-thirds (2/3) vote of the Board unless otherwise provided in these bylaws and subject to the rules of SCYSA, USYSA, USOC and USSF.
- B. The authority to determine breaches of duties of care, loyalty or candor shall rest with the Board. Generally, no Board member may financially gain as a result of any activity of the Board, or be associated with any company or organization contracting or doing business or potentially in conflict with THE CLUB in any form, unless the Board member has provided full disclosure and received authorization by a majority of non-interested members of the Board.

8.4 Meetings

8.4-1 Regular Meetings

The Board shall hold regular meetings at least once each calendar quarter. The President shall determine the date, time, and location of these meetings and give reasonable notice of the meetings. Reasonable notice as it relates to “regular meetings” shall mean not less than seven (7) business days. Such notice shall include but not be limited to the agenda, date, time and place of the meeting. If the meeting is by a means other than in person, the notice shall also include the means by which the membership may observe the meeting.

8.4-2 Special Meetings

Meetings for a special purpose may be called by the President or upon written

application by one quarter of the Directors. A minimum twenty four (24) hour notice of meetings for a special purpose shall be given and this notice shall state the purpose.

8.4-3 Teleconferencing and Electronic Voting

A Board Member may conduct any meeting by teleconference, by which all Directors participating simultaneously hear each other during the meeting. A Board Member may also conduct any meeting electronically, by which all Directors are e-mailed information and given an opportunity to participate and vote electronically. Any vote taken by teleconference or electronically must comply with the notice and voting requirements in these bylaws.

8.4-4 Meeting Minutes

Minutes of all meetings shall be maintained in the corporate minute books.

8.5 Quorum

A quorum, consisting of the majority of the Board, must be present at all times during Board meetings in order to conduct business.

8.6 Officers

The Officers of THE CLUB shall consist of the President, Vice President, Secretary, Treasurer, Registrar and Communications Director. All officers of THE CLUB shall be residents of the State of SOUTH CAROLINA, unless otherwise specified in these bylaws.

8.6-1 President

The President of THE CLUB shall have the following duties and responsibilities:

- A. To oversee and coordinate the activities of THE CLUB, the Board of Director, and designee(s) of the Board of Directors.
- B. To preside at all Board and membership meetings.

- C. To serve (or delegate to other Board members to serve) as an ex-officio member of all THE CLUB'S committees, except the Nominating Committee.
- D. To appoint special or ad hoc committees, subject to Board approval.
- E. To appoint, subject to ratification by the Board, Chairs and other members of all standing committees, except where otherwise provided.
- F. To perform all other duties as shall be necessary to promote and uphold the welfare of youth soccer and to positively affect "the good of the game" within the State of SOUTH CAROLINA.

8.6-2 Vice President

The Vice President of THE CLUB shall have the following duties and responsibilities:

- A. To assume the duties of the President in the case of the resignation of the President until the next Annual General Meeting following the resignation or during a temporary absence; or during the inability of the President to perform the functions of that office.
- B. To perform other responsibilities assigned by the BOD or President.

8.6-3 Secretary

The Secretary of THE CLUB shall have the following duties and responsibilities:

- A. To maintain the official records of THE CLUB.
- B. To be responsible for recording the minutes of all THE CLUB'S meetings except for committee meetings and to report such actions taken at these meetings to all Club Members.

- C. To be responsible for informing members of meetings, handling correspondence of THE CLUB, and carrying out such other duties as shall be delegated.
- D. To perform other responsibilities assigned by the BOD or President.
- E. To sign money disbursements made in the name of THE CLUB.

8.6-4 Treasurer

The Treasurer of THE CLUB shall have the following duties and responsibilities:

- A. To ensure the sound financial operation of THE CLUB.
- B. To oversee the financial (including budget process) policies and procedures for THE CLUB.
- C. To sign money disbursements made in the name of THE CLUB.
- D. To present a statement of account at every regular meeting of THE CLUB or the Board and at other times when requested by the Board and make a full report at the Annual General Meeting.
- E. To serve as Chair of the Finance Committee.
- F. To perform other responsibilities assigned by the BOD or President.

8.6-5 Registrar

The Registrar of THE CLUB shall have the following duties and responsibilities:

- A. To be responsible for proper registration of THE CLUB'S members with SCYSA, the certification thereof, and the registration of The CLUB'S members with US CLUB SOCCER.
- B. To be responsible for enforcing all State and National Rules, Bylaws, and policies and procedures governing player registration and team assignment.

- C. To be responsible for the storage and maintenance of records of THE CLUB regarding the registration of teams and players within THE CLUB, and ensure the confidentiality of player information.
- D. Inform THE CLUB of the activities of the STATE ASSOCIATION as it relates to tournaments, clinics, rule changes, and other matters of interest to THE CLUB.
- E. To perform other responsibilities assigned by the BOD or President.

8.6-6 Communications Director

The Communications Director of THE CLUB shall have the following duties and responsibilities:

- A. To be responsible for communications between the Board and THE CLUB's members, including the drafting and disseminating of the Club newsletter.
- B. To be responsible for communications with other clubs, SCYSA, USYSA, USSF, and the United States Olympic Committee (USOC).
- C. To Coordinate and aide in the efforts of the Team Managers.
- D. To perform other responsibilities assigned by the BOD or President.

8.7 Election and Terms of Office

All Directors (including Board Members and Officers) of THE CLUB shall be elected by the Membership and take office at the close of the Spring meeting to be held annually in March, or immediately upon appointment by the Board in order to fill a vacancy. Directors shall serve a term of two (2) years. The terms for Board Members shall be staggered, whereby three (3) Board positions shall be up for election annually. Directors may not serve in any one position more than three (3) consecutive full terms.

8.8 Vacancies

Vacancies during the term of any Director shall be filled by appointment by the President, subject to ratification by a majority vote by the Board. However, the Vice President shall fill a vacancy in the Office of the President and the Board will then elect a new Vice President. Any person appointed to fill a Director vacancy shall serve for the balance of the term of the vacating Director. The Board may create special committees or task forces as needed for the effective oversight of THE CLUB'S operations.

ARTICLE 9 – PROFESSIONAL STAFF

Director of Coaching

The director of coaching will have the following responsibilities with THE CLUB:

- A. Recruit, interview and secure coaching/training staff.
- B. Oversee and/or provide ongoing development for coaching staff.
- C. Provide coaching evaluations.
- D. Oversee and communicate with all staff of THE CLUB.
- E. Provide and oversee the implementation of THE CLUB's age appropriate, training syllabus.
- F. Oversee and assist with the ongoing development of players.
- G. Coordinate tryouts.
- H. Oversee player and team selections/placements.
- I. Liaison for board members and parents concerning player development and coaching.
- J. Evaluate and prioritize player and coaching needs, and operate in accordance with budgetary guidelines.
- K. Oversee and/or provide to local recreational authorities coaching education in exchange for field usage or to fulfill any agreements made between these

authorities and THE CLUB.

- L. Create school programs that will promote THE CLUB.
- M. Create and/or provide access to off season player camps and clinics.

ARTICLE 10 - INDEMNIFICATION

To the extent not inconsistent with the laws of the State of SOUTH CAROLINA, every person (and the heirs estate, executors, administrators and personal representatives of such person) who is or was a Director, officer of paid staff of the Corporation shall be indemnified by the Corporation as provided in the act.

ARTICLE 11 - RISK MANAGEMENT

The Club shall enforce and comply with ALL Risk Management policies and procedures set forth by the South Carolina Youth Soccer Association and U S Youth Soccer Association (USYSA).

ARTICLE 12 – GRIEVANCES AND VIOLATIONS

12.1 Code of Conduct for all CUSC Events

In relation to any and all CUSC activities and events, all members and other persons affiliated with CUSC, including players, coaches, parents and staff are expected to adhere to the rules and etiquette of good sportsmanship and comply with the Code of Ethics established by SCYSA. All members and other persons affiliated with CUSC are expected to exercise discretion, behave responsibly and do nothing to impair in any way the reputation of The Club. Violations of these rules shall be investigated and enforced as set forth below.

12.2 Complaints shall be referred to Grievance Committee

Complaints made by members, coaches/staff and referees concerning grievances and violations shall be referred to the Grievance Committee, which shall be composed of the following five representatives appointed by the President:

- Committee Chair
- Board member

- At large club member
- Director of Coaching

12.3 Procedure for Investigation of Complaints

The procedure for the investigation of complaints of grievances and violations shall be as follows:

- A. Complaint referred to Chair, who immediately notifies committee and initiates investigation.
- B. Committee completes investigation of complaint within 14 days.
- C. Chair reports findings of investigation and Committee's recommendation to Board during Executive Session.
- D. Board decision, which shall be based on 2/3 vote.

12.4 Sanctions for Violations

The following sanctions shall be available to the Board for violations:

- A. Warning letter.
- B. Suspension.
- C. Ejection from Club.

ARTICLE 13 - AMENDMENTS TO BYLAWS AND THE CONSTITUTION

Any proposed amendments of THE CLUB'S Bylaws or Constitution shall be submitted in writing to the Board at least forty five (45) days prior to the Annual General meeting at which the proposed amendments will be submitted for a vote.

In order to adopt the proposed Bylaw, two-thirds (2/3) of the votes cast at said meeting must vote in favor of the proposed modifications.

ARTICLE 14 - EXEMPT STATUS

Any and all assets of THE CLUB are permanently dedicated to exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws). THE CLUB shall not be operated for pecuniary profit and shall

have no capital stock and shall make no distribution of dividends to its members, Directors, officers or persons having a private interest in the activities of THE CLUB, except that THE CLUB shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

No substantial part of the activities of THE CLUB shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and THE CLUB shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. In the event THE CLUB is dissolved, the Board shall pay, satisfy and discharge all liabilities and obligations of THE CLUB or make adequate provisions therefore and distribute all remaining assets of THE CLUB to an organization or organizations engaged in activities substantially similar to those of THE CLUB and organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws).

ARTICLE 15 - DISSOLUTION OF THE ASSOCIATION

The corporation shall not be dissolved unless the majority of the Board of Directors first authorizes dissolution.

In the event of dissolution, the residual assets of corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

Date: revisions dated 06/07/2006