

## **BYLAWS OF THE SOUTH CAROLINA YOUTH SOCCER ASSOCIATION**

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### **PART I—GENERAL**

#### **Bylaw 101. NAME**

This organization shall be incorporated as the "South Carolina Youth Soccer Association". Bylaw

#### **102. PURPOSES AND STATUS**

Section 1. The purposes of SC Youth Soccer are as stated in the charter of SC Youth Soccer.

Section 2. SC Youth Soccer is established as a nonprofit and educational organization.

#### **Bylaw 103. FEDERATION MEMBERSHIP**

SC Youth Soccer is a State Association member of US Youth Soccer and of the Federation.

#### **Bylaw 104. LAWS OF THE GAME**

The "Laws of the Game" as authorized by FIFA, and modified for youth play, apply to youth soccer games.

#### **Bylaw 105. EQUAL OPPORTUNITY Section 1.**

(1) The membership of SC Youth Soccer and the members of SC Youth Soccer shall be open to any soccer players, coaches, trainers, managers, administrators, and officials not subject to suspension under section 4 of Federation Bylaw 241, and to any amateur soccer organization in its territory.

(2) SC Youth Soccer will not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.

(3) The Federation articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of the SC Youth Soccer and its members to the extent applicable under state law, and SC Youth Soccer and its members will abide by those articles, bylaws, policies, and requirements.

(4) SC Youth Soccer will not join any organization that has requirements that conflict with the Federation's articles, bylaws, policies, and requirements.

(5) SC Youth Soccer shall register all of its players, coaches, teams, referees, and administrators with the Federation at least once each year and timely pay all dues and fees of the federation.

(6) SC Youth Soccer and its members will abide by the Federation's articles, bylaws, policies, and requirements on interplay.

(7) SC Youth Soccer shall have a board of Directors selected through an open and democratic election process.

(8) Actions and policies adopted by the Board of Directors of SC Youth Soccer shall be reported to its membership, or their authorized representatives, at least once each year at a meeting of the membership, with at least 30 days' notice in advance of the meeting.

(9) SC Youth Soccer shall provide to the Secretary General of the Federation an annual report on the activities of SC Youth Soccer and the most current annual financial statements within 90 days after the start of the Federation's seasonal year.

(10) SC Youth Soccer will (a) provide annually to the Federation copies of the SC Youth Soccer constitution, bylaws, and other governing documents, (b) submit changes to those documents to the Federation for review not later than 90 days after adoption, and (c) make copies of those documents available to its members.

(11) SC Youth Soccer will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include that all grievances involving the right to participate and compete in activities sponsored by the Federation and SC Youth Soccer and its members may be appealed to the

Federation's Appeals Committee that shall have jurisdiction to approve.

(12) SC Youth Soccer shall maintain its tax-exempt status under the Internal Revenue Code.

(13) SC Youth Soccer shall adopt policies prohibiting sexual and physical abuse that meet certain minimum criteria established by the Federation (subject to any contrary requirements contained in state or local law applicable to SC Youth Soccer).

(14) SC Youth Soccer will allow the Federation to review the documents and procedures of SC Youth Soccer, and on request of the Federation, not less than once every 4 years to determine compliance with these bylaws.

Section 2. Individuals serving on the Board of Directors or any Council or committee of SC Youth Soccer shall be selected without regard to that individual's race, color, religion, national origin, or sex.

Section 3. SC Youth Soccer may not have eligibility criteria relating to amateur status more restrictive than those of the Federation.

#### Bylaw 106. SEASONAL AND FISCAL YEARS

Section 1. The seasonal year of SC Youth Soccer shall begin on September 1 of one calendar year and end on August 31 of the following calendar year.

Section 2. The fiscal year of SC Youth Soccer shall begin on June 1 of one calendar year and end on May 31 of the following calendar year.

#### Bylaw 107. USE OF NAME AND LOGO AND COLORS

Section 1. No one may use the name or initials of SC Youth Soccer, any of its trade names including SC Youth Soccer and SC Youth Soccer, or any of its logos except as provided under these bylaws or except with the express written consent of SC Youth Soccer.

Section 2. The colors of SC Youth Soccer are red, white, and blue.

#### Bylaw 108. ROBERT'S RULES OF ORDER AND QUORUM

Section 1. Except as otherwise provided in these bylaws, all meetings shall be conducted in accordance with the latest authorized edition of Robert's Rules of Order.

Section 2. A quorum at any meeting shall be a majority of the total number of eligible votes of all members.

#### Bylaw 109. DEFINITIONS

Except as otherwise provided, these definitions apply to these bylaws and all policies of SC Youth Soccer:

- (1) "Amateur Sports Act" means the Ted Stevens Olympic and Amateur Sports Act (chapter 2205 of title 36, United States Code).
- (2) "Board of Directors" means the Board of Directors of SC Youth Soccer established under Bylaw 411.
- (3) A "Club" is an organization that is a member of SC Youth Soccer and that has an identifiable membership of at least one hundred (100) youth soccer players within a territory determined by the SC Youth Soccer Board of Directors. This organization is in place to carry out SC Youth Soccer's programs for youth players. Groups seeking membership in SC Youth Soccer and fulfilling all other requirements for same but having fewer than one hundred (100) youth players may be granted annual provisional status for a seasonal year by a majority vote of the Board of Directors but will not be eligible to vote at any annual general meeting until such a time as its player membership equals at least one hundred (100) players.
- (4) "Consent of the Board" means a majority vote of the Board of Directors.
- (5) "District" means one of those districts established under Bylaw 322.
- (6) "Federation" means the United States Soccer Federation, Inc.

- (7) "FIFA" means the Federation Internationale de Football Association of which the Federation is the national association member for the United States.
- (8) "Individual Member" means an individual who is a member as provided under Bylaw 231.
- (9) "League" means an organization consisting of four or more teams, for the purpose of playing under a common set of administrative and competition rules.
- (10) "Organization Member" means an organization that is classified as such a member of SC Youth Soccer as provided by Bylaw 202.
- (11) "SC Youth Soccer" means the South Carolina Youth Soccer Association.
- (12) "Soccer Organization" means any organization whose primary focus is on the growth and development of soccer as a sport.
- (13) "State Council" means the State Council of SC Youth Soccer as provided under Bylaw 311.
- (14) "Team" means a group of soccer players playing on the same side in soccer games.
- (15) "USOC" means the United States Olympic Committee that is the corporation established under the Amateur Sports Act to oversee all amateur athletic activity in the United States.
- (16) "US Youth Soccer" means the United States Youth Soccer Association, Inc.
- (17) "Youth player" means an individual who has not reached 19 years of age prior to August 1 immediately before the start of any seasonal year. A player who reaches 19 years of age during a seasonal year is allowed to complete that seasonal year. A player who reaches 19 years of age during August of one seasonal year shall be allowed to complete all of the next seasonal year.

## **PART II—MEMBERSHIP**

### **Subpart A—General**

#### **Bylaw 201. ELIGIBILITY**

The membership of SC Youth Soccer is open to all soccer organizations and all soccer players, coaches, trainers, managers, administrators, volunteers, and officials without discrimination on the basis of race, color, religion, age, sex, or national origin.

#### **Bylaw 202. MEMBERSHIP CATEGORIES**

SC Youth Soccer has the following categories of membership:

- (1) Organization Members composed of the following classifications of members:
  - (A) Club as defined under Bylaw 105, Section 1(3) or
  - (B) League as defined under Bylaw 105 Section 1(10)
- (2) Individual Member as provided under Bylaw 231

## Subpart B—Organization Members

### Bylaw 211. ADMISSION TO MEMBERSHIP

Section 1. An organization desiring to become an Organization Member of SC Youth Soccer must submit a written application for membership to the SC Youth Soccer Office. The applicant shall specify the classification of Organization Member being applied for. The applicant shall include with the application copies of its charter or articles of incorporation, bylaws, rules, regulations, any rules of play, and other governing documents appropriate to understanding the structure and activities of the organization.

Section 2. On completion of the Rules and Compliance Committee's review of the application, the Compliance Officer shall submit a report to the Board of Directors with recommendations for consideration at its next meeting.

### Bylaw 212. TERMS OF MEMBERSHIP

Section 1. The term of membership of an Organization Member is for one seasonal year. However, if an organization is admitted as an Organization Member, the membership is effective immediately. Membership renews each seasonal year for members in good standing upon receipt of all affiliation forms by SC Youth Soccer.

Section 2. Membership in SC Youth Soccer is not transferable or assignable. Membership terminates when SC Youth Soccer dissolves, the Organization Member dissolves, or the Individual dies, or as otherwise provided under these bylaws.

Section 3. With the consent of the Board of Directors, an Organization Member may change its organizational structure without losing its membership in SC Youth Soccer. However, if the change in the organizational structure is of such a nature that it would change Member from one classification of Organization Member to another classification of Organization Member, the Member must apply for that new classification of Organization Member of SC Youth Soccer as a new member of SC Youth Soccer for the next seasonal year.

### Bylaw 213. GENERAL RESPONSIBILITIES

Section 1. Each Organization Member must do the following:

- (1) to the extent consistent with applicable law, comply with the bylaws of SC Youth Soccer and the Federation as they apply to the classification of Member to which the Organization Member belongs;
- (2) to the extent consistent with applicable law, comply with policies and requirements of SC Youth Soccer with respect to SC Youth Soccer's internal operations and the administration of SC Youth Soccer programs;
- (3) submit to SC Youth Soccer any amendment to its charter or articles of incorporation, bylaws, rules, and regulations not later than 60 days prior to the beginning of the seasonal year;
- (4) pay fees due SC Youth Soccer by the deadline the fees are required to be paid; and
- (5) comply with the Amateur Sports Act, to the extent applicable.

Section 2. Each Organization Member shall retain its own autonomy except as otherwise provided in these bylaws.

### Bylaw 214. ORGANIZATION MEMBER RESPONSIBILITIES

Section 1. In addition to other requirements of these bylaws, each Club or Soccer

Organization shall—

- (1) register with SC Youth Soccer all of its players, coaches, and administrators participating with SC Youth Soccer;
- (2) provide SC Youth Soccer at least once each seasonal year the names and addresses of its players, coaches, and administrators;
- (3) require that each organization member of SC Youth Soccer register every individual player, coach, team and administrator that is sponsored, financed, coached, organized or administered by that Club or Soccer Organization with an organization member of USSF. (4) Reasonable proof of membership must be submitted to SC Youth Soccer to show such membership exists with other organization members of USSF;
- (5) provide and coordinate opportunities for every player under its jurisdiction to participate in soccer at the developmental, intermediate, and/or advanced levels; and
- (6) comply with requirements pertaining to District, State, regional, interstate, national, and international competition and other competitions approved or sponsored by SC Youth Soccer and as required by the Federation.

Section 2. SC Youth Soccer and each Organization Member are responsible for establishing and monitoring a risk management program within its jurisdiction. At a minimum, the program must include—

- (1) use of an employment/volunteer disclosure statement for all volunteers, employees, coaches, and program administrators who are involved with any approved or sponsored program of the Organization Member or of the State Association;
  - (2) identification of a Risk Management Coordinator and an alternate for the organization;
- and
- (3) compliance with all SC Youth Soccer Risk Management programs.

#### Subpart C – Individual Members

##### Bylaw 231. INDIVIDUAL MEMBERS

An individual who is a player, coach, referee, or administrator is a member of SC Youth Soccer –

- (1) through that individual's membership or association with an Organization Member; (2) as an elected officer or member of the Board of Directors;
- (3) if the individual occupies an unpaid administrative position established under Bylaw 324; or
- (4) as a committee member of SC Youth Soccer. Subpart D—Fees

##### Bylaw 241. FEES

Section 1. Each Organization Member shall pay to SC Youth Soccer annual fees established by the Board of Directors.

Section 2. Each Individual Member shall pay to SC Youth Soccer annual fees established by the Board of Directors.

#### Subpart E—Suspensions, Fines, Terminations, and Reinstatement

## Bylaw 251. SUSPENSIONS, FINES, AND TERMINATIONS

Section 1. An Organization Member or Individual Member failing to pay any fees due SC Youth Soccer shall be provided written notice of the delinquency. If those fees are not paid within 30 days after the date of the notice of delinquency, the delinquent Member shall be suspended from membership in SC Youth Soccer. Unless otherwise provided by the Board of Directors, the membership of the Member shall be terminated automatically if the Member has failed to pay those fees for a period of 90 days after the date specified in the notice of delinquency. The Member shall be notified in writing of its suspension and the date on which membership will be terminated if the fees remain unpaid. This should be mailed certified receipt.

Section 2. The membership of an Organization Member may be terminated by the Board of Directors for cause by a two-thirds majority vote of the Board of Directors.

Section 3. (a) The Board of Directors may suspend, fine, or suspend and fine any member of SC Youth Soccer, and terminate the membership of any Member, if the Board determines that—

(1) the conduct of the member is adverse to the best interests of soccer or SC Youth Soccer; or

(2) The member has not complied with the requirements of its membership in SC Youth Soccer.

(b) The Board of Directors may act under subsection (2) of this section to suspend or terminate a member only after a hearing held before the Board of Directors at the office of SC Youth Soccer or such other location as the Board of Directors shall set, so long as the member is provided fifteen (15) days written advance notice of the time and place of the hearing. At such hearing, the member shall be afforded a reasonable opportunity to present evidence in support of the member's position and may be represented by an attorney if it so chooses.

Section 4. A suspension or other disciplinary action imposed by SC Youth Soccer in accordance with these bylaws shall be recognized by all members of SC Youth Soccer on notification by SC Youth Soccer. Suspensions and other disciplinary actions imposed by members of SC Youth Soccer shall be recognized by SC Youth Soccer and all other SC Youth Soccer members on proper notification to SC Youth Soccer.

## Bylaw 252. SUSPENSION BECAUSE OF LITIGATION

Section 1. Any person participating in a SC Youth Soccer program, or in a program of an Organization Member, who becomes a defendant in litigation detrimental to the welfare of youth soccer players or litigation based on activities detrimental to the welfare of youth soccer players, shall be suspended from all soccer-related activities. Suspensions under this bylaw shall be determined by the SC Youth Soccer Board of Directors. Matters detrimental to the welfare of youth players shall include crimes of moral turpitude and felonies. Any suspension imposed must be approved by a two-thirds vote of the Board of Directors who shall have sole discretion of what information such decision is based upon. For any suspension issued without a hearing, the suspended person may request a review of the decision and submit additional written information to the Board. Review of any suspension is solely in the discretion of the Board.

Section 2. On completion of the litigation, the suspended person may inform the SC Youth Soccer Board of Directors that the litigation has been completed and request that the suspension be terminated and the person reinstated. SC Youth Soccer may grant the request of the person or, if the decision of the litigation was adverse to the person, may continue the suspension for a period specified by SC Youth Soccer, fine the person, terminate all membership of that person with SC

Youth Soccer and its members, any combination of those penalties, or impose any other requirements deemed appropriate for reinstatement.

#### Bylaw 253. RESIGNATIONS

Any Member may resign from SC Youth Soccer by submitting a written resignation to SC Youth Soccer Board of Directors. The resignation need not be accepted by the Board to be effective. A Member's resignation does not relieve the Member of any obligation to pay any fees that had been accrued and were unpaid before the effective date of the resignation.

#### Bylaw 254. REINSTATEMENT

A suspended Member of SC Youth Soccer may submit a written request for reinstatement to the SC Youth Soccer Board of Directors. The Board of Directors may reinstate the membership of a suspended Member on reasonable terms that the Board considers appropriate.

### PART III—ORGANIZATION

#### Subpart A—Voting

#### Bylaw 301. ORGANIZATION MEMBERS

Section 1. (a) Each Club is entitled to vote at State Council Annual General Meetings and District Council Annual General Meetings. A Club shall have the following number of votes:

- (1) 100–499 players - 1 vote
- (2) 500–999 players - 2 votes
- (3) 1,000-1499 players - 3 votes
- (4) 1500 – 2499 players – 4 votes
- (5) 2500-3499 players – 5 votes
- (6) 3500-4499 players – 6 votes
- (7) 4500 – 5499 players – 7 votes
- (8) 5500 – 6499 players – 8 votes

1 vote for every 1000 above 1500 players.

(b) (1) At each State Council Annual General Meeting, the number of votes of a Club is determined by the number of players registered by the Club with SC Youth Soccer for the current seasonal year. The determination of the number of votes for the current seasonal year shall be as of thirty days before the beginning of the State Council Annual General Meeting

(2) At State Council Annual General Meetings and, a Club may send delegates to each of those meetings equal to the number of votes it is allowed to cast at the meeting. All votes of the Club may be cast by any of the delegates present at the time of the vote or a single delegate.

Section 2. No Organization Member having a vote at a meeting of the State Council may have its votes cast by proxy.

Section 3. Except as otherwise provided for in these bylaws for officers or members of the Board of Directors, Individual Members are not entitled to vote at any meeting.



Section 4. Clubs with 99 or fewer registered players in any year may be moved to provisional status for that year by a majority vote of the Board of Directors, and will not be allowed to vote at State Council Annual General Meetings.

#### Bylaw 302. OFFICERS

Section 1. The individual who is chairing the State Council Annual General Meeting may vote only to break a tie vote or when voting by ballot.

Section 2. The President (if not chairing the meeting), Vice President, Secretary, Treasurer, and District Representatives are entitled to one vote each at State Council Annual General Meetings.

#### Bylaw 303. VOTING BY MAIL

The Board of Directors may authorize the members of the Board of Directors to vote by mail, electronic mail, or telephone on any matter that the membership of the Board of Directors may vote on.

#### Bylaw 304. LIMITATION

An individual may vote at any meeting of SC Youth Soccer in only one capacity. Subpart B—State Council

#### Bylaw 311. COMPOSITION AND GENERAL AUTHORITY

Section 1. SC Youth Soccer has a State Council that is composed of representatives of Clubs and the SC Youth Soccer Board of Directors. The representatives from a Club must be a member of their Board of Directors or hold a written proxy from the Club President and may represent only one Club at this meeting.

Section 2. The State Council has the authority to elect the following officers:

- (1) President
- (2) Vice President
- (3) Secretary; (4) Treasurer;
- (5) District Representatives: by membership within the district

#### Bylaw 312. ANNUAL GENERAL MEETINGS

Section 1. The State Council shall hold an annual general meeting each seasonal year. Section 2. SC Youth Soccer shall provide to each Organization Member and the Board of Directors—

- (1) at least 30 days before the date of the meeting, notice of the annual meeting, giving the date, time, and location of the meeting; and
- (2) at least 30 days before the date of the meeting, a proposed agenda.

#### Bylaw 313. SPECIAL MEETINGS

Section 1. (a) A special meeting of the State Council may be called at any time on request of—

- (1) the President of SC Youth Soccer; or
- (2) a majority of the Board of Directors;

(b) The request shall state the business items to be considered at the special meeting. No other items may be considered at the meeting.

Section 2. Notice of a special meeting shall be provided to each Club and the Board of Directors at least 30 days before the date of the meeting. The meeting must be held within 60 days of the request by the President or majority of Board of Directors.

#### Bylaw 314. PLACE OF MEETING

The Board of Directors may designate any place within the State of South Carolina as the place of meeting for a meeting of the State Council.

#### Subpart C—Districts

#### Bylaw 321. GENERAL REQUIREMENTS

Section 1. SC Youth Soccer has the following 3 geographic districts: District 1 (Piedmont District), District 2 (Mid-State District), and District 3 (Coastal District).

Section 2. Each Club shall be a member of the District within whose geographic boundaries it is located.

Section 3. Each League shall be a member of the District within whose geographic boundaries its chief administrative officer or President resides.

#### Bylaw 322. GEOGRAPHIC BOUNDARIES OF DISTRICTS

Section 1: The Piedmont District is defined as - East of Georgia /South Carolina border. West of US 321 from NC border to SC 121 at Chester. SC 121 from Chester to Johnston. US 25 from Johnston to I - 20. North of I - 20. South of the SC/Georgia border.

Section 2: The Mid-State District is defined as - Eastern boundary of Piedmont District west of I – 95, North of the SC/Georgia border. South of the NC / SC border.

Section 3: The Coastal District is defined as - East of I – 95 except for the inclusion of the counties of Chesterfield, Marlboro and Darlington, West of the Atlantic Ocean. North of the SC/Georgia border. South of the NC / SC border.

Section 4. The districts may be realigned or new districts established by a two-thirds vote of the Board of Directors.

### PART IV—OFFICERS AND BOARD OF DIRECTORS

#### Subpart A—Officers

#### Bylaw 401. OFFICERS

Section 1. The officers of SC Youth Soccer elected by the State Council are the President, Vice President, Secretary, Treasurer and the District Representatives.

#### Bylaw 402. ELECTIONS

Section 1. The President and Secretary of SC Youth Soccer are elected for terms of two (2) years at the annual State Council meeting of SC Youth Soccer held in even-numbered years. The Vice President and Treasurer of SC Youth Soccer are elected for terms of two (2) years at the annual State Council meeting of SC Youth Soccer held in odd-numbered years.

Section 2. District Representatives for the Coastal and Piedmont District are elected in odd years. District Representative for MidState and any additional District are elected in even years.

Section 3. An officer referred to in this bylaw commences the officer's term of office after the adjournment of the meeting at which the officer was elected or appointed, or, if filling a vacancy before the expiration of a term of office, immediately after elected to fill the vacancy.

#### Bylaw 403. DUTIES OF STATE AND DISTRICT OFFICERS

Section 1. The President of SC Youth Soccer—

- (1) is the chief executive officer of SC Youth Soccer;
- (2) shall administer the affairs of SC Youth Soccer with the concurrence of the Board of Directors;
- (3) shall serve as chairman of all meetings of the State Council and Board of Directors; (4) shall establish SC Youth Soccer committees and make committee appointments as provided by Bylaws 501 and 502;
- (5) may execute instruments for SC Youth Soccer that the Board of Directors authorizes to be executed;
- (6) shall be authorized to sign all checks and official papers for SC Youth Soccer; and
- (7) shall perform other responsibilities assigned by the Board of Directors.

Section 2. The Vice President of SC Youth Soccer shall

- (1) assist the President of SC Youth Soccer;
- (2) assume the duties of the President when the President is absent, cannot act, or refuses to act;
- (3) be the Chairperson of the Discipline and Appeals Committee; and
- (4) perform other responsibilities assigned by the Board of Directors or the President

Section 3. The Secretary of SC Youth Soccer shall—

- (1) give proper notice of all SC Youth Soccer meetings;
- (2) ensure that minutes of meetings of the State Council and the Board of Directors are taken and published;
- (3) ensure the proper custody of the records and seal of SC Youth Soccer;
- (4) be responsible for seeing that the corporate seal is affixed to all documents as authorized;
- (5) ensure that a record is kept of the name and address and other information of each Member, Director, officer, and employee of SC Youth Soccer; and
- (6) perform other responsibilities assigned by the Board of Directors or the President

Section 4. The Treasurer of SC Youth Soccer shall—

- (1) direct the keeping of full and accurate accounts of receipts and disbursements of SC Youth Soccer, with the accounts being maintained at the state office of SC Youth Soccer to the extent approved by the Treasurer in accordance with the financial policies of SC Youth Soccer;
- (2) oversee the preparation of financial statements on a monthly basis, with additional statements being prepared as directed by the Board of Directors;
- (3) in accordance with the financial policies of SC Youth Soccer, secure an independent audit of the financial accounts and transactions of SC Youth Soccer;

(4) assist the Board of Directors in reviewing a proposed annual budget for SC Youth Soccer if requested by the Board of Directors;

(5) prepare papers regarding the tax exempt status of SC Youth Soccer; and

(6) perform other responsibilities assigned by the Board of Directors or the President

Section 5. Each District Representative must reside in their District

1) Perform responsibilities assigned by the Board of Directors or the President

#### Bylaw 404. REMOVAL

Section 1. Any officer referred to in Bylaw 401, or the Immediate Past President when serving as a member of the Board of Directors, or any member of the Board of Directors may be removed from office by a two-thirds vote of the Board of Directors.

Section 2. Any member of the Board of Directors who is not present for more than one-half of the scheduled Board of Directors meetings during the seasonal year shall be removed from office. This includes excused and unexcused absences.

Section 3. Any individual removed from the Board of Directors under Bylaw 404, Section 3, may apply in writing for reinstatement to the SC Youth Soccer President. Approval for reinstatement shall require a two-thirds vote of the Board of Directors.

#### Bylaw 405. VACANCIES

Section 1. If the office of President of SC Youth Soccer becomes vacant for any reason, the Vice President shall become the President of SC Youth Soccer for the balance of the term.

Section 2. If the office of Vice President, Secretary, or Treasurer or a District Representative of SC Youth Soccer becomes vacant for any reason, the remaining members of the Board of Directors shall elect an individual to the office to fill the balance of the term.

#### Bylaw 406. RESTRICTIONS

No officer referred to in Bylaw 401 nor any Member of the Board of Directors or any District Officer may:

(1) receive compensation (except for reimbursement for expenses) for services as an officer;

(2) hold office with any Organization Member of SC Youth Soccer or the Federation; or (3) be a paid employee, or receive compensation (except reimbursement for expenses), from SC Youth Soccer or any Organization Member of SC Youth Soccer or the Federation.

(4) may be related by blood or marriage to any other serving member of the Board of Directors, the Executive Director or the Director of Coaching.

Subpart B—Board of Directors

## Bylaw 411. COMPOSITION AND GENERAL AUTHORITY

Section 1. (a) SC Youth Soccer has a Board of Directors. The Board of Directors is composed of the President, Vice President, Secretary, Treasurer, three District Representatives, Rules & Compliance Officer and the Executive Director (ex officio, non- voting).

(b) Each voting member of the Board of Directors has one vote, except that the individual presiding at a Board meeting may vote only in case of a tie or when voting by ballot.

(c) Executive Director is an ex-officio (non-voting) member of the Board of Directors.

Section 2. Except as otherwise provided in these bylaws, the Board of Directors shall –

(1) manage the affairs of SC Youth Soccer;

(2) enforce the bylaws, rules, policies, and procedures of SC Youth Soccer; (3) prepare for each annual meeting—

(A) a complete report on the activities of SC Youth Soccer since the last annual meeting;

(B) a proposed budget for the next fiscal year if requested by the Board of Directors ; and

(C) a complete financial report.

Section 3. The Rules & Compliance Officer shall be elected by the Board of Directors in even numbered years, and shall serve two-year terms.

(1) The Rules and Compliance Officer shall chair the State Rules and Compliance Committee.

## Bylaw 412. MEETINGS

Section 1. The Board of Directors shall hold at least four regular meetings each seasonal year. The Board shall establish the time, place, and location of the meetings. At least 30 days prior written notice must be provided for regular meetings.

Section 2. (a) The Board of Directors may hold special meetings called at the request of the President of SC Youth Soccer or by a majority of the Board of Directors. The request shall state the business items to be considered at the special meeting. No other items may be considered.

(b) At least seven (7) days' notice of a special meeting shall be provided to all members of the Board of Directors before the date of the meeting.

Section 3. Proxies are not permitted at meetings of the Board of Directors.

## PART V—COMMITTEES

### Bylaw 501. STANDING COMMITTEES

Section 1. SC Youth Soccer has the following standing committees:

(1) Rules and Compliance Committee - Minimum 3 members - Rules and Compliance Officer as non-voting Chairperson except in case of a tie.

(2) Discipline and Appeals Committee - Minimum 3 members (the preference shall be one person from each district) - Vice President as non-voting Chairperson

(3) Finance Committee - Minimum 3 members - Treasurer Chairperson.

- (4) Risk Management Committee - President, Vice President (Chair), Treasurer, and Secretary
- (5) Coaching Committee - Minimum 3 members

Section 2. Except as otherwise provided in these bylaws, the President shall nominate the members of each standing committee and the Board of Directors shall approve those appointments and prescribe the responsibilities of each standing committee.

Section 3. Members of the standing committees shall be appointed annually. A committee member continues to serve until a successor has been appointed.

#### Bylaw 502. SPECIAL COMMITTEES

Subject to the approval of the Board of Directors, the President of SC Youth Soccer may establish special committees, appoint the members and chairperson of each of those committees, and prescribe the responsibilities of each.

#### Bylaw 503. RESTRICTION

No member of a committee may receive compensation (except reimbursement for expenses) for services performed as a committee member.

### PART VI—ADMINISTRATIVE

#### Section 1 Administrative Operations

- (1) Executive Director. The conduct of business and the management of the affairs of SCYSA shall be under the direction of the Executive Director.
- (2) Accountability. The Executive Director shall be employed by the Board of Directors and report to the Board of Directors.
- (3) Duties. The Executive Director shall:
  - a. Be responsible for the complete management of the operations of the Organization under the direction of the Board of Directors.
  - b. Be responsible for the employment of such personnel as required to carry out the operations of SCYSA provided that such employment falls within the constraints established by the budget and the personnel policies approved by the SCYSA Board of Directors.
  - c. Establish Committees and Committee members as needed, with consultation from the President and the approval of the Board.
  - d. Serve as an ex-officio member of all committees.
  - e. Perform such other duties as may be stated in these Bylaws and the other SCYSA governing documents, the policies and procedures, the personnel policies established by the Board of Directors and as may be directed by this Board or the SCYSA President.

Section 2. All accounts, books, and records of SC Youth Soccer are open for inspection by the Board of Directors.

## Bylaw 603. INDEMNIFICATION

Section 1. SC Youth Soccer shall indemnify each of its present or former directors, officers, employees, or official representatives, or any person who is or was serving another entity in any capacity at the request of SC Youth Soccer against all expenses actually and reasonably incurred by the person (including judgments, costs, and counsel fees) in connection with the defense of any pending or threatened litigation to which that person is, or is threatened to be made, partly because that person is or was serving in such a capacity. This right of indemnification may also apply to expenses of litigation which is compromised or settled, including amounts paid in settlement, if SC Youth Soccer approves the settlement as provided in section 2 of this bylaw. Such a person shall be indemnified if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of SC Youth Soccer. The termination of any litigation by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner the person reasonably believed to be in or not opposed to the best interests of SC Youth Soccer.

Section 2. Any amount payable as indemnification under this bylaw may be paid by SC Youth Soccer on a determination by the Board of Directors, not including those members who have incurred expenses in connection with the litigation for which indemnification is sought, that the person in question met the standard of conduct provided for under section 1 of this bylaw.

Section 3. Any expenses incurred by a qualified person in connection with the defense of any litigation may be paid by SC Youth Soccer in advance of a final disposition of the litigation on receipt of a written commitment by that person to repay the amount advanced if it is determined under section 2 of this bylaw that that person is not entitled to indemnification under this bylaw.

Section 4. The Board of Directors may authorize the purchase of insurance on behalf of any person that may potentially be indemnified under this bylaw. That insurance may include indemnification for those persons for expenses of a kind not subject to indemnification under this bylaw.

## PART VII—GRIEVANCES, DISPUTES, AND APPEALS

### Bylaw 701. HEARING PROCEDURES

Section 1. In all hearings conducted under these bylaws, the parties shall be accorded:

1. notice of the specific charges or alleged violations in writing and possible consequences if the charges are found to be true;
2. at least ten (10) days between receipt of the notice of charges and the hearing within which to prepare a defense;
3. the right to have the hearing conducted at a time and place so as to make it practical for the person charged to attend;
4. a hearing before a disinterested and impartial body of fact-finders;
5. the right to be assisted in the presentation of one's case at the hearing, by attorney or other third party representative;
6. the right to call witnesses and present oral and written evidence and argument;
7. the right to confront complainant and witnesses against them, including the right to be provided the identity of witnesses at least five (5) days in advance of the hearing;
8. the right to have a record made of the hearing if desired at their own cost;

9. a written decision, with reasons for the decision, based solely on the evidence of record, issued within ten (10) days of the hearing;

10. notice of any substantive and material action of the hearing panel in the course of the proceedings; and

11. quality concerning communications.

Section 2. All evidence shall be presented at the hearing unless otherwise requested by the hearing committee. No ex parte communication is permitted between a party and any person involved in making its decision or procedural determination. All communications regarding the matter must be submitted to all members of the hearing committee.

#### Bylaw 702. RESOLUTION OF DISPUTES

Section 1. A dispute between Organization Members shall be resolved by a special commission of the Board of Directors as follows:

(1) Any Organization Member involved in a dispute between or among Organization Members shall submit a written petition to the Board of Directors for the resolution of any dispute between or among Organization Members. The president, vice president, or any two members of the board of directors of a member of an Organization Member may submit a written petition to the Board of Directors for the resolution of a dispute within the Organization Member.

(2) Within 30 days of receiving the petition, the President of SC Youth Soccer, in consultation with the Board of Directors, shall appoint a special commission composed of 3 or 5 members.

(3) Each special commission may prescribe appropriate procedures for resolving the dispute, except that a hearing shall be conducted within 90 days of receipt of the petition, and a written decision or resolution shall be issued within 120 days of receipt of the petition. The hearing shall follow the same standards detailed in Bylaw 701 above.

(4) The decision of the special commission is final and binding on all parties.

(5) The Chair may require the disputing parties to participate in mediation before the appointment of the special commission, in which case the deadlines provided in paragraph (3) are extended by not more than 30 days.

Section 2. With respect to all other disputes, SC Youth Soccer

(1) favors the resolution of disputes through mediation whenever possible;

(2) shall provide for the prompt resolution of disputes; and

(3) shall prescribe policies to carry out this section.

#### Bylaw 703. EXHAUSTION OF REMEDIES

Section 1. No Member of SC Youth Soccer, official, league, club, team, player, coach, administrator or referee may invoke the aid of the courts in the United States or of a state without first exhausting all available remedies within the appropriate soccer organizations, and as provided within SC Youth Soccer.

Section 2. For a violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to SC Youth Soccer for all expenses incurred by SC Youth Soccer and



its officers and members of the Board of Directors in defending each court action, including but not limited to the following: court cost; attorney's fees; reasonable compensation for time spent by SC Youth Soccer officials and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances; travel expenses; and expenses for holding special Board of Directors meetings necessitated by court action.

#### Bylaw 704. RECOVERY OF GRIEVANCE EXPENSES

Section 1. In this section, "party" means a Member of SC Youth Soccer, official, league, club, team, player, coach, administrator, or referee.

Section 2. If a party brings a grievance against SC Youth Soccer and does not prevail in the grievance, that party shall be liable to SC Youth Soccer for expenses incurred by SC Youth Soccer and its officials and staff in defending the grievance, including but not limited to the following:

- (1) grievance costs;
- (2) attorney's fees;
- (3) reasonable compensation for time spent by SC Youth Soccer officials and staff in responding to and defending against allegations involved in the grievance, including responses to discovery and appearances regarding the grievance; and
- (4) travel expenses.

Section 3. If the party fails to pay to SC Youth Soccer the expenses due under Section 2 of this bylaw, the party may be suspended or the party's membership or position terminated in SC Youth Soccer.

#### PART VIII—AMENDMENTS TO BYLAWS

##### Bylaw 801. PROPOSING AMENDMENTS

Any proposed amendment to the charter or bylaws of SC Youth Soccer may be made by—

- (1) an Organization Member; (2) the Board of Directors;
- (3) a member of the Board of Directors;
- (4) a district; or
- (5) a committee of SC Youth Soccer.

##### Bylaw 802. ADVANCE NOTICE

Section 1. Any proposed amendment to the bylaws of SC Youth Soccer must be submitted in writing to the Rules and Compliance Committee at least 60 days in advance of the Annual State Council meeting.

Section 2. Each proposed amendment received in compliance with Section 1 of this bylaw shall be sent in writing by SC Youth Soccer to the Board of Directors at least 30 days in advance of the Annual Board of Directors meeting.

**Bylaw 803. VOTING REQUIREMENTS**

Any amendment to the charter or bylaws of SC Youth Soccer requires a two-thirds vote of the State Council and must be made available to review by SC Youth Soccer members at least 30 days prior to AGM/State Council meeting by any available means.

**Bylaw 804. PRIORITY**

In the event of a conflict between the bylaws of SC Youth Soccer and the articles of incorporation, bylaws, policies, and requirements of the Federation, the articles, bylaws, policies, and requirements of the Federation govern.

**Bylaw 805. EFFECTIVE DATE**

Unless otherwise provided, any amendment to the bylaws of SC Youth Soccer is effective on that September 1 that occurs immediately after the amendment is adopted.