

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 SCYSA are as stated in the charter of SCYSA.

Section 2. SCYSA is established as a nonprofit and educational organization.

Bylaw 103. FEDERATION MEMBERSHIP

SCYSA 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 SCYSA and the members of SCYSA 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) SCYSA 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 SCYSA and its members to the extent applicable under state law, and SCYSA and its members will abide by those articles, bylaws, policies, and requirements.
- (4) SCYSA will not join any organization that has requirements that conflict with the Federation's articles, bylaws, policies, and requirements.
- (5) SCYSA 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) SCYSA and its members will abide by the Federation's articles, bylaws, policies, and requirements on interplay.
- (7) SCYSA 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 SCYSA shall be reported to its membership, or their authorized representatives, at least once each year at a meeting of the membership, with at least 15 days notice in advance of the meeting.
- (9) SCYSA shall provide to the Secretary General of the Federation an annual report on the activities of SCYSA and the most current annual financial statements within 90 days after the start of the Federation's seasonal year.
- (10) SCYSA will (a) provide annually to the Federation copies of the SCYSA constitution, bylaws, and other governing documents, (b) submit changes to those documents to the Federation for approval not later than 90 days after adoption, and (c) make copies of those documents available to its members.
- (11) SCYSA 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 SCYSA and its members may be appealed to the Federation's Appeals Committee that shall have jurisdiction to approve.

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

(13) SCYSA 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 SCYSA).

(14) SCYSA will allow the Federation to review the documents and procedures of SCYSA, 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 SCYSA shall be selected without regard to that individual's race, color, religion, national origin, or sex.

Section 3. SCYSA 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 SCYSA 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 SCYSA 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 SCYSA, any of its trade names including SC YOUTH SOCCER and SCYSA, or any of its logos except as provided under these bylaws or except with the express written consent of SCYSA.

Section 2. The colors of SCYSA 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 SCYSA:

(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 SCYSA established under Bylaw 411.

(3) A "Club" is an organization that is a member of SCYSA and that has an identifiable membership of at least one hundred (100) youth soccer players within a territory determined by the SCYSA Board of Directors. This organization is in place to carry out SCYSA's programs for youth players. Groups seeking membership in SCYSA 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) "District" means one of those districts established under Bylaw 322.

(5) "District Council" means a council referred to in Bylaw 323.

(6) "District Officers" means the officers referred to in Bylaw 324.

(7) "Federation" means the United States Soccer Federation, Inc.

(8) "FIFA" means the Federation Internationale de Football Association of which the Federation is the national association member for the United States.

(9) "Individual Member" means an individual who is a member as provided under Bylaw 231.

(10) "League" means an organization consisting of four or more teams, for the purpose of playing under a common set of administrative and competition rules.

(11) "Organization Member" means an organization that is classified as such a member of SCYSA as provided by Bylaw 202.

(12) "SCYSA" means the South Carolina Youth Soccer Association.

(13) "State Council" means the State Council of SCYSA 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 SCYSA 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

SCYSA has the following categories of membership:

(1) Organization Members composed of the following classifications of members:

(A) Club

(B) League

(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 SCYSA must submit a written application for membership to the SCYSA 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. The SCYSA District Commissioner shall immediately submit the application and accompanying documents to the Rules and Compliance Officer for review. The District Commissioner may recommend the Rules and Compliance Officer to suspend the application until the application and accompanying documents are changed to comply with requirements of SCYSA and the Federation. On completion of the Rules and Compliance Officer's review of the application, he/she 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 at the beginning of the next seasonal year. Membership renews each seasonal year for members in good standing upon receipt of all affiliation forms by SCYSA.

Section 2. Membership in SCYSA is not transferable or assignable. Membership terminates when SCYSA dissolves, the Organization Member dissolves, or the Individual dies, or as 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 SCYSA. 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 SCYSA as a new member of SCYSA 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 SCYSA 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 SCYSA with respect to SCYSA's internal operations and the administration of SCYSA programs;
- (3) submit to SCYSA 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 SCYSA 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 shall—

- (1) register with SCYSA all of its players, coaches, and administrators participating with SCYSA;
- (2) provide SCYSA at least once each seasonal year the names and addresses of its players, coaches, and administrators;
- (3) require that each organization member of SCYSA register every individual player, coach, team and administrator that is sponsored, financed, coached, organized or administered by that Club with an organization member of USSF.
- (4) Reasonable proof of membership must be submitted to SCYSA 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 advanced levels; and
- (6) comply with requirements pertaining to District, State, regional, interstate, national, and international competition and other competitions approved or sponsored by SCYSA and as required by the Federation.

Section 2. SCYSA and each Organization Member is 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 SCYSA 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 SCYSA—

- (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 SCYSA.

Subpart D—Fees

Bylaw 241. FEES

Section 1. Each Organization Member shall pay to SCYSA annual fees recommended by the Board of Directors.

Section 2. Each Individual Member shall pay to SCYSA annual fees recommended 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 SCYSA 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 SCYSA. 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 SCYSA, 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 SCYSA; or
- (2) the member has not complied with the requirements of its membership in SCYSA.

(b) The Board of Directors may act under subsection (a) of this section to suspend or terminate a member only after a hearing, reasonable notice to the member of the time and place of the hearing, and providing the member with a reasonable opportunity to present evidence in support of the member's position.

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

Bylaw 252. SUSPENSION BECAUSE OF LITIGATION

Section 1. Any person participating in a SCYSA program, or in a program of an Organization Member, who becomes a defendant in litigation detrimental to the welfare of youth players or litigation based on activities detrimental to the welfare of youth players, shall be suspended from all soccer-related activities. Suspensions under this bylaw shall be determined by the SCYSA Board of Directors. Matters detrimental to the welfare of youth players shall include crimes of moral turpitude and felonies. The person has a right to appeal the suspension only over whether the matter which is the substance of the accusation, if true, is detrimental to the welfare of youth players.

Section 2. On completion of the litigation, the suspended person may inform the SCYSA Board of Directors that the litigation has been completed and request that the suspension be terminated and the person reinstated. SCYSA 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 SCYSA, fine the person, terminate all membership of that person with SCYSA and its members, or any combination of those authorized penalties.

Bylaw 253. RESIGNATIONS

Any Member may resign from SCYSA by submitting a written resignation to SCYSA. The resignation need not be accepted by SCYSA 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 SCYSA may submit a written request for reinstatement to the SCYSA President. 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) 100–500 players - 1 vote
- (2) 501–1,000 players - 2 votes
- (3) 1,001 or more players - 3 votes

(b) (1) At each State Council Annual General Meeting and District Council Annual General Meeting, the number of votes of a Club is determined by the number of players registered by the Club with SCYSA 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 or the District Council Annual General Meeting.

(2) At State Council Annual General Meetings and District Council Annual General Meetings, 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 even if not all of its representatives are present.

(c) Subsections (1) (a) and (1) (b) of this bylaw apply to all other voting at meetings of a District Officer Cabinet unless otherwise provided for by the District Officers Cabinet.

Section 2. No Organization Member having a vote at a meeting of the State Council or any District 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. Existing Clubs with less than 100 players as of August 31, 1999, shall be grand-fathered as Clubs, and shall have one vote at State Council Annual General Meetings and District Council Annual General Meetings, until August 31, 2002. At this time the grandfather clause will no longer be recognized and clubs that were in this category will not have a vote at the State or District Council meeting unless they meet the 100 or greater player requirement. New Clubs with 99 or fewer registered players in any year may be granted provisional status for that year by a majority vote of the Board of Directors, but will not be allowed to vote at State Council Annual General Meetings or District Council Annual General Meetings.

Bylaw 302. OFFICERS

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

Section 2. The President (if not chairing the meeting), the Immediate Past President (when this position is filled), Vice President, Secretary, Treasurer, and District Commissioners are entitled to one vote each at State Council Annual General Meetings.

Section 3. The District Commissioner (if not chairing the meeting), District Vice Commissioner, and District Secretary are entitled to one vote each at their District Council Annual General Meeting.

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 SCYSA in only one capacity.

Subpart B—State Council

Bylaw 311. COMPOSITION AND GENERAL AUTHORITY

Section 1. SCYSA has a State Council that is composed of representatives of Clubs and the Board of Directors.

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

- (1) President;
- (2) Vice President;
- (3) Secretary;
- (4) Treasurer;

Bylaw 312. ANNUAL GENERAL MEETINGS

Section 1. The State Council shall hold an annual general meeting each seasonal year.

Section 2. SCYSA 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.

Section 3. The order of business at the annual general meeting shall be as follows:

- (1) roll call
- (2) credentials
- (3) elections
- (4) adjournment.

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 SCYSA; 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 within 14 days of the call. The meeting must be held within 60 days of the call.

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. SCYSA has the following 3 administrative, 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, but not to exclude the Florence Soccer Association. North of the SC/Georgia border. South of the NC / SC border.

Section 3: The Coastal District is defined as - East of I - 95. 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.

Bylaw 323. DISTRICT COUNCILS

Section 1. Each District shall have a District Council composed of the District Commissioner, the District Vice-Commissioner, the District Secretary, and representatives from each Club within the District and any committees necessary to administer the district. Committee members are not voting members of the District Council.

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

- (a) District Commissioner;
- (b) District Vice-Commissioner;
- (c) District Secretary;

Section 3. The District Council shall hold an annual general meeting each seasonal year.

(a) The District shall provide to each Organization Member and the District Officers—

- (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.

(b) The order of business at the annual general meeting shall be as follows:

- (1) roll call
- (2) credentials
- (3) elections
- (4) adjournment.

Bylaw 324. DISTRICT OFFICERS CABINET

Section 1. Each District shall have a District Officers Cabinet composed of the District Commissioner, the District Vice-Commissioner, the District Secretary, and the District Cups & Games Manager.

Section 2. Each District Officer Cabinet must do the following:

- (1) comply with all bylaws, policies, and requirements of SCYSA;
- (2) ensure that each Club of SCYSA register every individual player, coach, team and administrator that is sponsored, financed, coached, organized or administered by that Club, with an organization member of USSF. Reasonable proof of membership must be submitted to SCYSA to show such membership exists with other organization members of USSF;
- (3) ensure that each Organization Member of the district and the members and administrators of each of those Organization Members complies with the bylaws, policies, and requirements of SCYSA;
- (4) within 30 days after any meeting or action approved without a meeting, submit to SCYSA any changes to its rules or policies and report on other actions taken; and
- (5) administer Cup play at the District level, and any league established by the District.

Section 3. Each District shall administer such other programs instituted by SCYSA or the District.

Bylaw 325. DISTRICT OFFICER MEETINGS

Section 1. (a) Each District shall hold at least 1 regular District Officer meetings each seasonal year. Notices of the regular meetings shall be provided to the District Officers of the district at least 30 days in advance of the date of the meeting;

(b) The District Commissioner shall provide to each District Officer of the District— at least 10 days before the date of a regular meeting, notice of the regular meeting, giving the date, time, and location of the meeting; and

(c) Any business item to be presented at a regular meeting must be submitted in writing to the District Commissioner at least 10 days before the date of the meeting.

Section 2. (a) A special meeting of the District Officers may be called at any time on request of—

- (1) the District Commissioner of the district; or
- (2) a majority of the District Officers of the district.

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

(c) The meeting must be held within 10 days of the call.

Section 3. The District Officers may designate any place in South Carolina as the place of meeting for a District Officers meeting.

PART IV—OFFICERS AND BOARD OF DIRECTORS

Subpart A—Officers

Bylaw 401. OFFICERS

Section 1. The officers of SCYSA elected by the State Council are the President, Vice President, Secretary, and Treasurer.

Section 2. The officers of a District elected by the District Council are the District Commissioner, the District Vice-Commissioner, and the District Secretary.

Bylaw 402. ELECTIONS

Section 1. The President and Secretary of SCYSA are elected for terms of 2 years at annual general meetings of SCYSA held in even-numbered years. The Vice President and Treasurer of SCYSA are elected for terms of two years at annual general meetings of SCYSA held in odd-numbered years.

Section 2. Each District Commissioner and District Secretary is elected for a term of 2 years at the District Council Annual General Meeting in even numbered years. Each District Vice-Commissioner is elected for a term of 2 years at the District Council Annual General Meeting in odd numbered years. District Cups and Games Manager is appointed each year.

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 SCYSA—

- (1) is the chief executive officer of SCYSA;
- (2) shall administer the affairs of SCYSA 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 SCYSA committees and make committee appointments as provided by Bylaws 501 and 502;
- (5) may execute instruments for SCYSA that the Board of Directors authorizes to be executed;
- (6) shall be authorized to sign all checks and official papers for SCYSA; and
- (7) shall perform other responsibilities assigned by the Board of Directors.

Section 2. The Vice President of SCYSA shall—

- (1) assist the President of SCYSA;
- (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 SCYSA shall—

- (1) give proper notice of all SCYSA 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 SCYSA;
- (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 SCYSA; and
- (6) perform other responsibilities assigned by the Board of Directors or the President.

Section 4. The Treasurer of SCYSA shall—

- (1) direct the keeping of full and accurate accounts of receipts and disbursements of SCYSA, with the accounts being maintained at the state office of SCYSA to the extent approved by the Treasurer in accordance with the financial policies of SCYSA;
- (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 SCYSA, secure an independent audit of the financial accounts and transactions of SCYSA;
- (4) assist the Board of Directors in reviewing a proposed annual budget for SCYSA;
- (5) prepare papers regarding the tax exempt status of SCYSA; and
- (6) perform other responsibilities assigned by the Board of Directors or the President.

Section 5. Each District Commissioner—

- (1) shall direct the business of the district;
- (2) shall preside at District Council and District Officer meetings;
- (3) prepare and submit a budget for the use of funds from SCYSA to the Board of Directors for its review;

Section 7. Each District Secretary shall—

- (1) give proper notice of all District meetings;
- (2) ensure that minutes of meetings of the District Council and the District Officers are taken and published;
- (3) ensure the proper custody of the records of the district;
- (4) ensure that a record is kept of the name and address and other information of each Member, officer, and employee of the district; and
- (5) perform other responsibilities assigned by the District Officers or the District Commissioner.

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 District Officer may be removed from office by a two-thirds vote of the District Officers or the Board of Directors.

Section 3. 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 4. Any individual removed from the Board of Directors under Bylaw 404, Section 3, may apply in writing for reinstatement to the SCYSA 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 SCYSA becomes vacant for any reason, the Vice President shall become the President of SCYSA for the balance of the term.

Section 2. If the office of Vice President, Secretary, or Treasurer of SCYSA 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.

Section 3. If the office of District Commissioner of a district becomes vacant, the District Vice-Commissioner of the district shall fill the vacancy for the balance of the term.

Section 4. If the office of District Vice Commissioner or District Secretary becomes vacant for any reason, the remaining members of that District Officers Cabinet 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 SCYSA or the Federation; or
- (3) be a paid employee, or receive compensation (except reimbursement for expenses), from SCYSA or any Organization Member of SCYSA or the Federation.

Subpart B—Board of Directors

Bylaw 411. COMPOSITION AND GENERAL AUTHORITY

Section 1. (a) SCYSA has a Board of Directors. The Board of Directors is composed of the President, Vice President, Secretary, Treasurer, the 3 District Commissioners, Director of Cups & Games, Registrar, State ODP Administrator, Rules & Compliance Officer, State Youth Recreation Director, and the Member at Large (as provided by Section 3 of this bylaw).

(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.

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

- (1) manage the affairs of SCYSA;
- (2) enforce the bylaws, rules, policies, and procedures of SCYSA;
- (3) prepare for each annual meeting—

- (A) a complete report on the activities of SCYSA since the last annual meeting;
- (B) a proposed budget for the next fiscal year; and
- (C) a complete financial report.

Section 3. The Immediate Past President of SCYSA shall serve a 2-year term on the Board of Directors as Member at Large on the expiration of the individual's term as President. Thereafter, the Member at Large is elected by the Board of Directors each year. An individual removed as President or Member at Large under Bylaw 404 is not a member of the Board of Directors, and the position of Member at Large is elected by the Board of Directors.

Section 4. The Director of Cups & Games, State ODP Administrator, and the Rules & Compliance Officer shall be elected by the Board of Directors in even numbered years, and shall serve two-year terms.

- (1) The Director of Cups and Games shall be the Chairperson of the Cups and Games Committee, and oversee and approve permission to host tournaments.
- (2) The State ODP Administrator shall be responsible for the Olympic Development Program for both Boys and Girls.
- (3) The Rules and Compliance Officer shall chair the State Rules and Compliance Committee.

Section 5. The Registrar and the State Youth Recreation Director shall be elected by the Board of Directors in odd numbered years, and shall serve two-year terms.

- (1) The Registrar shall maintain a complete list of all SCYSA leagues, clubs, teams, players, and coaches. The Registrar shall be responsible for providing the Treasurer with an accurate count of all registered players in a timely manner. The Registrar shall be responsible for SCYSA meeting all registration deadlines set by US Youth Soccer and the Federation.
- (2) The State Youth Recreation Director shall promote and coordinate the SCYSA State Youth Recreational programs and shall be chairperson of the State Youth Recreational 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 SCYSA 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) Reasonable 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. SCYSA 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 - Vice President as non-voting Chairperson, except in case of a tie.
- (3) Budget Committee - Minimum 3 members - Treasurer Chairperson.
- (4) Cups and Games Committee - Minimum 4 members - Director of Cups & Games as Chairperson
- (5) State Youth Recreation Committee - 4 members - Chairperson State Youth Recreation Director
- (6) Risk Management Committee - President, Vice President (Chair), Treasurer, and Secretary
- (7) Coaching Committee - Minimum 3 members
- (8) Referee Committee - Minimum 3 members
- (9) Registration Committee – Minimum 3 members, including at least one (1) member from each of the three (3) districts – State Registrar Chairperson

Section 2. Except as otherwise provided in these bylaws, the President shall appoint 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 SCYSA 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

Bylaw 601. FISCAL YEAR BUDGET

The Budget Committee shall prepare a proposed budget for SCYSA for the next fiscal year. The Committee shall submit its proposed budget to the Board of Directors for approval.

Bylaw 602. ACCOUNTS, BOOKS, AND RECORDS

Section 1. SCYSA shall maintain adequate and correct accounts, books, and records of its business and properties. All of those accounts, books, and records shall be kept at the state office of SCYSA, or with the Treasurer in accordance with Bylaw 403 Section 4 (1).

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

Bylaw 603. INDEMNIFICATION

Section 1. SCYSA 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 SCYSA against all expenses actually and reasonably incurred by the person (including judgments, costs, and counsel fees) in connection with the defence of any pending or threatened litigation to which that person is, or is threatened to be made, party 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 SCYSA 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 SCYSA. 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 SCYSA.

Section 2. Any amount payable as indemnification under this bylaw may be paid by SCYSA 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 defence of any litigation may be paid by SCYSA 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. GENERAL REQUIREMENTS

Section 1. Each Organization Member shall have grievances, disputes, and appeals provisions in its bylaws, rules, or other document that clearly states the procedures under which adjudication of appeals and other disciplinary matters shall occur.

Section 2. If an Organization Member does not have those procedures required by section 1 of this bylaw, the following procedures apply:

- (1) All parties are entitled to a hearing with proper notification.
- (2) Once a grievance, dispute, or appeal has been properly filed, the chairman of the appropriate entity of the Organization Member shall notify all involved parties within 5 days of receipt of the grievance, dispute, or appeal, the nature of the grievance, dispute, or appeal, the names of all parties, a copy of the grievance, dispute, or appeal, and the date, time, and place of the hearing.
- (3) The conduct of the hearing shall be as determined by the rules of the Organization Member.
- (4) A written record (called the official record) shall be kept of the proceedings.
- (5) A written notification of the decision shall be sent to all involved parties within 7 days of the hearing. This notice shall be sent by certified mail.
- (6) All hearings shall be scheduled to be held within 30 days.

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 SCYSA, 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.
- (4) The decision of the special commission is final and binding on all parties.
- (5) The President 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, SCYSA

- (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 SCYSA, 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 SCYSA.

Section 2. For a violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to SCYSA for all expenses incurred by SCYSA and its officers and members of the Board of Directors in defending each court action, including but not limited to the following:

- (1) court costs;
- (2) attorney's fees;
- (3) reasonable compensation for time spent by SCYSA officials and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances;
- (4) travel expenses; and
- (5) 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 SCYSA 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 SCYSA.

Bylaw 802. ADVANCE NOTICE

Section 1. Any proposed amendment to the bylaws of SCYSA must be submitted in writing to the Rules and Compliance Committee at least 45 days in advance of the Annual Board of Directors meeting.

Section 2. Each proposed amendment received in compliance with Section 1 of this bylaw shall be sent in writing by SCYSA 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 bylaws of SCYSA requires a two-thirds vote of the Board of Directors of SCYSA.

Bylaw 804. PRIORITY

In the event of a conflict between the bylaws of SCYSA 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 SCYSA is effective on that September 1 that occurs immediately after the amendment is adopted.