

By-laws of the Tri-County Soccer Club {as amended April 2009}

Article I. Mission Statement

The mission of Tri-County Soccer Club (hereafter referred to as TCSC) is to provide a significant means of recreation to all children of Anderson, Greenville, and Pickens counties, and the surrounding areas through the sport of soccer, by, developing the skills of individual players, teams and coaches, and enhancing the emotional, physical, social, and educational well-being of these individuals. This club will attempt to create and foster a sports environment, which encourages an attitude consistent with sportsmanship and equal opportunity, accompanied by a sense of self-esteem and fellowship with peers. This mission will be achieved through appropriate age level or ability-range participation. This club will follow the National Standards for Youth Sports (see attachment).

Article II. Members

Section 1. Membership: The membership of the TCSC shall consist of the families of those soccer players who have registered with the TCSC or of any other interested party who pays Club dues. Membership will include but not be limited to families in the tri-county area of Pickens, Anderson, and Greenville Counties. Voting members shall be any interested adult, (18 years of age or over) dues payer and one parent or guardian for each player in good standing, except that families with more than one player shall have only one voting member. To vote, a voting member must be present at the annual meeting, i.e., there are no proxies.

Section 2. Dues: The Board of Directors for TCSC shall set club dues based on the costs of participation for each player for each team per playing season. Dues will be due seasonally on a per-player basis, and anyone wishing to be a member in good standing of TCSC will be required to pay dues. The payment of dues, along with the compliance with all Club rules and requirements, confers membership and voting rights on each member.

Section 3. Annual meetings: There will be at least one general meeting of the members per fiscal year. The President shall designate the time and place of the annual meeting. Notice of this meeting will be published for two consecutive weeks in the newspapers of general circulation in the surrounding area, will be published in the TCSC newsletter in the edition distributed immediately preceding the meeting, and posted at various commercial establishments in the area at the discretion of the Board.

Section 4. Special meeting: Special meetings of the membership may be called by the President, by any three Board members, or by a request of twenty-five percent (25%) of the voting members. All members must be notified of a special meeting, including its time, place, and reason, at least one week in advance by publication in

the newspapers of general circulation in the surrounding area, in the TCSC newsletter in the edition distributed immediately preceding the meeting, if possible, and by posting at various commercial establishments in the area at the discretion of the Board.

Section 5. Quorum: The presence of ten percent (10%) of the voting members shall constitute a quorum for the purpose of transacting business that may come before any meeting of the membership. At any such meeting, a sign-in sheet shall be presented, and any and all voting members must sign the sign-in sheet, so that the presence of a quorum may be established.

Section 6. Good standing of the players: A player shall be in good standing and thus his/her family is entitled to enjoy all the rights and privileges of membership, when the player meets all of the following criteria:

- a) His/her name appears on a roster of a team organized by the TCSC for the playing season in question;
- b) His/her dues for the season have been paid for in full; and,
- c) He/she is not under either probation or suspension imposed by the TCSC.

Section 7. Discipline of players, parents, and Coaches: The Board, by a two-thirds vote of those directors present, shall impose such disciplinary sanctions upon a player or parent or Coach as the Board deems appropriate for violation of the club's rules and regulations. Such sanctions include, but are not limited to probation or suspension.

Probation: Parent/player/Coach is sent a letter of reprimand, which details the infraction(s) and states the probationary period. Any further violation during probationary period will be grounds for suspension. At the end of the probation, the player/parent/Coach will be reinstated to good standing unless otherwise specified by the Board.

Suspension: Parent/player/Coach is sent a letter of reprimand that details the infraction and states the suspension period. Parent/player is not permitted to attend practice or games of the player's team during the remainder of the season (Fall or Spring) or for a longer period if determined by the Board. Player/parent/Coach may petition the Board in writing at the end of that season (or time period) to be reinstated as a member in probationary status.

Expulsion: Parent/player/Coach is sent a letter of reprimand, which details the infraction and states that the parent or player is permanently enjoined from participation in the organization. In the event of a parent expulsion, a player may continue to participate, under such terms as the Board sets forth.

Complaints: The Board may institute disciplinary proceedings on its own initiative, or on the complaint of a third party. However, any sanction imposed (yellow card,

red card, etc.) by the South Carolina Youth League or any other governing body will result in a mandatory proceeding. Initial complaints will be considered by a panel of any three Board members, to be appointed by the President in his sole discretion. Disciplinary proceedings will be open to all members, with deliberations of the panel held in secret. Disciplinary decisions shall be unanimous. Proceedings will be generally modeled on the South Carolina Rules of Civil Procedure, with the Board's taking of evidence, as it deems appropriate. The complainant will have the burden of establishing the grounds of the complaint by a preponderance of the evidence, but there will be a presumption of the need for disciplinary action created by any sanction issued by any official ruling or governing body. Notice of the proceedings will be provided to all interested parties in such ways as the Board shall deem most expedient, but there will be no requirement that the membership at large be notified.

Appeals: Any person appealing a disciplinary ruling of the Board must do so, in writing presented to the President, within 5 days of the Board's ruling. An appeal will operate as a supersedes of any disciplinary action. In the event of an appeal, the Board will hold an evidentiary hearing, with the President serving as hearing officer, and with one Board member serving to represent the Board. Board's findings shall be de novo, with a written order issued. Either the appellant or any Board member may present witnesses, but no person may be compelled to testify. The burden of proof shall shift to the appellant to establish that the sanction imposed was inappropriate by a preponderance of the evidence, and the Board, sitting en banc, will not be bound by the decisions of the initial hearing panel, and may impose any sanction at its disposal. Notice of the hearing of an appeal will be provided to all interested parties in such ways as the Board shall deem most expedient, but there will be no requirement that the membership at large be notified.

Article III. Board of Directors

Section 1. General Powers: The affairs of the club will be managed by its Board of Directors.

Section 2. Number, tenure, and qualifications: The Board of directors will be composed of the nine directors identified in Article IV, plus the member at large. All directors must be members in good standing. Each director will hold office for a term of two years expiring at the next annual meeting.

Section 3. Vacancies: A position will be considered vacant when a director misses three consecutive meetings without giving advance notice and excuse; when a director informs a Board member of his/her resignation; or when the Board votes by a 2/3 majority vote of the remaining Board to suspend or expel a director.

Section 4. Quorum: A majority of the directors will constitute a quorum.

Article IV. Directors

Section 1. Positions. The directors of the club will be the President, Vice-president, the Treasurer, the Registrar and the Secretary, as well as other directors who may be elected in accordance with the provision of this article.

Section 2: Election and term of Directors: With the exception of the Director of Coaching, the directors of the club will be elected bi-annually, (every two years) by the club members at least 60 days prior to the end of the fiscal year. Directors' terms will begin, (June 30th), one month before the end of the fiscal year and last for two full fiscal years. Directors' terms will be set so that the terms of the President, Treasurer and Secretary will expire at the same time on even years and those of Vice President and Registrar will likewise expire at the same time, on odd years, but not all at the same time. The member at large will serve a one year term and shall be filled by the out going president.

Section 3. Removal: Any director elected may be removed by a majority vote of the Board or at a general club meeting whenever in its judgment the best interests of the club would be served thereby.

Section 4. President: The President will be the principal executive officer of the club and will in general supervise and control all of the business and affairs of the club. He shall, when present, preside over all meetings of the membership. He may sign, with the Treasurer or any other proper director of the club authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these by laws or by statute to some other office or agent of the club. He shall also serve as the club's primary liaison to the South Carolina Youth Soccer Association, and in general he will perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors, including, but not limited to establishing committees and appointing their chairmen. The President may appoint, with the concurrence of a majority of the Board, coordinators to oversee various functions within the Club, e.g., the recreational program, the classic program, fund raising, referees, coaches, etc. Any such coordinators report to the Board.

Section 5. Vice – President (Director of Risk Management): In the absence of the President or in the event of his death, inability or refusal to act, the Vice- President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. With the assistance of all board members, Director of Coaching, Coaches, and members shall work to insure a safe environment for all players, coaches and members by inspecting and monitoring fields, goals and equipment to assure they meet TCSC and SCYSA safety standards. This position will also work with SCYSA, Coaches, and Teams to detect child predators, train coaches and managers in appropriate behavior and what is considered inappropriate behavior towards players.

Section 7. Treasurer: At all times the Treasurer will have charge and custody of receipts and be responsible for all funds and securities of the Club, receive and give receipts for moneys due and payable to the club from any source whatsoever, and deposit all such money in the name of the club in such banks, trust companies or other depositories selected. He/she will submit an annual budget to the Board of directors for their consideration and acceptance no later than July 31st of each calendar year. The Treasurer in general will perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of directors. If required by the Board of Directors, the Treasurer will give bond for the faithful discharge of his duties in such sum and with surety or sureties as the Board of Directors determines. Further, in the absence of the President, the Treasurer will preside over meetings of the Board of Directors.

Section 8. Registrar: The Registrar shall work with the team managers and coaches to see that each player is properly registered; submit all registrations to the South Carolina Youth Association; compile a directory of all players; review, prior to tournament attendance, a copy of all tournament registrations submitted by individual teams; and keep all coaches informed as to players ineligible as a result of disciplinary actions taken by the Board.

Section 9. Secretary: The Secretary shall: (a) keep the minutes of the proceedings of the general membership and Board of Directors in one or more books provided for that purpose (b) see that all notices are duly given in accordance with provisions of these Bylaws or as required by law (c) be custodian of all corporate correspondence (d) and in general perform all duties incident to the office of Secretary and such duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Removal, resignation, or retirement of Directors: In the event any Director is removed, resigns, or retires from the Board for any reason, the balance of the Board will convene immediately to consider replacement. The Board will, in its absolute and unfettered discretion, select a replacement Director, to serve out the unexpired term of the removed, resigned, or retired director. The replacement Director may come from the existing Board, or from outside the Board.

Article V. Committees

Section 1. Committees of Directors: The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution by which the committee is created, shall have and exercise the authority of the Board of directors in the management of the club, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws, electing, appointing or removing any members of any such committee or any director of the

club; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation or club; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the club; authorizing voluntary dissolution of the assets of the club; or amending, altering or repealing any resolution of the Board of directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of directors, or any individual director of any responsibility imposed upon it by law. The terms of such committees shall expire by the operation of the resolution creating them, or by the accomplishment of the specific purpose for which the committee was created, or by majority vote of the Board.

Section 2. Other committees: Other committees not having and exercising the authority or the Board of Directors in the management of the club may be appointed in such manner as may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Any members thereof may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interest of the club shall be served by such removal. The terms of such committees shall expire by the operation of the resolution creating them, or by the accomplishment of the specific purpose for which the committee was created, or by majority vote of the Board.

Section 3. Term of office: Each member of a committee shall serve until the next annual meeting of the members of the club and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman: One member of each committee shall be appointed chairman by the President.

Section 5. Vacancies: Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

Section 6. Quorum: Unless otherwise provided in the resolution of the Board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules: Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Article VI. Contracts, Checks, Deposits and Funds.

Section 1. Contracts: The Board of Directors may authorize any director or

directors, agent or agents of the club, in addition to the directors so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the club, and such authority may be general or confined to a specific instance.

Section 2. Checks, drafts, etc.: All checks, drafts, or orders for payment of money, notes or other evidence of indebtedness issued in the name of the club shall be signed by such director or directors, agent or agents of the club and in such manner as shall from time to time be determined by resolution of the Board of directors.

Section 3. Deposits: All funds of the club shall be deposited in a timely manner to the credit of the club in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts: The Board of Directors may accept on behalf of the club any contribution, gift, bequest or devise for the general purpose of for any special purpose of the club. The Board of Directors shall be responsible to overseeing the club's solicitation of donors.

Article VII. Books and Records

The club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The yearly financial statements of the club shall be prepared in conformity with generally accepted accounting principles and may be certified by independent public accountants selected by the directors if the directors decide there is a need for certified financial statements. Further, the Board of Directors, by a majority vote, may elect to retain a certified public accountant to oversee and monitor the various accounting functions contemplated by both this Article and by the Section setting forth the duties and responsibilities of the Treasurer. In the event a certified public accountant is retained, the Treasurer will remain directly responsible for the collection and deposit of funds into the club's accounts, the payment of bills and invoices owed by the Club, and the like, but the certified public accountant will be responsible for the reconciliation of those accounts and for the preparation of such statements of account as the Board of Directors desires and directs.

Article VIII. Fiscal year

The fiscal year shall close on July 31st of each calendar year.

Article IX. Waiver of Notice

Whenever any notice is required to be given under the provisions of the State of South Carolina Corporation Act or under the provisions of the articles of incorporation or the bylaws of the club, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated

therein, shall be deemed equivalent to the giving of such notice.

Article X. Indemnity

Any director or officer or former director or officer of the club, or any person who may have served at its request as a director or officer of another club, whether for profit or not for profit shall, except otherwise provided by laws, be indemnified by the club against expenses (including attorneys fees) actually and necessarily incurred by him in connections with the defense if any action, suit, or proceedings in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceedings to be liable for misconduct in the performance of his duties as such director or officer.

Article XI. Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any Board meeting or by a majority of the voting members present at any general membership meeting, if at least one week's notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting. Any issue or item not specifically addressed by these bylaws may be dealt with by the board and rules applied from the policy manual of the club.