

BY LAWS OF THE JAMES ISLAND YOUTH SOCCER CLUB, INC.

ARTICLE I

The name of the Corporation shall be the James Island Youth Soccer Club, Inc. (here in after referred to as the "Corporation").

ARTICLE II

Purposes

The purposes of the Corporation are generally to conduct its affairs as a non-profit corporation and to promote a quality instructional and educational soccer program for the children of the James Island Youth Soccer Club, Inc. (hereinafter referred to as the "Club") and their families. The Corporation desires to form a non-profit eleemosynary corporation under Chapter 13 of Title 33 of the Code of Laws of South Carolina, 1976, for the above stated purposes. Notwithstanding any other provisions of these By-Laws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under § 501(c)(3) of the Internal Revenue Code of 1954, as amended, in the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

ARTICLE III

Office

The principal office of the Corporation, in the State of South Carolina, shall be located in the County of Charleston.

ARTICLE IV

Board of Directors

Section 1. General Powers

The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number and Tenure

The Board of Directors of the Corporation shall consist of twelve (14) positions and shall transact the business of this Association.

A. The executive officers, to be elected at the Annual General Meeting, by the general membership are as follows: President, Vice-President, Secretary, Treasurer, Fund-Raising Director,

Public Relations Director, and three (3) Members At Large

(1)) The above executive officers shall serve one (1) year terms and may succeed themselves in office and shall constitute the Executive Committee.

(2)) The above officers, elected at the Annual General Meeting in March, shall take office on June 1st.

B. The Directors, to be appointed and approved by the Executive Committee are as follows:

Elected Directors of THE CLUB shall take office at the close of the fiscal year in which they are elected by the Membership at the applicable Annual General Meeting, or immediately upon appointment by the Board in order to fill a vacancy. Directors shall serve two-year staggered terms of office. Directors may not serve more than three (3) consecutive full terms.

Executive Committee members are to be elected as follows:

- a. President, Treasurer and Fund Raising Director – elected on “even” years
- b. Vice President, Secretary, Public Relations Director, Member at large - will be elected on “odd” years

In the initial election after the approval of these bylaw revisions, all positions will be up for election with those that are up for election the next year, only serving a one year initial term.

C. Any member of the Board of Directors shall be required to resign following a vote of no confidence in his ability to remain in office. Any three (3) Directors, simultaneously, may petition for such a vote. The petition must be submitted, in writing, to the Executive Committee. The Committee will review the petition and forward copies of same to all Directors within fourteen (14) days of receipt of the petition.

Such action could be initiated by Directors not operating within the By-Laws and Rules and Regulations of the Corporation or their directives or agreements of the Board of Directors. The vote of no confidence must be passed by a two-thirds (2/3) majority of all voting members, after all have been notified of such pending petition. Resulting vacancies will be filled in accordance with Article IV, Section 6.

D. A member of the Board of Directors can be a member or an official of a team. In the event of any grievance involving said team, he may not act in its behalf nor be entitled to vote in the grievance.

E. A member of the Board of Directors not attending two (2) consecutive meetings, when proper notification of said meeting has been made and there has been no request for excusal, will have his office declared vacant. The vacant office will then be filled in accordance with Article IV, Section 6.

Section 3. Meetings

A regular meeting of the Board of Directors shall be held at least once every month. Special meeting of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors, may fix any place in Charleston County as a place for holding any special meeting of the Board of Directors called by them.

Section 4. Quorum

A majority of the number of Directors fixed by Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5. Manner of Acting

The act of the majority of the Directors present at a meeting which a quorum is present shall be the act of the Board of Directors.

General Authority

1. The business, property and affairs of the CLUB shall be managed and controlled by a Board of Directors as from time to time constituted. All authority of THE CLUB shall be vested in a Board of Directors unless specified otherwise in these bylaws. The Board of Directors is responsible for developing and enforcing the bylaws, policies and activities of THE CLUB, including but not limited to decisions affecting membership status and appeals procedures.

The Board of Directors may delegate responsibility for day-to-day operations associated with these activities.

2. The Board of Directors has the authority to enter into long term contracts it deems beneficial to the club without prior notification to the general membership unless said agreement changes the nature of the CLUB in a significant manner to include but not be limited to: Change of the foundational structure of the CLUB, Name Change of the CLUB, or Merging with other SCYS Clubs, in which case the Board should follow the procedure outline in Article X.
3. In cases when time is not available to convene the Board, the Executive Committee has the authority to act for the Club. The method used will be for the Secretary to poll the Executive Committee advising them fully of the situation and recording the vote. These decisions are to become part of the monthly minutes and the Board will confirm or reject action taken at the next official meeting.
4. In the event that legal council is needed by the Club, the Board of Directors have the authority to hire legal counsel to represent the best interest of the Club. The Legal Representative shall be responsible for advising the Club regarding general legal matters, including corporate concerns, insurances, taxes, public liability, etc.

Section 6. Vacancies

Any vacancy occurring in the elected Board of Directors, may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy in this manner, shall serve the remainder of the term in office. Any vacancy occurring in the appointed Board of Directors may be filled by appointment of the Executive Committee and will serve the remainder of the one (1) year term.

ARTICLE V

Membership

Section 1. (A) Family Basic Membership

Membership in the Club shall be open to any family unit living in South Carolina, who has a youth player registered on a team, who has paid all appropriate player fees. Membership shall be limited solely by the number of soccer teams that can be sponsored and supported by the Club during the season as determined by the Board of Directors.

Section 1. (B) Associate Membership

An associate membership is open to any person who does not have a participating child but wishes to participate in club activities through sponsorship, contributions or service to the Club. An associate member will not be entitled to a vote in general meetings.

Section 2. Annual Family Membership and Player Fees

Player fees will be determined and set by the Board of Directors prior to the beginning of each season and dependent upon an analysis and projection by the Board of Directors of costs to be incurred by the Club for the next season.

Section 3. Fiscal Year

The fiscal year of the Corporation shall begin on the first day of June and end on the thirty-first (31st) day of May in each year and is divided into a Fall and Spring playing season.

SECTION 4.1. ANNUAL GENERAL MEETING - The annual meeting of the Member of the Corporation shall be held at such time, place and hour designated by the Board of Directors. The Annual meeting will be held no later than June 1st each year and the date, time, place and Agenda must be advertised to the Membership at least 30 days in advance of the meeting.

SECTION 4.2. SPECIAL MEETINGS OF THE MEMBERSHIP - Special meetings of Membership of the Corporation may be called from time to time by the President, the Board of Directors, or by 10% of the Membership of the Corporation. Written notice stating the day, place, and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be sent to all Members no less than thirty (30) days prior to said meeting.

SECTION 4.3. QUORUM AND VOTING AT MEETINGS OF THE CORPORATION - Twenty-five (25) members present or those members voting by approved absentee or proxy ballots at a duly organized Annual Meeting of the general membership or special called meetings of the membership shall constitute a quorum for the transaction of any authorized business on the Agenda at the Annual Meeting. A simple majority vote is required to approve any item up for vote.

SECTION 4.4. ABSENTEE / PROXY VOTE – Any team identified as out of Town or out of the immediate area and unable to attend duly called Annual or Special Meeting will be allowed to vote via Absentee Ballot or by Proxy vote only on authorized forms provided by the Board of Directors. Only those teams approved by the Board of Directors shall be authorized to vote in this manner and no other reason shall be considered valid for issuing absentee or proxy voting forms.

Section 5. Place of Meeting

The Board of Directors may designate any place in Charleston County as the place of meeting for any Annual Meeting of the general membership. Written notice stating the place, day and hour of the meeting shall be sent to each member of the club not less than ten (10) days before the day of the meeting, either personally, or by mail, or at the directions of the President or the Secretary.

Section 6. Voting in General Meetings

Each family member unit in good standing for the current year shall be entitled to one (1) vote on all business brought before the general membership.

Section 7. Quorum

Twenty-five (25) members present at a duly organized Annual Meeting of the general membership shall constitute a quorum for the transaction of any duly authorized business at the Annual Meeting.

ARTICLE VI

Rules of Conduct

All proceedings of the corporation shall be governed by "Roberts Rules of Order".

ARTICLE VII

Duties of Officers and Directors

Section 1. President

The President shall be the principal executive officer of the Corporation and subject to the contract of the Board of Directors, shall in general, supervise and control all of the business and affairs of the Corporation and shall, when present, preside at all meetings of the membership and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Specifically, the President shall act as a liaison between the South Carolina Youth Soccer Association and the Club, establish committees and appoint committee chairpersons in order to administer and manage the programs of the Club and is Chairman of the Executive Committee.

Section 2. Vice-President

The Vice-President shall succeed to the powers of the President in the President's absence and shall be the Chairman of the Appeals and Disciplinary Committee and is a member of the Executive Committee and will also be the League Representative for any established local league JIYSC is affiliated with. The League Representative will attend all required meetings of any established local league JIYSC is affiliated with and represent and vote in the best interest of the players, the game and the James Island Youth Soccer Club. This position is responsible for providing a report of league activity and business in official meetings of the James Island Soccer Club.

The Vice President will also be responsible for issuing any fines, removing players or coaches from a team for delinquencies with regards to volunteer or financial requirements to the Club, and addressing any disciplinary matters pertaining to both players and coaches.

Section 3. Secretary

The Secretary shall: (A) keep the minutes of the proceedings of the general membership and of the 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 By-Laws or as required by law; (C) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors and is a member of the Executive Committee.

Section 4. Treasurer

The Treasurer shall: (A) Take charge and custody of, and be responsible for all funds of the Corporation; (B) Receive and give receipts for monies and deposit all such monies in the name of the Corporation in such banks or other depositories as shall be selected by the Treasurer; (C) Prepare necessary financial statements as required by the Board of Directors; (D) Submit for consideration and acceptance by the Board of Directors, an annual budget; (E) In general, perform all of the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors and is a member of the Executive Committee.

Section 5. Club Soccer Coordinator

The Head Coach Club Soccer Coordinator shall be responsible for: (A) the recruitment and assignment of club soccer coaches; (B) working directly with the Micro Soccer Coordinator and Director of Coaching in roster players into and out of the Recreation Club Soccer Program; and (C) and assisting Registrar and Registrar Assistant in rostering teams. The Club Soccer Coordinator is a Director position and appointed by the Board.

Section 6. Public Relations Director

The Public Relations Director shall be in charge of all publicity required concerning membership, registration, club meetings, tournaments or any other club related activity, the public relations director is responsible for developing the newsletter and assuring that it is distributed on schedule, is responsible for posting current messages on the club sign when appropriate, shall work closely with the Fund-Raising Director when appropriate and is a member of the Executive Committee.

Section 7. Facilities-Director

The Facilities Director shall act as chairman of the Field Preparation Committee which is responsible for: (A) preparation of playing fields before all games hosted by JIYSC, including striping fields, placing goals, nets and corner flags; (B) maintenance of field including regular watering and mowing of fields as appropriate and (C) reseeding and fertilizing fields when required. This committee should be motivated to maintain our playing fields and surrounding areas in excellent condition at all times. The Facilities Director shall be responsible for the planning and

construction of all facilities controlled by the James Island Youth Soccer Club. This includes: (A) planning and development of new and existing facilities, including engineer drawings, site preparation, water systems, establishment of turf, bleachers, buildings, fences, etc.; (B) coordination and supervision of all related functions including procurement of necessary tools and materials; and (C) assignment and coordination of playing fields for practice and nonscheduled games this position is responsible for seeing that all work is completed according to schedule and should chair a committee large enough and well qualified to accomplish the same. The Facilities Director is a Director position and appointed by the Board.

Section 8. Fund-Raising Director

The Fund-Raising Director shall: (A) be responsible for coordination of all fundraising projects including, but not limited to, selling sponsorships for teams, signage and other programs. He/She shall create, collect monies for all sponsorships and fundraisers, assure that regular reports are made and submitted to the Treasurer concerning fundraising projects, the fund raising director shall coordinate fundraising drives when appropriate and is a member of the Executive Committee.

Section 9. Registrar

The Registrar will be responsible for coordinating player registration functions for all age groups within the Club which includes predetermined registration schedules, preparation of team rosters, player transfers, player additions and deletions, may be assisted by the Micro Soccer Coordinator, Club Soccer Coordinator, Director of Coaching in assigning registrations and player actions for their respective programs, and work closely with the Secretary and Public Relations Director during periods of player registration. It is the responsibility of the program Coordinators and Director of Coaching to implement any policies set by the Registrar with regards to Scholarship players. The Registrar is a Director position and appointed by the Board.

Section 10. Member-at-Large

The Member at large will work with the Facilities Director to make sure fields and goals are safely maintained and secure, be the liaison between the Board and Membership during the Annual General Meeting, and accept nominations for elected officers prior to the Annual General Meeting. From time to time, the Member at Large may also assist other Board members as needed. The Member at Large is a member of the Executive Committee.

Section 11 The Board of Directors with a majority vote may eliminate or re-assign duties of Directors at will. The Board of Directors is also authorized to hire staff or enter into contractual agreements with individuals or companies to perform any duties the Board of Directors delegates to them including but not limited to duties assigned herein to the Board of Directors.

ARTICLE VIII

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority vote of those members of the Club present at the annual meeting of the general membership or at any general meeting called as per the Section 4.2 of Article V.

ARTICLE IX

Rules and Regulations

Rules and Regulations to govern the action of members of the Club and to establish the Club's policies and procedures shall be approved and adopted by the Board of Directors, as amended from time to time.

It is authorized that the Board of Directors have the authority to add or delete rules from the Rules and Regulations. All current Rules and Regulations should be approved at the yearly general meeting. A copy of the current Rules and Regulations are included as an Attachment to this Constitution.

An Appeals and Disciplinary Committee consisting of the Vice-President, Head Coach and Field Director will convene to interpret the Rules and Regulations and decide if disciplinary action is to be taken.

ARTICLE X

Section 1

The Corporation shall not be dissolved or merge with another SCYSC unless the majority of the Board of Directors first authorizes dissolution. If a two-thirds majority of a quorum of the Board of Directors shall vote to dissolve the corporation, or if fifty (50%) percent of the membership of THE CLUB in Good standing shall request dissolution by Petition in writing addressed to the incumbent Secretary of THE CLUB, then the President shall convene a special meeting of the entire membership of THE CLUB not less than thirty (30) days nor more than sixty (60) days after the vote of the Board, or receipt of the Petition of the Membership. Notice of the time and place set for such meeting and the purpose thereof shall be mailed to each member at least two (2) weeks prior to the date set for the meeting. Upon an affirmative vote of a majority of a quorum of the membership at such meeting, the corporation shall be dissolved. Neither Proxy votes, nor Absentee Ballots shall be acceptable forms of voting in a Dissolution Meeting.

Section 2

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

Section 3

Notwithstanding any other provision of these articles, the James Island Youth Soccer Club, Inc. will not carry on any other activities not permitted to be carried on by: (A) a corporation exempt from Federal income tax under Sections 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law of; (B) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

Section 4

The James Island Youth Soccer Club, Inc. is organized exclusively to promote a quality instructional and educational soccer program, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

AMENDED AND APPROVED BY MEMBERS IN

ATTENDANCE OF ANY ORGANIZATIONAL

MEETING ON JAMES ISLAND, SOUTH CAROLINA ON THE SEVENTETH DAY OF MAY, 2015