

BY-LAWS OF

WALTERBORO SOCCER CLUB, INC.

ARTICLE 1 – NAME / AFFILIATION

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

ARTICLE 2 – PURPOSE

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

ARTICLE 3 – OFFICES

The principal office of THE CLUB shall be located in the city of Walterboro, SC. The address of the resident agent of THE CLUB required by the South Carolina Not-For-Profit Corporation Act of said state may be, but need not be, identical with the principal office of the CLUB. The address of the principal office and the designation of the resident agent may be changed from time to time as authorized by the Board of Directors, PO Box 2357, Walterboro, SC 29488.

ARTICLE 4 – SEASONAL PLAYING YEAR / FISCAL YEAR / REGISTRATION

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

ARTICLE 5 – EQUAL OPPORTUNITY

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

ARTICLE 6 – ROBERT’S RULES OF ORDER

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

ARTICLE 7 – MEMBERSHIP

7.1 Membership

Membership in THE CLUB is comprised of members who are Parent(s), Guardians or Representatives of registered Players.

7.2 Membership Meetings

7.2-1 Annual General Meeting of Members

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

7.2-2 Special Meetings

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

7.2-3 Quorum

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

7.2-4 Majority Vote Requirement

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

ARTICLE 8 – BOARD OF DIRECTORS

8.1 General Authority

The business, property and affairs of the CLUB shall be managed and controlled by a Board of Directors 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.

8.2 Board Composition

There shall be a minimum of five (5) Directors of THE CLUB, which number may from time to time be increased by resolution adopted by not less than a majority of the Board of Directors. Except as otherwise provided in these By-Laws, all members of the Board of Directions shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

8.3 Restrictions on Service on Board of Directors

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

8.4 Meetings

8.4-1 Regular Meetings

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

8.4-2 Special Meetings

Meetings for a special purpose may be called by the President or upon written application by one quarter of the Directors. A minimum twenty-four hour notice of meetings for a special purpose shall be given and this notice shall state the purpose.

8.4-3 Teleconferencing

A Board Member may conduct any meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

8.4-4 Meeting Minutes

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

8.5 Quorum

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

8.6 Officers

The Officers of THE CLUB shall consist of the President, Vice President, Secretary, Treasurer and Registrar. Officers shall be elected by vote of the majority membership following the Annual General Meeting. All officers of THE CLUB shall be residents of the State of SOUTH CAROLINA, unless otherwise specified in these Bylaws.

8.6-1 President

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

- A. To oversee and coordinate the activities of THE CLUB, the Board of Directors, and designee(s) of the Board of Directors.
- B. To preside at all Board and membership meetings.
- C. To serve (or delegate to other Board members to serve) as an ex-officio member of all THE CLUB'S committees, except the Nominating Committee.
- D. To appoint special or ad hoc committees, subject to Board approval.
- E. To sign money disbursements made in the name of THE CLUB.
- F. To appoint, subject to ratification by the Board, Chairs and other members of all standing committees, except where otherwise provided.
- G. To perform all other duties as shall be necessary to promote and uphold the welfare of youth soccer and to positively affect "the good of the game" within the State of SOUTH CAROLINA.

8.6-2 Vice President

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

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

8.6-3 Secretary

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

- A. To oversee communication between THE CLUB and its Members to insure that all are kept informed of the activities of THE CLUB.
- B. To maintain the official records of THE CLUB.
- C. To be responsible for recording the minutes of all THE CLUB'S meetings except for committee meetings and to report such actions taken at these meetings to all Club Members.
- D. To be responsible for informing members of meetings, handling correspondence of THE CLUB, and carrying out such other duties as shall be delegated.
- E. To perform other responsibilities assigned by the BOD or President.

8.6-4 Treasurer

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

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

F. To perform other responsibilities assigned by the BOD or President.

8.6-5 Registrar

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

- A. To be responsible for proper registration of THE CLUB'S members with SCYSA and the certification thereof.
- B. To be responsible for enforcing all State and National Rules, Bylaws, and policies and procedures governing player registration and team assignment.
- C. To be responsible for the storage and maintenance of records of THE CLUB regarding the registration of teams and players within THE CLUB, and ensure the confidentiality of player information.
- D. Inform THE CLUB of the activities of the STATE ASSOCIATION as it relates to tournaments, clinics, rule changes, and other matters of interest to THE CLUB.
- E. Perform other responsibilities assigned by the BOD or President.

8.7 Terms of Office

Directors of THE CLUB shall take office at the close of the meeting at 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. Approximately one-half (50%) of Directors, in order to provide for staggered terms, will be elected each year. An initial term schedule, approved by the Board of Directors, will be used to establish staggered terms.

8.8 Vacancies

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

ARTICLE 9 – INDEMNIFICATION

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

ARTICLE 10 – RISK MANAGEMENT

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

ARTICLE 11 – AMENDMENTS TO BYLAWS AND THE CONSTITUTION

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

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

ARTICLE 12 – EXEMPT STATUS

Any and all assets of THE CLUB are permanently dedicated to exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws). THE CLUB shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its members, Directors, officers or persons having a private interest in the activities of THE CLUB, except that THE CLUB shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

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

Date: October 2006 approved

Revised: October 5, 2007.