

BY-LAWS OF
OCONEE UNITED SOCCER ACADEMY

ARTICLE 1 NAME / AFFILIATION

This organization shall be known as Oconee United Soccer Academy (hereinafter called "OUSA") and shall be affiliated with and in compliance with ALL rules, policies and procedures of the SC Youth Soccer (hereinafter "SCYS"), and the United States Youth Soccer (hereinafter "USYS"), United States Soccer Federation (hereinafter "USSF").

SC Youth Soccer By-laws, policies and requirements take precedence over and supersede the governing documents and decisions of OUSA and its members to the extent applicable under State law and OUSA and its members will abide by those by-laws, policies and requirements.

ARTICLE 2 PURPOSE

OUSA shall develop, promote and administer a youth soccer club for players residing primarily in Oconee County, South Carolina on behalf of teams, players, coaches, referees, parents and administrators consistent with the bylaws, policies and procedures of SCYS, USYS, USSF and the United States Olympic Committee (hereinafter "USOC").

ARTICLE 3 OFFICES

The principal office of OUSA shall be located in the City of Seneca, SC. The address of the resident agent of OUSA 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 OUSA. 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.

ARTICLE 4 SEASONAL PLAYING YEAR / FISCAL YEAR / REGISTRATION

The seasonal playing year of OUSA 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.

OUSA shall register with SCYS every individual player, coach, team and administrator that is sponsored, financed, coached, organized or administered by OUSA. Reasonable proof of membership shall be submitted to SCYS upon request.

ARTICLE 5 EQUAL OPPORTUNITY

OUSA 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 OUSA is comprised of members who are Parent(s), Guardians or Representatives of registered players, whose paid fees are up to date.

7.1-1 Adherence to Standards

Each Member who is a Parent(s), Guardians or Representatives of a Player(s) will adhere to the bylaws, policies and requirements of OUSA, and SCYS, USYS, USSF and USOC.

7.2 Membership Meetings

7.2-1 Annual General Meeting of Members

OUSA 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 by-laws.

ARTICLE 8 BOARD OF DIRECTORS

8.1 General Authority

The business, property and affairs of OUSA shall be managed and controlled by a Board of Directors as from time to time constituted. All authority of OUSA 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 OUSA, 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) Officers of OUSA, which number may from time to time be increased by resolution adopted by not less than a majority of the Board of Directors.

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.
- 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 OUSA 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 be 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 3 or 4 Officers of the Board, must be present at all times during Board meetings in order to conduct business.

8.6 Officers

The Officers of OUSA shall consist of the President, Vice President, Secretary/Registrar, Treasurer and Members at Large. Officers shall be selected by vote of the majority membership following the Annual general Meeting. All officers of OUSA shall be residents of the State of South Carolina, unless otherwise specified in these Bylaws.

8.6-1 President

The President of OUSA shall have the following duties and responsibilities:

- A. To oversee and coordinate the activities of OUSA, 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 OUSA 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 OUSA.
- 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 OUSA 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/Registrar

The Secretary/Registrar of OUSA shall have the following duties and responsibilities:

- A. To oversee communication between OUSA and its Members to insure that all are kept informed of the activities of OUSA.

- B. To maintain the official records of OUSA.
- C. To be responsible for recording the minutes of all OUSA meetings, except for committee meetings, and to report such actions taken at these meetings to all Organization Members.
- D. To be responsible for informing members of meetings, handling correspondence of OUSA, and carrying out such other duties as shall be delegated.
- E. To be responsible for proper registration of OUSA's members with SCYS and the certification thereof.
- F. To be responsible for enforcing all State and National Rules, Bylaws, and policies and procedures governing player registration and team assignment.
- G. To be responsible for the storage and maintenance of records of OUSA regarding the registration of teams and players within OUSA, and ensure the confidentiality of player information.
- H. Inform OUSA of the activities of the state association as it relates to tournaments, clinics, rule changes, and other matters of interest to OUSA.
- I. To perform other responsibilities assigned by the BOD or President.

8.6-4 Treasurer

The Treasurer of OUSA shall have the following duties and responsibilities:

- A. To ensure the sound financial operation of OUSA.
- B. To oversee the financial (including budget process) policies and procedures for OUSA.
- C. To sign money disbursements made in the name of OUSA.
- D. To present a statement of account at every regular meeting of OUSA 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 Members at Large

The Members at Large of OUSA shall have the following duties and responsibilities:

- A. To promote OUSA within the community.
- B. To solicit sponsorships for teams and/or players
- C. To perform other responsibilities assigned by the BOD or President.

8.7 Terms of Office

Officers of OUSA 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. Officers shall serve two-year staggered terms of office.

Approximately one-half (50%) of Officers, 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 Officer 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 OUSA 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 Officer or paid staff of the OUSA shall be indemnified by OUSA.

ARTICLE 10 RISK MANAGEMENT

OUSA shall enforce and comply with ALL Risk Management policies and requirements set forth by the SCYS and USYS.

ARTICLE 11 AMENDMENTS TO BYLAWS AND THE CONSTITUTION

- A. Any proposed amendments of OUSA 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 PRIORITY

In the event of a conflict between the by-laws of OUSA and the by-laws, policies and requirements of SCYS, the by-laws, policies and requirements of SCYS shall govern.

ARTICLE 13 EXEMPT STATUS

Any and all assets of OUSA 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). OUSA

shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its members, officers or persons having a private interest in the activities of OUSA, except that OUSA 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 OUSA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and OUSA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. In the event OUSA is dissolved, the Board shall pay, satisfy and discharge all liabilities and obligations of OUSA or make adequate provisions therefore and distribute all remaining assets of OUSA to an organization or organizations engaged in activities substantially similar to those of OUSA 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 of revision: 01/17/13