

**BYLAWS
Of
SPARTANBURG YOUTH SOCCER CLUB, INC.
DBA Carolina FC**

ARTICLE I.

NAME

Section 1. **Name**: The name of the Corporation is Spartanburg Youth Soccer Club, Inc.

ARTICLE II.

PURPOSES AND POWERS

Section 1. **Purposes**: This Corporation is a nonprofit corporation organized for the purpose of providing a benefit to the public by supplying education, instruction and training in the game of soccer and to organize and promote the playing of soccer and other amateur sports through competitive, recreational and social activities for youth in the greater Spartanburg community

Section 2. **Powers**: This Corporation shall be of perpetual duration and succession in its corporate name. It shall have the same powers as an individual to do all things necessary and convenient to carry out its business and affairs, including those actions described in Section 33-31-302 of the South Carolina Nonprofit Corporation Act of 1994 (as amended) (hereafter the "Act"). The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501 (c) (3) of the Internal Revenue Code.

Section 3. **Limitations and Restrictions**:

- (a) **Prohibited Transactions**. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not, directly or indirectly, participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

- (b) **Scope of Activity**. Notwithstanding any other provisions herein, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income as under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Revenue Law.

Section 4. **Emergency Powers**: During any emergency, the Corporation shall further have those special powers to act which are set forth in Section 33-31-301 of the Act.

ARTICLE III.

AFFILIATION

Section 1. **Affiliation**: The Spartanburg Youth Soccer Club shall be affiliated with the South Carolina Youth Soccer Association (SCYSA), the United States Soccer Federation (USSF), the United States Youth Soccer Association (USYSA), and the Federation International De Football Association (FIFA).

ARTICLE IV.

OFFICE AND AGENT

Section 1. **Office**: The Corporation shall continuously maintain a registered place of business within the State of South Carolina.

Section 2. **Agent**: The Corporation shall continuously maintain a registered agent, who shall be an individual or a corporation who whose business office is identical to the registered office.

Section 3. **Change of Agent or Office**: The initial registered office and registered agent shall be as set forth in the Articles of Incorporation. The Corporation may change its registered office or registered agent at any time, in accordance with Section 33-31-502 of the Act.

ARTICLE V.

MEMBERSHIP

Section 1. **Class of Members**: The Corporation has only one class of members, as set forth in the Articles of Incorporation. Members are entitled to unlimited voting rights on matters reserved to the Members by the Act, the Articles or Incorporation or these Bylaws.

Section 2. **Qualifications for Membership**: Membership in the Corporation shall be open to all persons who register as Members with the Corporation and pay the Annual Membership fee. Membership shall include, but not necessarily be limited to, parents of players registered in either the Select or Recreational programs sponsored by the Corporation and other adults interested in promoting soccer and the other purposes of the Corporation in the Spartanburg community.

Section 3. **Fully Paid**: Membership status shall be granted only upon receipt by the Corporation of the annual Membership fee as established by the Board by resolution from time to time. Certificates of Membership shall not be issued.

Section 4. **Transfer of Membership**: Membership in the Corporation is expressly nontransferable and shall not be sold, given, transferred or otherwise conveyed to any person at any time.

Section 5. **Income and Distributions:** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal as code.

Section 6. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI.

MEMBERSHIP MEETINGS

Section 1. **Annual Meeting:** The Annual Meeting of the Membership shall take place during the fall season of play of each year. The Annual Meeting shall be at a time and place, within or without the State of South Carolina, to be determined by the Board of Directors.

Section 2. **Special Meetings:** The Corporation shall hold a Special Meeting of the Membership on the call of it's Board of Directors, its President or upon the written demand to the secretary of the Corporation of at least ten (10%) of the Members. Special Meetings of the Membership shall be held at the specific time and date that the persons demanding the meeting shall require. Special Meetings shall be held at the Corporation's Registered Office, unless the Directors agree upon another location.

Section 3. **Record Date:** The record date for determining which Members shall be entitled to vote at any Annual or Special Meeting of the Membership shall be sixty (60) days prior to the date of the meeting.

Section 4. **Membership List:** Upon determining the Members of record for any meeting, the Secretary shall prepare an alphabetical list of the Members who are entitled to vote at the meeting which shows the address of each Member. This list shall be available for inspection by any Member at the Registered Office of the Corporation during regular business hours, and the list shall be present and available for inspection at the meeting.

Section 5. **Notice of Meeting:** The Corporation shall notify the Members of record of the date, time and place of each Annual Meeting no fewer than ten (10) and no more than sixty (60) days prior to the meeting. Notices for Special Meetings shall be upon such notice as is reasonable under the circumstances and shall include a description of the purpose for which the meeting is called.

Section 6. **Business to be Transacted:** The Members may transact any lawful business at the Annual Meeting. The Members may only take action for the purposes stated in the Notice at a Special Meeting.

Section 7. **Voting:** Each Member of the Corporation is entitled to one vote on each matter voted upon.

Section 8. **Proxies:** Members may vote in person, but not by proxy.

Section 9. **No Nominees:** Membership in the Corporation shall not be held by nominees.

Section 10. **Quorum:** For purposes of transacting any business at a meeting of the Membership, a quorum shall be twenty-five (25%) per cent of the Members eligible to vote at the meeting.

ARTICLE VII.

DIRECTORS

Section 1. **General Powers:** All corporate powers of the Corporation shall be exercised under the authority of, and all the business and affairs of the Corporation shall be managed under the discretion of, the Board of Directors.

Section 2. **Size of Board:** The Board of Directors shall consist of no fewer than nine (9) Directors nor more than thirteen (13) Directors. The Board of Directors of the Corporation shall consist of the following:

- the Director of Select Program (*ex officio*)
- the Director of Recreational Program (*ex officio*)
- the Director of Managers (*ex officio*); and up to ten (10) others to be elected by the Members.

The size of the Board may be increased by the Directors.

Section 3. **Election of Directors:** The Directors of the Corporation shall be elected by the Members at the Annual Meeting of the Membership. Each Director's term shall be for two (2) years and the terms of the elected Directors shall be staggered so that approximately one-half (1/2) of the elected Directors have terms that expire at each Annual Meeting. Despite the expiration of a Director's term, the Director shall continue in office until his successor is duly elected.

Section 4. **Nomination Process:** The Board of Directors shall forward to the Members a slate of candidates to be considered for election to the Board. The slate must be provided to the Members at least two (2) weeks prior to the Annual Meeting. The Board shall nominate one person for each Board position which is to expire at the Annual Meeting. The Members shall be allowed to submit nominees to the Board to be presented to the Members at the Annual Meeting provided that the nomination is received by the President of the Corporation at least seven (7) days prior to the Annual Meeting. The Directors shall determine the willingness of any such nominee to serve and, if willing, shall submit the nomination along with the slate of Board nominees at the Annual Meeting for vote.

Section 5. **Removal:** Any Director may be removed at any time, for any reason or for no reason, by majority vote of the Members

Section 6. **Vacancy:** Any vacancy on the Board of Directors shall be filled by vote of the remaining Directors. Directors elected to fill a vacancy shall serve the unexpired term of their predecessor.

Section 7. **Compensation:** The Board shall receive no compensation for their services as directors.

Section 8. **Annual Meeting:** The Board shall have an Annual Meeting within thirty (30) days after the Member Annual Meeting, at such time, place and date as the Board shall set.

Section 9. **Regular Meetings:** The Board shall have Regular Meetings as it deems appropriate, but no less frequently than nine (9) meetings in any calendar year.

Section 10. **No Notice for Annual or Regular Meetings Required:** The Annual and Regular meetings of the Board may be held without notice of the date, time, place or purpose of the meeting.

Section 11. **Special Meetings:** A Special Meeting of the Board of Directors may be called at any time by the President, Members holding at least 10% of the Memberships of the Corporation, or by any two Directors.

Section 12. **Notice of Special Meetings:** Special Meetings of the Board of Directors may be called upon forty-eight (48) hours written notice. The notice shall describe the purpose of the meeting.

Section 13. **Participation in Meetings:** The Board may permit any or all the Directors to participate in any meeting through the use of any means of communication by which all Directors may simultaneously hear one another during the meeting.

Section 14. **Action without Meeting:** The Board of Directors may act without a meeting if the action is evidenced by a written consent describing the action taken, signed by all the Directors and delivered to the Secretary for inclusion in the corporate records. Such Action by Consent shall be effective on the date the last Director signs the Consent.

Section 15. **Quorum and Voting:** A majority of the Directors then in office shall be a quorum of the Board. Each Director present shall have one vote on each matter placed before the Board. A vote shall be passed if approved by a majority of the Directors present and voting. The Board may, by majority vote, create an increased voting requirement for any matter. Thereafter, any vote on such matter shall pass only if approved by the designated percentage. Such increase voting requirements may be repealed only by approval of the designated percentage.

Section 16. **Board Committees:** The Board may create one or more committees and appoint members of the Board to serve on them. Each committee shall have two or more members who serve at the pleasure of the Board. Each committee may act with the authority of the Board on matters which the Board delegates to the committee, except that a committee may not: authorize distributions; fill vacancies of the Board; amend the Articles of Incorporation; adopt, repeal or amend the bylaws; approve a plan of merger; or authorize or approve the admission of new Members. The provisions of this Article governing meetings of and actions by the Board shall control the committees as well.

ARTICLE VIII.

OFFICERS

Section 1. **Required Officers:** The Corporation shall have a President, a Secretary, and a Treasurer. The Corporation may, in the discretion of the Board of Directors, have one or more Vice-Presidents, Assistant Secretaries or Assistant Treasurers. Any individual may hold more than one office, except that the offices of President and Secretary shall be separate. One board member shall be appointed risk management coordinator.

Section 2. **Appointment:** All officers shall be appointed by the Board of Directors and shall serve at the discretion of the Board. Appointment of an officer by the Board does not create in itself any contract rights.

Section 3. **General Duties:** In addition to the specific duties assigned in this Article, all officers of the Corporation shall perform the duties prescribed by the Board of Directors or the Corporation or by an officer authorized by the Board to prescribe such duties to other officers.

Section 4. **President:** The President shall be the Chief Executive Officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the Members and of the Board of Directors. He shall sign 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 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. The President shall appoint all Operational Committees and all chairmen of such Operational Committees unless the Board of Directors delegates the appointment power to some other person or entity in the resolution forming said committee.

Section 5. **Secretary:** The Secretary shall: (a) prepare the minutes of the meetings of the Member's and Director's meetings; (b) see that all notices are duly given in accordance with the provisions of the bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that it is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) authenticate the records of the Corporation; (e) keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; and (f) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 6. **Treasurer:** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and (c) in general perform all of the 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 shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 7. **Vice-Presidents:** If elected, in the absence of the President or in the event of his death, inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) 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.

Section 8. **Assistant Secretary and Assistant Treasurer:** The Assistant Secretary may sign documents and perform the duties of secretary in his absence. The Assistant Treasurer may perform duties of the treasurer in his absence. The Assistant Treasurer shall, if required by the Board of Directress, give a bond for the faithful discharge of his duties in such sum and with such surety as the Board of Directors shall determine. The Assistant Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 9. **Salaries:** The officers shall receive no salary or compensation for the services rendered.

Section 10. **Resignation and Removal:** An officer may resign at any time by delivering notice to the Corporation. Any officer may be removed from office at any time, with or without cause, by the Board of Directors.

ARTICLE IV.

INDEMNIFICATION

Section 1. **Indemnification of Directors and Officers:** The Corporation shall have the power to indemnify its Directors, Officers, Employees and Agents in conformance with Subarticle E of Article 8 of the Act.

Section 2. **All Indemnification Discretionary:** To the extent possible, all indemnification of and advance of expenses to the Directors, Officers, Employees or agents of the Corporation shall be discretionary and shall be awarded only in the sole discretion of the Board of Directors, which determination shall be made in the manner set forth in Section 33-31-855 of the Act.

ARTICLE X.

RECORDS

Section 1. **Corporate Records:** The Secretary shall maintain the following Corporate Records at the principal office of the Corporation: (1) its articles of incorporation or restated articles of incorporation and all amendments to them currently in effect; (2) its bylaws or restated bylaws and all amendments to them currently in effect; (3) resolution adopted by its board of directors creating one or more classes of Memberships, and fixing their relative rights, preferences, and limitations; (4) the minutes of all Member meetings, and records of all actions taken by Members without a meeting, for the past ten (10) years; (5) a list of the names and business addresses of its current directors and officers; and (6) its most recent annual report delivered to the South Carolina Tax Commission if applicable.

Section 2. **Minutes and Accounting Records:** The corporation shall keep as permanent records minutes of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or board of directors without a meeting, and a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation. The corporation shall maintain appropriate accounting records.

Section 3. **Absolute Right to Inspect Records:** A Member (or his agent or attorney) has the right to inspect and copy, during regular business hours, the Corporate Records, if he gives the corporation written notice of his demand at least five (5) business days before the date on which he wishes to inspect and copy such records.

Section 4. **Conditional Right to Inspect Records:** If he gives the corporation a written demand made in good faith and for a proper purpose at least five (5) business days before the date on which he wishes to inspect and copy, he describes with reasonable particularity his purpose and the records he desires to inspect, and the records are directly connected with his purpose, a Member of the corporation (or his agent or attorney) is entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any of Minutes and Accounting Records of the Corporation.

Section 5. **Costs:** The right to copy records includes, if reasonable, the right to receive copies made by photographic, xerographic, or other means. The Corporation may impose reasonable charge, covering the costs of labor and material, for copies of any documents provided to the Member. The charge may not exceed the estimated cost of production or reproduction of the records.

Section 6. **Corporate Seal:** The Board of Directors has provided a corporate seal, which is circular in form and has inscribed thereon the name of the Corporation, South Carolina as the state of incorporation, and the words "Corporate Seal." An impression of the Corporate Seal is in the margin of these Bylaws. The Secretary may, in his discretion, affix the Corporate Seal to any Corporate Records which he, in his capacity as Secretary, is authenticating or which the President is signing with the intent to bind the Corporation. The absence of such Seal shall have no effect.

ARTICLE XI.

OPERATIONS

Section 1. **Operational Committees:** The Board shall create such Operational Committees as it deems necessary, appropriate or convenient for the performance of the necessary operations of the Corporation. The President shall appoint the Chairman and members of such Operational Committees unless the Board has reserved that power to itself or delegates that power to some other persons or entity.

Section 2. **Operational Officers:** The Corporation shall have the following Operational Officers to oversee the day to day operations of the Corporation:

- Director of Coaching;
- Registrar;
- Director of Select Program;
- Director of Recreational Program;
- Director of Managers; and
- Such other officers as the Board deems appropriate.

Section 3. **Director of Coaching:** The Director of Coaching shall be appointed by the Board and shall have such duties and responsibilities as are assigned by the Board. The Director of Coaching shall be compensated for his services in an amount to be determined by the Board, from time to time.

Section 4. **Other Officers:** The other Operational Officers shall be appointed by the President and shall have such duties and responsibilities as are assigned by the Board.

ARTICLE XII.

MISCELLANEOUS

Section 1. **Amendment:** These Bylaws may be amended by the Board upon a vote of two-thirds (2/3) of the Directors holding office at any meeting of the Board held at least thirty (30) days after notice and the proposed text of the proposed amendment has been given to the Board of Directors.

The foregoing Bylaws were adopted and Approved by the Board of Directors of the Corporation as reflected in the minutes of the meeting of the Board dated March 21, 2000.

The foregoing Bylaws were Amended by the Board of Directors for the Corporation as reflected in the minutes of the meeting of the Board dated July 11, 2001.

The foregoing Bylaws were Amended by the Board of Directors of the Corporation as reflected in the minutes of the meeting of the Board dated October 3, 2001.

(Article V. Section 1. – date of annual meeting changed to “during the fall season of play each year.”)

The foregoing Bylaws were Amended by the Board of Directors of SYSC as reflected in the minutes of the meeting of the Board dated March 12, 2002.

(Director of Developmental Program changed to Director of Recreational Program throughout document.)

The foregoing Bylaws were Amended by the Board of Directors of SYSC as reflected in the minutes of the meeting of the Board dated August 11, 2002: Insertion in Article II, Section 2; replacement of Article V, Section 5 with new Section 5; and addition of Article V, Section 6. Amendments were made upon the recommendation of the IRS to bring bylaws into accordance with 501(c) 3 organization requirements.

The foregoing Bylaws were Amended by the Board of Directors of SYSC as reflected in the minutes of the meeting of the Board dated January 24, 2007.

(Executive Director changed to Director of Coaching throughout document, Director of Classic changed to Director of Select throughout document. In Article V Section 2, reference to Classic changed to Select and reference to Developmental changed to Recreational. In Article VII Section 2, size of Board of Directors changed from nine (9) to a range of nine (9) to thirteen (13).)