



BY-LAWS OF Technical Soccer Club

(As amended February 11th, 2025)

ARTICLE I NAME AND AFFILIATIONS

This organization shall be known as Technical Soccer Club (hereinafter called “TSC”) and shall be affiliated with and in compliance with ALL rules, policies and procedures of the United States Soccer Federation (hereinafter “USSF”). TSC may, at its discretion, apply for affiliation with any USSF affiliate organization, and in so doing shall be in compliance with ALL rules, policies and procedures of each affiliated organization.

The bylaws, policies and requirements of each member affiliate will take precedence over and supersede the governing documents and decisions of TSC and its members to the extent applicable under State law and TSC and its members will abide by those by-laws, policies and requirements.

ARTICLE II PURPOSE

TSC shall develop, promote and administer a youth soccer club for players residing primarily in South Carolina on behalf of teams, players, coaches, referees, parents and administrators consistent with the bylaws, policies and procedures of the USSF, any USSF affiliate TSC is affiliated with, and the United States Olympic Committee (USOC).

ARTICLE III OFFICES

The principal office of TSC shall be located in the State of South Carolina. The address of the resident agent of TSC 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 TSC. The address of the principal office is 1291 John G Richards Road, Camden, SC, 29020 and the designation of the resident agent may be changed from time to time as authorized by the Board of Directors.

ARTICLE IV SEASONAL PLAYING YEAR / FISCAL YEAR / REGISTRATION

SECTION 4.1: The purpose of seasonal playing time

The purpose of the Bylaw is to establish a clear and consistent framework for the start, duration, and structure of the soccer season. This ensures the players, coaches, and parents understand the expectations for participation, registration, and scheduling to promote player development, competitive balance and fair play. The seasonal playing year of TSC shall begin on the first day of August (August 1st) in each year and end on the last day of July (July 31st) in the following year.

SECTION 4.2: Player Registration and Participation

4.2.1. Player Registration

Players must be registered for the seasonal playing year during the designated registration period, which is held before the start of the pre-season. Late registration may be allowed, but players who register after the official deadline may be placed on a waiting list or assigned to a team if there is availability.

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TSC shall register every individual player, coach, team and administrator that is sponsored, financed, coached, organized or administered by TSC with an organization member of USSF. Reasonable proof of membership shall be submitted to any organization member of USSF upon request

4.2.2: Team Assignment

Players will be assigned to teams based on age, skill level, and other factors such as league requirements. Teams will remain consistent throughout the seasonal year, though exceptions may occur due to special circumstances (e.g. Tournaments, Injury Replacement, Staffing Change or Team Balancing).

4.2.3. Member Participation

SECTION 4.3: Seasonal Playing Year Breakdown

4.3.1 Youth Age Groupings

The organization will follow standard age groupings as established by the governing body or league (e.g. 2012, 2013, 2014, 2015, 2016, etc). Each age group may have slightly different schedules due to staffing availability or formats based on the player development needs. They will all align with the seasonal playing year outlined here.

4.3.2 Division Structure

Teams within each age group will be divided into divisions, with the number of teams and structure of these divisions dependent on the number of registrants and the competitive format in which the division is registered.

4.3.3 League Play

The Club Director, Director of Coaching, and Coaches will have the authority to decide the league(s) in which each team will compete for the upcoming season. The selection of the leagues for each team will be defined during the pre-season. This will include an evaluation of each team, and place them in leagues that will offer the best opportunities for player development and competition. The selection will be based on a variety of factors, including but not limited to:

- The team's skill level and developmental needs.
- The competitive nature of the league(s).
- Player readiness and individual growth goals.
- The resources and scheduling compatibility of different leagues.

SECTION 4.4: Seasonal Breaks and Holidays

4.4.1 Holiday Breaks

The seasonal playing year may include designated breaks for holidays (e.g., winter break, school holidays, etc.). Off Season league games or practice may be scheduled at the discretion of the coaches, director of coaching or club director.

4.4.2 Rescheduling of Matches

If games are canceled due to weather or unforeseen circumstances during the regular season, efforts will be made to reschedule games. The organization may adjust the end date of the season if necessary to accommodate rescheduled games.

SECTION 4.5: Fiscal Year

The fiscal year for TSC will be May 1st thru April 30th the following year. The fiscal year will be used for financial planning, budgeting, accounting, and reporting purposes. This ensures that all financial activities of the organization are managed within a consistent annual cycle.



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ARTICLE V EQUAL OPPORTUNITY

Participation with TSC shall be without regard to race, color, religion, creed, sex or national origin. Any act of discrimination shall be regarded as a violation of these Bylaws and dealt with as described in Article VI. All participants, including players, coaches, parents and volunteers, are expected to adhere to this commitment to ensure a respectful, inclusive environment.

No participant shall be excluded or subjected to discrimination based on the above-mentioned characteristics, and reasonable accommodations will be provided where necessary to promote full participation.

ARTICLE VI DISCIPLINE

The purpose of this bylaw is to establish clear expectations for behavior and outline the disciplinary actions that will be taken against coaches, players, parents, and guardians who fail to meet the behavioral standards set by TSC.

SECTION: 6.1 Code of Conduct

All members, including but not limited to coaches, players, parents, and guardians, are expected to uphold the values of sportsmanship, respect, integrity, and fairness. Unacceptable behavior includes but is not limited to the following listed below. The discipline matrix is to be referenced as supporting documentation:

- Verbal or physical abuse towards players, coaches, referees, or spectators.
- Unsportsmanlike conduct, including excessive arguing or disrespectful behavior.
- Use of inappropriate or offensive language.
- Bullying, harassment, or intimidation of any kind.
- Failure to adhere to TSC's policies and guidelines.

SECTION: 6.2 Disciplinary Actions

Failure to adhere to the Code of Conduct may result in disciplinary actions, which include but are not limited to the following:

6.2.1 Warning: A verbal or written warning may be issued for a first-time or minor offense.

6.2.2 Suspension: Temporary suspension from practices, games, or league events may be imposed for repeated or serious offenses.

6.2.3 Expulsion: Permanent removal from TSC activities may be enforced for severe violations or repeated infractions.

6.2.4 Probation: Individuals may be placed on probation with specific behavioral requirements to maintain good standing within TSC.

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SECTION: 6.3 Reporting and Investigation

Any incident of misconduct or discrimination must be reported to the TSC's disciplinary committee in writing. An investigation will be conducted, and all parties involved will be given an opportunity to present their account of the incident. The disciplinary committee will review the evidence and determine the appropriate action in accordance with the bylaw.

SECTION: 6.4 Appeal Process

Individuals subject to disciplinary action have the right to appeal. Appeals must be submitted within seven (7) days of the disciplinary decisions. The appeal will be reviewed by an independent panel, and their decision shall be final.

SECTION 6.5 Enforcement

This bylaw shall be enforced by TSC's disciplinary committee. All members must acknowledge and agree to these terms as a condition of participation in TSC activities.

SECTION: 6.6 Amendments

TSC reserves the right to amend this bylaw as needed to reflect changes in policy or conduct expectations.

ARTICLE VII ROBERT'S RULES OF ORDER

This bylaw outlines the structure and application of Robert's Rules of Order for the governing body of the Technical Soccer Club and Board of Directors, to ensure that all meetings are conducted fairly, efficiently, and with respect to all participants. The organization shall adopt the latest authorized Robert's Rule of Order as the parliamentary authority to regulate proceedings, subject to the organization's specific needs and procedures..

ARTICLE VIII MEMBERSHIP

SECTION: 8.1 Membership

Membership in TSC is composed of members who are Parent(s), Guardians or Representatives of registered players, whose paid fees are up to date.

8.1.1 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 TSC, USSF and its member organizations which TSC is affiliated with, and USOC, where applicable.

8.1.2 Voting Rights

Members who are Parent(s), Guardian(s), or Representatives of Players that are in good standing with TSC shall have the right to vote at the Annual General Meeting and any special meetings of the membership of TSC, and are entitled to one vote per family.

SECTION: 8.2 Membership Meetings

8.2.1 Annual General Meeting of Members

TSC shall have an annual general meeting of its members. The Board of Directors or Club Director shall determine the date, time and location of that meeting. Written notification by

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email, newsletter, or social media of the Club to all Members shall be made at least thirty (30) days prior to the Annual General Meeting.

8.2.2 Special Membership 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 shall be made by email to the Board of Directors and Club Director at least fourteen (14) days in advance of the special meeting. be given to all Members at least fourteen (14) days in advance of the special meeting.

8.2.3 Quorum

A quorum, a minimum number of members, required to be present at a meeting in order to conduct official TSC business and make decisions that are valid and binding. The TSC quorum shall consist of the smaller, five (5) Members or five percent (5%) of the total number of Members required to be present

8.2.4 Majority Vote Requirement

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

ARTICLE IX BOARD OF DIRECTORS

SECTION 9.1: Requirement for and Duties of the Board

9.1 General Authority

The business, property and affairs of TSC shall be managed and controlled by a Board of Directors as from time to time constituted. All authority of TSC 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 TSC, including but not limited to decisions affecting membership status and appeals procedures. The Board of Directors will delegate responsibility for day-to-day operations associated with these activities with Technical Soccer Clinics, owned and operated by Debbie Reeves.

SECTION 9.2 Board Composition

9.2.1 The Constitution Of the Board

The board may consist of a minimum of five (5) members of TSC, which number may from time to time be increased by resolution adopted by not less than a majority of the Board of Directors. The Board of Directors will consist of Seat 1 (the organization's President), Seat 2 (the organizations Vice President), Seat 3 (the organizations Treasurer), Seat 4 (the organizations Secretary), and Seat 5 (the organizations Member at Large). Each -Board Member shall serve the maximum term of five (5) years as allowed by S.C. Code Ann. § 33-56-30 Charter 31 Act No. 384; Section 3331805(a). Three (3) of the five (5) Directors shall be appointed by the Board of Directors and two (2) shall be elected from the membership. Of the five (5) seats on the board two (2) must be former soccer coaches (regardless of club), one (1) must be a current parent of a TSC player, one (1) must be a former parent of a soccer player (regardless of club) and one (1) must have a background in the field of Education. No board member can have a child, stepchild or child to which the member is the legal guardian playing in another soccer travel club, recreation soccer program or soccer organization to avoid a conflict of interest. Except as otherwise provided in these By-Laws, all members of the Board of Directors shall have and be subjected to the same and equal qualifications, rights, privileges, duties, limitations and restrictions. The Board of Directors provides governance and oversight for the organization, and

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the Executive Director manages the day-to-day operations and implementation of the board's policies and strategies.

9.2.2 Number of Directors

The number of Directors shall be specified in these Bylaws, and may be changed by amendment hereof (but not fewer than three). Such amendment shall specify a term for additional Directorship of either one or two years and shall specify the date of commencement of such term.

9.2.3 Nominations, Terms, Election, and Qualification of Directors

Nominations for election to Director Positions shall be made by any serving Director, delivered in writing to the President no fewer than ten (10) business days prior to the Annual Meeting at which such position is to be filled.

A person serving as a Team Head Coach or Assistant Coach may not be nominated for the position of Director.

Election of a Director to fill the seat made vacant by the expiration of a predecessor Director's term is by a majority vote of Directors in office and present at the Annual Meeting at which such expiring term is to be filled.

9.2.4 Executive Director

The Executive Director is the top leader responsible for overseeing the organization's operations, strategy, and programs. This role involves managing the overall direction of the league, ensuring that its mission to support and develop youth is being effectively carried out. The Executive Director is the owner of the Club, and reports to the Board of Directors as a whole, but receives specific guidance by the President.

SECTION 9.3 Restrictions on Service on Board of Directors

9.3.1. Board Member Removal or Dismissal

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.

9.3.2 Breach of Duties

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 TSC in any form, unless the Board member has provided full disclosure and received authorization by a majority of non-interested members of the Board.

SECTION 9.4 Meetings

9.4.1 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.

9.4.2 Special Board 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.

9.4.3 Teleconferencing

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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.

Directors may not attend meetings by proxy.

9.4.4 Meeting Minutes

Minutes of all meetings shall be maintained in the corporate minute books, made available to TSC's membership on the organization website, and emailed to the Board of the Directors.

9.5 Quorum

A quorum, a minimum number of members, required to be present at a meeting in order to conduct official TSC business and make decisions that are valid and binding. The TSC quorum .The quorum, consisting of 3 or 4 Officers of the Board, must be present at all times during Board meetings and/or Special Meetings in order to conduct business.

9.6 Committees

The board may create and act through committees, as described by these bylaws.

9.7 Officers

The Officers of TSC shall consist of the President, Vice President, Secretary, Treasurer and Member at Large. Officers shall be selected by an open and democratic election process. All officers of TSC shall be residents of the State of South Carolina, unless otherwise specified in these Bylaws.

9.7.1 President

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

- Serve as a Director
- Oversee the activities of TSC, the Board of Directors, and designee(s) of the Board of Directors.
- Preside at all Board and Membership Meetings
- Serve (or delegate to other Board members to serve) as an ex-officio member of all TSC committees, except the Nominating Committee.
- Appoint special or ad hoc committees, subject to Board approval.
- Appoint, subject to ratification by the Board, Chairs and other members of all standing committees, except where otherwise provided.
- 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. In addition, the President shall assist Appointed Officers with:
 - Maximizing charitable donations and sponsorship funds to the organization on a seasonal and annual basis to be used to promote the organization's mission and core values for the benefit of the community and members.
 - Developing and implementing all of the organization's sponsorship packages, at all levels.
 - Developing and implementing field sponsorship packages.
 - Developing and implementing annual fundraising events of the organization.
 - Engaging in grant writing and submission on an annual basis.
 - Maximizing membership participation, assisting with recruitment and retention efforts.

9.7.2 Vice President

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

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- Serve as a Director
- 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.
- Perform such other duties and actions as may be delegated from time to time by the President or the Board.

9.7.3 Secretary

The Secretary of TSC shall have the following duties and responsibilities:

- Serve as a Director
- Oversee communication between TSC and its Members to ensure that all are kept informed of the activities of TSC.
- Maintain the official records of TSC.
- Responsible for recording the minutes of all TSC meetings, except for committee meetings, and to report such actions taken at these meetings to all Organization Members.
- Responsible for informing members of meetings, handling correspondence of "TSC and carrying out such other duties as shall be delegated.
- Perform such other duties and actions as may be delegated from time to time by the President or the Board.

9.7.4 Treasurer

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

- Serve as a Director
- Oversee the financial (including budget process) policies and procedures for TSC.
- Present a statement of account at every regular meeting of TSC or the Board and at other times when requested by the Board and make a full report at the Annual General Meeting.
- Serve as Chair of the Finance Committee.
- Perform such other duties and actions as may be delegated from time to time by the President or the Board.

9.7.5 Member at Large

Member at Large of TSC shall have the following duties and responsibilities:

- Serve as a Director
- Oversee communication between TSC and its Members to ensure that all are kept informed of the activities of TSC.
- Perform such other duties and actions as may be delegated from time to time by the President or the Board.

9.8 Terms of Office

Officers of TSC 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. All 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

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each year. An initial term schedule, approved by the board of directors, will be used to establish staggered terms.

9.9 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 TSC operations.

ARTICLE X CLUB OFFICERS

SECTION 10: Appointment of Officers

Appointed Club Officers are made by the Board of Directors based on the individual's qualifications, expertise, or needs of the club. The positions may include the following:

- Director of Soccer Operations
- Director of Boys Soccer
- Director of Girl Soccer
- Junior Academy Director
- Club Administrator
- Club Registrar
- Club Information Technology Manager
- Facilities Manager

If it is determined to be in the best interest of the organization, one or more of the above listed positions may be combined or eliminated without resort to amendment of these Bylaws as the Board deems appropriate.

10.1 Removal of Appointed Club Officers appointed under this section

Subject to any contractual provisions, if any, governing their service to the organization, Appointed Club Officers may be suspended or terminated by the Board at any time for any reason or for no reason.

10.2 Compensated Employees and Independent Contractors

The organization may compensate employees and pay for services of independent contractors. Subject to any contractual provisions, if any, governing their services to the organization, positions to be filled by compensated employees and independent contractors may be created or eliminated at the discretion of the Board. Unless otherwise contracted for by the Director of the Club or Board, compensated employees and independent contractors shall be appointed to annual terms, and the amount of their compensation and payment for service shall be reviewed on an annual basis, by the Club Director and the Board. Such appointments shall be renewed, or not, and, if renewed, the amount of the renewed employee's compensation or independent contractor's payment shall be set annually by the Board.

10.3 Conflict of Interest

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A “Conflict of Interest” transaction is one involving the Organization in which a Director, Officer, Employee, or Volunteer (a “person in conflict”_ has direct or indirect financial interest. Before a conflict of interest transaction may be entered into on behalf of the organization, the person in conflict shall make a full, frank and complete disclosure of their interest to a meeting of the Board. Whether to approve the conflict of interest transaction lies in the discretion of the Board, which, in order to approve, must determine in good faith that the transaction is in the best interest of the organization. Once disclosure is made to the board, interested Directors shall neither remain at the meeting nor otherwise participate in discussion. Interested Directors' shall not be counted as “Directors in Office” for purposes of determining a quorum or in determining what constitutes a majority vote, if cast, shall not be counted. All of the foregoing shall be reflected in the minutes of the meeting of Directors at which approval of the conflict of interest is sought.

10.4 Deposits

All funds collected on behalf of the organization by any Director, Appointed Officer, Paid Employee, or Volunteer shall be delivered to the Executive Director within seventy-two (72) hours of collection. The Executive Director shall deposit such funds in such financial institutions as designated by the Board as soon as practical.

ARTICLE XI INDEMNIFICATION

To the extent not inconsistent with the laws of the State of South Carolina, every person (and the heir's estate, executors, administrators and personal representatives of such person) who is or was an Officer or paid staff of the TSC shall be indemnified by TSC.

ARTICLE XII RISK MANAGEMENT

TSC shall enforce and comply with ALL Risk Management policies and requirements set forth by any USSF organizational member with whom TSC is affiliated. Insurance for the Board will be provided by the club.

ARTICLE XIII AMENDMENTS TO BYLAWS AND THE CONSTITUTION

The Board may amend or repeal these Bylaws at any regular or special meeting of the Board, the notice of which states that a purpose of the meeting is to consider the adoption, amendment, or repeal of bylaws, accompanied by a copy or summary of the proposal.

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

ARTICLE XIV PRIORITY

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In the event of a conflict between the by-laws of TSC and the by-laws, policies and requirements of the USSF organizational member, the by-laws, policies and requirements of said organizational member shall govern.

ARTICLE XV **EXEMPT STATUS (If a 501C-3)**

Any and all assets of TSC 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). TSC 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 TSC, except that TSC 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 TSC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and TSC 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 "TSC is dissolved, the Board shall pay, satisfy and discharge all liabilities and obligations of TSC or make adequate provisions therefore and distribute all remaining assets of TSC to an organization or organizations engaged in activities substantially similar to those of TSC 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).

President: *Saskia Munn*

Date: 2/11/2025

EFFECTIVE DATE

February 12, 2025

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