



BY-LAWS OF Technical Soccer Club

ARTICLE 1 NAME / AFFILIATION

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 2 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 3 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 224 Turnipseed Road, Elgin, SC 29045 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 TSC shall begin on the first day of August in each year and end on the last day of July in the following year.

The Board of Directors shall determine the fiscal year.



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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.

ARTICLE 5 EQUAL OPPORTUNITY

TSC will not discriminate against any individual on the basis of race, color, religion, 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 TSC 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 TSC, USSF and its member organizations which TSC is affiliated with, and USOC, where applicable.

7.1-2 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 meeting of the membership of TSC, and are entitled to one vote per family.

7.2 Membership Meetings

7.2-1 Annual General Meeting of Members

TSC 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.

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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 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 Alan Riches.

8.2 Board Composition

There shall be a minimum of five (5) Directors 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. Each Director 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 33-31-805(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. Except as otherwise provided in these By-Laws, all

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members of the Board of Directors shall have and be subjected 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.
- 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 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.

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.



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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 TSC shall consist of the President, Vice President, Secretary, Treasurer and Registrar. 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.

8.6-1 President

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

- A. To oversee the activities of TSC, 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 TSC committees, except the Nominating Committee.
- D. To appoint special or ad hoc committees, subject to Board approval.
- E. To appoint, subject to ratification by the Board, Chairs and other members of all standing committees, except where otherwise provided.
- F. 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 TSC 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 TSC shall have the following duties and responsibilities:

- A. To oversee communication between TSC and its Members to ensure that all are kept informed of the activities of TSC.
- B. To maintain the official records of TSC.



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- C. To be 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.
- D. To be responsible for informing members of meetings, handling correspondence of “TSC 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 TSC shall have the following duties and responsibilities:

- A. To ensure the sound financial operation of “TSC.
- B. To oversee the financial (including budget process) policies and procedures for TSC.
- C. To 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.
- D. To serve as Chair of the Finance Committee.
- E. To perform other responsibilities assigned by the BOD or President.

8.7 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 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 TSC operations.



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ARTICLE 9 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 10 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 11 AMENDMENTS TO BYLAWS AND THE CONSTITUTION

- A. Any proposed amendments of TSC 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 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 13 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.



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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:

For Sykes

Date:

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