

BYLAWS OF
ONSLOW CLASSIC SOCCER ASSOCIATION

ARTICLE I – NAME

The name of this organization is Onslow Classic Soccer Association, Inc. hereinafter referred to as “OCSA”. OCSA shall be incorporated as a private, nonprofit, and educational organization existing under the laws of the State of North Carolina.

ARTICLE II – PURPOSE

The purpose of OCSA shall be to provide aspiring amateur youth soccer players with the opportunity to compete at the highest levels.

ARTICLE III – AFFILIATION

OCSA shall be an affiliate member with the North Carolina Youth Soccer Association (NCYSA), through the NCYSA affiliation, the United States Youth Soccer Association (USYSA), and the United States Soccer Federation (USSF). OCSA will comply with the Bylaws, Rules and Regulations of the USSF, USYSA, and NCYSA to the extent permissible under the applicable statutes of the State of North Carolina.

ARTICLE IV – MEMBER ASSOCIATIONS

Member associations include Richlands Soccer Club (hereinafter “RSC”), Southwest Soccer Club (hereinafter “SWSC”), Summersill Soccer Club (hereinafter “SSC”), and Swansboro Soccer Association (hereinafter

“SSA”). Member associations agree to abide by these bylaws and any coordinating rules established from time to time by the Board of Directors of OCSA for purposes of conducting tryouts, forming teams, registering teams, and related activities. Member associations will continue to retain their separate identities and soccer programs.

ARTICLE V – BOARD OF DIRECTORS

The OCSA Board of Directors shall be appointed by the respective Member Clubs. The Board shall sit as a General Executive Committee and as Executive Representatives of OCSA.

General Powers -- The Board of Directors shall have the general power to (1) control and manage the affairs, funds, and property of OCSA; (2) disburse its monies and dispose of its property in fulfillment of its purpose; provided, however, that the fundamental and basic purposes of OCSA shall not thereby be amended or changed, and provided further that the Board of Directors shall not permit any part of the net earnings or capital of OCSA to inure to the benefit of any private individual.

Composition -- The Board of Directors shall consist of eight (8) directors with each Member Club being equally represented. The member clubs may also appoint additional at-large seats to the board, as needed, with each Member Club still being equally represented. The Executive Officers are appointed by the Board of Directors with each club holding one of the offices and are as follows: President, Vice-President, Secretary, and Treasurer. Each club can have two (2) representatives on the Board of Directors, but only one vote per club. Deadlock in voting (votes of 50% for and 50% against any resolution or other matter) shall be deemed a vote to take no action.

Sanctioning Authority -- The Board of Directors shall have jurisdiction over teams and all matters relating to the operation of OCSA. All players, parents or guardians, directors of coaching, coaches, assistant coaches, managers, member associations, and executive officers shall comply with these bylaws, regulations, and resolutions approved by the Board of Directors. No player, parent or guardian, director of coaching, coach, assistant coach, manager, member association, or director shall do anything that would, in the discretion of the Board of Directors, damage the interests of OCSA. Sanctions for violations of these bylaws, regulations, and resolutions approved by the Board of Directors may include, but are not limited to, suspension, expulsion, and any other sanctions deemed appropriate by the Board of Directors. Whenever practicable, notification of any final sanction by the Board of Directors shall be made in writing to the sanctioned party in question within fourteen (14) days following any decision by the Board of Directors. Any motion for the imposition of final sanctions must be approved by majority vote of the Board of Directors.

Meetings -- The annual meeting of the OCSA Board of Directors shall be held in April for the specific purposes of announcing officers, ratification of the budget, and reviewing the business of OCSA for the previous year. The annual meeting shall be open to members in good standing. Notice of the annual meeting shall be emailed to each Director at least thirty (30) days before the meeting as well as posted on the OCSA website. The President or any two Executive Officers may call a Directors' meeting with fourteen (14) calendar days notice of the meeting date and time. An emergency Board of Directors meeting can be called in the same manner with a twenty-four (24) hour advance telephone notice specifying the reason for the emergency meeting and the nature of Board of Directors' action required. Emergency meetings shall address only matters specifically identified in the meeting

notification. The Board of Directors shall meet as often as necessary to supervise the affairs of OCSA, but in any event at least three times during the fiscal year, other than the annual meeting. An executive officer shall be permitted to participate in any duly called meeting by telephone. A quorum at a meeting of the Board of Directors will be present if at least one member of each member association is present. A majority of voting authority, if a quorum is present when the vote is taken, decides all questions brought before the Board, except as may be otherwise required by these bylaws, or law. Regular board meetings are open to all members in good standing. The President or Secretary shall notify all members of the Board of Directors of any meeting of the Board of Directors at least ten (10) days prior to such meeting unless it is an emergency meeting, in which case the Secretary shall exercise best efforts to give each Director as much notice as is reasonably possible.

Removal of a Director -- A member association may remove its designated director(s) at any time, and may replace the director (s). In that circumstance, if the removed director is an executive officer, the Board of Directors will elect a board member to fill the office for the remainder of the term. In the event that a director fails to attend two consecutive meetings of the Board of Directors, the Board of Directors may send a notice to the Member Association which the absent director represents to advise of the absences, and, may also request appointment of another director.

Duties of the Board of Directors -- The Board of Directors shall have full authority to act for OCSA in all matters of policy. The Board of Directors has the authority to incur pecuniary liabilities on behalf of OCSA. The duties of the Board of Directors also include, but are not limited to:

- A. Development of policies and long term goals
- B. Proposing changes in the bylaws and governing rules
- C. Approval of all playing divisions
- D. Adoption of the annual budget to include setting registration and club fees.
- E. Enforcement of guidelines for conduct by teams, players, parents, coaches, assistant coaches, and managers.
- F. Employment, supervision, and discharge of employees and contractors.
- G. Final approval of coaching assignments after taking advisement from Director of Coaching.

Contracts, Loans, Checks, and Deposits -- Except as otherwise provided by these bylaws, no officer, employee, or agent of OCSA shall have the authority to make or execute any contract except with the prior approval of the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract to execute and deliver any instrument on behalf of OCSA, such authority may be general or confined to specific instances. No loans shall be contracted on behalf of OCSA and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. All checks, drafts, or other orders for payment of money issued in the name of OCSA shall be signed by such officer or officers, agent or agents of OCSA and in such manner as shall from time to time be determined by resolution of the Board of Directors. All funds of OCSA not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may direct.

Compensation -- No compensation shall be paid to Board of Directors, as such, for their services; however, the resolution of the Board, actual expenses with receipt by any member of OCSA may be authorized by the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving OCSA in any other compensated capacity.

Responsibilities of Officers

- A. President -- The President shall have the responsibilities provided by these bylaws including the following: preside at all meetings of the general membership, board of directors, and executive committee; oversee the operations and management of OCSA; provide a business report of all meetings; be the public representative of OCSA.
- B. Vice President -- The Vice President shall assist the President and, in the President's absence, exercise all of the powers and bear all of the responsibilities of the President.
- C. Treasurer -- The Treasurer shall: ensure that all records and accurate accounts of receipts and disbursements are maintained by the office; provide a report in writing on the state of the finances in accordance with the budgeted categories on a regular basis as established by the Board of Directors.
- D. Secretary -- The Secretary shall: maintain a roll of all individuals at meetings of the Board of Directors; record the minutes of the proceedings of the Board of Directors meetings, and oversee the publishing and distribution of minutes; oversee the maintenance of all records and correspondence of OCSA in a manner that shall facilitate the preparation of a historical record; ensure that proper notice of meetings is duly

provided in compliance with these bylaws; provide an agenda for all meetings of the Board of Directors.

Indemnification of Members of the Board of Directors -- Any person who at any time serves or has served as a director or officer of OCSA, or at the request of OCSA shall be indemnified against liability by OCSA to the fullest extent from time to time permitted by law in the event he or she is made, or is threatened to be made, a party to any threatened pending or completed civil, criminal, administrative, investigative or arbitrative action, suit or proceeding and any appeal therein , whether or not brought by or on behalf of the corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity. In addition, the Board of Directors may provide such indemnification of the employees and agents of OCSA as it deems appropriate.

ARTICLE VI - REVENUES

OCSA is expected to operate on a basis of self-sufficiency, and that it will not require capital contributions from the Member Associations. Revenues of OCSA are expected through dues, sponsorships, and other fundraising activities. OCSA will establish dues rates which are commensurate with prevailing dues in comparable programs, and will operate with costs at levels lower than the levels of revenues.

ARTICLE VII - TEAMS

Teams shall include all duly registered players, coaches, assistant coaches, and managers. Players must be in good standing with NCYSA.

ARTICLE VIII - STANDING COMMITTEES

Establishment of Committees – The Board of Directors may establish committees and subcommittees and delegate powers and duties to such committees as the Board of Directors may deem appropriate. Such committees shall be either Committees of the Board or operational committees. The Board of Directors may also maintain a number of standing operational committees to carry on the regular business of OCSA.

Selection of Committee Chairs – Committee Chairs will be selected by the Board of Directors.

Committee Meetings - Committees will meet as often as necessary to conduct their business efficiently. A majority of committee members constitutes a quorum. A majority of votes among those committee members present at a meeting, if a quorum is present when the vote is taken, decides all questions, except as otherwise required by law, or provided by these bylaws. Committee chairs are responsible for informing the Board of Directors of recommendations by Committees. The Board of Directors may accept, reject, or modify recommendations of committees by majority vote.

ARTICLE IX - DISCIPLINE AND APPEALS

The Board of Directors will appoint a discipline and appeals committee to oversee conduct by teams, players, parents, coaches, assistant coaches, and managers. Duties will include rendering decisions on discipline and hearing any subsequent appeals.

ARTICLE X - CONFLICT BETWEEN BYLAWS AND COMMITTEE RULES

These bylaws, as interpreted by the Board of Directors, shall have priority over all governing coordinating rules and committees as related to the governance of the corporation.

ARTICLE XI - AMENDMENT

Amendment to these bylaws may be proposed and approved only by unanimous vote of the member associations acting through their delegated representatives.

ARTICLE XII - FISCAL YEAR

The fiscal year of OCSA will be from January 1 to December 31.

ARTICLE XIII - DECISIONS REQUIRING UNANIMOUS CONSENT

Notwithstanding other provisions in these bylaws, the following actions require the unanimous consent of all member associations, acting through their delegated representatives:

1. Any indebtedness or contract
2. Admission of any additional member associations
3. Any amendment to these bylaws.
4. Increase in the number of Board of Directors.

ARTICLE XIV - DISSOLUTION

Adequate Notice - Member associations are required to provide in writing to the OCSA Board of Directors at a scheduled meeting one (1) month notice of intent to withdraw as a member of the organization. If the member associations number only two (2) at the time of the notice, the notice of withdrawal shall be deemed a notice to dissolve the organization.

League Slots - In the event of the withdrawal from the organization of a member association, all divisional slots will remain with OCSA. If only one member association remains and OCSA is dissolved, the league slots will remain with the last remaining member association.

Assets - In the event of the withdrawal from OCSA of a member association, all assets will remain with OCSA unless the Board of Directors was to vote to distribute specific assets to the withdrawing member.

APPROVED:

SOUTHWEST SOCCER CLUB

Authorized Representative

SUMMERSILL SOCCER CLUB

Authorized Representative

RICHLANDS SOCCER CLUB

Authorized Representative

SWANSBORO SOCCER ASSOCIATION

Authorized Representative