

BY-LAWS
OF
Onslow Classic Soccer Association, INC.

ARTICLE I – NAME

The name of this organization is **Onslow Classic Soccer Association, Inc.** hereinafter referred to as “OCSA”.

ARTICLE II - PURPOSE

The purpose of the League is to promote mental and physical fitness to all involved in the play of soccer. The League is to instill and promote good sportsmanship, self and community pride and to provide young people with an opportunity to play and learn the sport of organized soccer.

ARTICLE III – AFFILIATIONS

The League shall maintain current affiliation with the North Carolina Youth Soccer Association (NCYSA), the United States Youth Soccer Association (USYSA), and the United States Soccer Federation (USSF), any other associations determined appropriate by the Board of Directors.

The League shall conduct its activities in strict compliance with all rules, regulations and codes of conduct promulgated by the various affiliated associations as the same pertain to the specific activities of the League.

ARTICLE IV - OFFICES

The office and principal place of business of the Corporation shall be located at: 2221 Belgrade -Swansboro Rd. Jacksonville, Onslow County, North Carolina 28557. The Corporation may also maintain offices at such other places as the Board of Directors may from time to time determine.

ARTICLE V – MEMBERS

The Corporation shall not have Members as defined in the North Carolina Non-Profit Corporation Act.

ARTICLE VI - MEMBER ASSOCIATIONS

Member associations include Richlands Soccer Club (hereinafter “RSC”), Southwest Soccer Club (hereinafter “SWSC”), and Piney Green Soccer Club (hereinafter “PGSC”). 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. New member associations, upon becoming members, will be serving a two-year probation of that membership before coming vested members. Member associations will continue to retain their separate identities and soccer programs.

ARTICLE VII – BOARD OF DIRECTORS

SECTION 1 – Number, Election and Term of Office

The number of the directors of the Corporation shall be nine (9), unless and until otherwise

determined by majority vote of the Board of Directors at a special meeting called for that specific purpose, but the Board may not increase or decrease the number of directors by more than thirty percent (30%) during any twelve (12) month period. The number of the directors shall not be less than one (1). Directors must be residents of Onslow County, North Carolina.

At the first annual meeting following the adoption of these By-Laws, the directors shall be elected to serve for terms of one year and thereafter the successors shall be elected to serve for terms of one year.

- a. At each annual meeting, the Board of Directors shall elect a number of directors equal to those for whose term has expired for a term of one (1) year, and thereafter to serve until their successors are duly elected and qualified or until their prior death, resignation or removal. For purposes of this sub-paragraph, those members of the Board whose terms are expiring shall not be entitled to vote for themselves.
- b. Except provided in Section 8 below, the directors shall be elected at the annual meeting of the Corporation. Those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected to the Board. Election shall be by secret ballot if so requested by any director.

SECTION 2 – Duties and Powers

The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the League and may exercise all powers of the League as set out in the Articles of Incorporation, these By-Laws and those provided under Chapter 55A of the North Carolina General Statutes.

The Board of Directors shall have the right to adopt by resolution from time to time, rules and regulations of play for the various soccer leagues it operates, as well as, pertaining to the conduct of players, coaches, parents and persons in attendance at events sponsored by the League.

SECTION 3 – Annual and Regular Meetings; Notice

- (a) The annual meeting of the Board of directors shall be held on the second Tuesday in April at such time and place as may be determined by the Board of Directors (the "Annual Meeting"). The Board of Directors may change the date, time and place for the annual meeting by majority vote but in no event shall such meeting be held later than June 1st of any given year.
- (b) The Board of Directors from time to time may provide by resolution for the holding of such other regular meetings of the Board of Directors and may fix the time and place thereof.
- (c) Notice of any regular meeting of the Board of Directors shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken within the time limited, which notice shall be given in the manner set forth in paragraph (b) of Section 4 of this Article III with respect to special meetings, unless such notice shall be waived in the manner set forth in paragraph (c) of such Section 4.

SECTION 4 – Special Meetings; Notice

- (a) Special meetings of the Board of Directors may be called by the President or by

written petition submitted by three (3) or more of the directors to the President or Secretary. Upon receipt of a petition requesting a special meeting, the President or Secretary shall notice the calling of a special meeting at the soonest time allowed pursuant to the By-Laws.

(b) Notice of special meetings shall be made by hand-delivery to the Director personally or mailed directly to each director, addressed to him at his residence or usual place of business at least five (5) days before the day on which the meeting is to be held, or shall be sent to him at such place by telegram, facsimile, email, radio or cable, or given to him orally, not later than 24 hours prior to the time the meeting is to be held. A notice or waiver of notice for a special meeting shall specify the purpose of the meeting.

(c) Notice of any special meeting shall not be required to be given to any director who shall attend such meeting without protesting prior thereto or at its commencement the lack of notice to him, or to any director who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

SECTION 5 – President

At all meetings of the Board of Directors, the President, if any and if present, shall preside. If there shall be no President or if he shall be absent, the Vice-President shall preside, and in his absence, a person chosen by the Directors present shall preside.

SECTION 6 – Quorum and Adjournments

(a) At all meetings of the Board of Directors, the presence of three (3) or more members of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws. A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice until a quorum shall be present but in no event longer than forty-eight (48) hours.

SECTION 7 – Manner of Acting

(a) At all meetings of the Board of Directors, each director present shall have one (1) vote.

(b) Except as otherwise provided by statute, by the Articles of Incorporation or by these By-Laws, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any action authorized in writing by all of the directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors, with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

SECTION 8 – Vacancies

Any vacancy in the Board of Directors occurring by reason of an increase in the number of directors or by reason of the death, resignation, disqualification, removal or inability to act of any director, or otherwise, shall be filled for the unexpired portion of the term by a majority vote of the remaining directors even if less than a quorum, at any regular meeting or special meeting of the Board of Directors called for that purpose. A Nominating Committee consisting of at least (2) members of the Board of Directors appointed by the President shall submit nominees for such position(s) at the meeting (regular or special) just prior to the meeting in which the Board is to vote on new members.

SECTION 9 – Resignation

Any director may resign at any time by giving notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in such notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

SECTION 10 – Removal

Any director may be removed with or without cause at any time by the two-thirds (2/3rds) vote of a quorum of the Board of Directors at a special meeting called for that purpose. In addition, any director absence from more than three (3) consecutive meetings, regular or special, without written excuse accepted by the Board of Directors shall be deemed to have resigned from the Board of Directors and be subject to replacement as provided for in Section 8 above.

SECTION 11 – Salary

No stated salary shall be paid to directors, as such, for their services; provided that by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; and provided further, however, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 12 – Contracts

(a) No contract or other transaction between this Corporation and any other Corporation shall be impaired, affected or invalidated, nor shall any director be liable in any way, by reason of the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer, or are directors or officers of, such other Corporation, provided that such facts are disclosed or made known to the Board of Directors.

(b) Any director, personally and individually, may be a party to or may be interested in any contract or transaction of this Corporation, and no director shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Board of Directors, and provided further that the Board of Directors shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such director) of a majority of a quorum, notwithstanding the presence of any such director at the meeting at which the action is taken. Such director or directors may be counted in determining the presence of a quorum at such meeting. This Section 12 shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would otherwise be valid under the law (common, statutory, or otherwise) applicable thereto.

SECTION 13 – Committees

The Board of Directors, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members an executive committee and such other committees and alternate members thereof as they deem desirable, each consisting of one or more members, which committees shall have such powers and authority (to the extent permitted by law) as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board. Standing committees shall be comprised of at least one (1) member of the Board of Directors.

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.

SECTION 14 – Discipline

All matters involving complaints regarding any activities sponsored or hosted by the League shall be made in writing to the Board of Directors for action. The Board of Directors shall conduct such hearings as it deems appropriate in order to render a decision in the matter which shall be made within forty-five (45) days of the submission date of the complaint barring extraordinary circumstances requiring additional time in which case, notice of the extension shall be provided to the party filing the complaint.

In addition, the Board of Directors shall act on all matters concerning violations of the codes of conduct for Coaches, Players, Parents and Spectators. Any alleged violations shall be made in writing to the Board of Directors. Any person cited for a violation of the League's Code of Conduct may, by a majority vote, be reprimanded in writing or suspended for up to three (3) games. The Board may expunge a coach, player, parent or spectator from further participation or attendance at League functions by 2/3 majority vote. At any Board meeting in which action is to be taken regarding the discipline of a Coach, Player, Parent or Spectator, such person shall be entitled to be present at the meeting and given an opportunity to respond to the charges.

In order to provide for the orderly conduct and administration of League events, members of the Board of Directors shall have authority to order any person that is disrupting an event sponsored by the League or otherwise threatens or endangers person or property, to leave the event and, if not complied with, to obtain the assistance of the police.

ARTICLE VIII – OFFICERS

SECTION 1 – Number, Qualification, Election and Term of Office

(a) The officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other officers, including one or more Vice-Presidents, as the Board of Directors may from time to time deem advisable. The President and Vice-President are required to be directors of the Corporation. Any other officer may, but is not required to be a director of the Corporation. Any two or more offices may be held by the same person, except for the offices of President, Vice-President and Secretary.

(b) The Board of Directors shall elect the officers of the Corporation at the first regular meeting of the Board in April of each year. It shall be the general practice, but not the obligation of the Board of Directors that the President of the Corporation be succeeded by his Vice-President.

(c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his election and until his successor shall have been elected and qualified, or until his death, resignation or removal.

SECTION 2 – Resignation

Any officer may resign at any time by giving notice of such resignation to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary

to make it effective.

SECTION 3 – Removal

Any officer may be removed, either with or without cause, and a successor elected by the Board of Directors at any time.

SECTION 4 – Vacancies

A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by the Board of Directors.

SECTION 5 – Duties of Officers

Officers of the Corporation shall, unless otherwise provided by the Board of Directors, each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may be set forth in these By-Laws or as may from time to time be specifically conferred or imposed by the Board of Directors.

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| President - | The President shall be the chief executive officer of the League and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the League. The President shall, when present, preside at all meetings of the Member of the Board of Directors and shall sign, along with any other proper officer of the League thereunto authorized by the Board of Directors, any deeds, mortgages, 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 of Directors or by these By-Laws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general the President 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. |
| Vice-President | In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President 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; and shall perform such other duties as from time to time may be prescribed by the President or Board of Directors. |
| Secretary | The Secretary shall: (a) keep the minutes of the meetings of the Members, of the Board of Directors and of all committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) maintain and authenticate the records of the Association and be custodian of the seal of the Association and see that the seal of the Association is affixed to all documents the execution of which on behalf of the Association is under its seal is duly authorized; (d) sign with the President, or Vice-President, any deeds, mortgages, contracts or other instruments which shall have been authorized by resolution of the Board of Directors; (e) prepare or cause to be prepared membership lists prior to each meeting of the Members as required by law; (f) attest the signature or certify the incumbency or signature of any officer of the Association; and (g) in |

general perform all duties incident to the office of secretary and such other duties as from time to time may be prescribed by the President or the Board of Directors.

Treasurer

The Treasurer shall: (a) have charge and custody of and be responsible for all funds of the Association; receive and give receipts for moneys due and payable to the Association for any source whatsoever, and deposit all such moneys in the name of the Association in such depositories as shall be selected by the Board of Directors; (b) maintain appropriate accounting records as required by law and the Declaration; (c) prepare, or cause to be prepared, annual financial statements of the Association that include a balance sheet as of the end of the fiscal year and an income and cash flow statement for that year, which statements, or a written notice of their availability, shall be provided to the Board of Directors within one hundred twenty (120) days after the end of such fiscal year; and (d) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be prescribed by the President or the Board of Directors.

The above duties may be delegated by the Treasurer to an accounting firm approved by the Board of Directors.

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:

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

SECTION 6 – Sureties and Bonds

In case the Board of Directors shall so require, any officer, employee or agent of the Corporation shall execute to the Corporation a bond in such sum, and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his hands.

ARTICLE IX – FISCAL YEAR

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

ARTICLE X – INDEMNIFICATION

Any person who at any time serves or has served as a director, officer, employee or agent of the Corporation, or in such capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorney fees, actually and necessarily incurred by him in connection with any threatened or pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he may become liable in any such action, suit or proceeding.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this By-Law, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him and giving notice to, and obtaining approval of, the members of the Corporation.

Any person who at any time after the adoption of these By-Laws serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this By-Law.

ARTICLE XI - CONFLICTS OF INTEREST

No Director, officer or member of a committee, of OCSA shall maintain substantial personal or business interests which conflict with those of OCSA. In addition, any Director, officer, employee or committee member having an interest in a contract or other transaction presented to the Directors or a committee for authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contract or transaction. Such person may not be counted in determining the existence of quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and, where applicable, the abstention from voting and participation, and whether a quorum was present.

ARTICLE XII – AMENDMENTS

The Board of Directors shall have the power to make, adopt, alter, amend and repeal, from time to time, the By-Laws of the Corporation by majority vote at a special meeting called for such purpose; provided, however, that no material amendment, alteration, or revision shall be made to text of Article IX or X of these By-Laws which would otherwise jeopardize or

invalidate the Corporation's qualification as an organization exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

Any proposed amendments to these By-Laws shall first be provided to the members of the Board a minimum of thirty (30) days prior to the special meeting.

ARTICLE XIII – PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to the Corporation's Board of Directors, Officers or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the charitable purposes set forth above.

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 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.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

- a. by an organization exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or
- b. by an organization, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

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. In the event of the dissolution of organization, the assets will be divided up amongst the vested member associations proportionally in accordance with consecutive years of membership of the current membership.

ARTICLE XV – PROHIBITION AGAINST NON-CHARITABLE ACTIONS

This Corporation is organized and its purpose limited to charitable, religious, educational or scientific endeavors, all within the meaning of §501(c)(3) of the Internal Revenue Code.

No Director, Officer or Employee shall be authorized to take action or fail to act in any way that would result in violation of Chapter 55A of the General Statutes of North Carolina or the Corporation's tax status under I.R.C. §501(c)(3).

The Undersigned certifies that the foregoing Bylaws have been adopted as the Bylaws of the Corporation in the accordance with the requirements of the Corporation Law.

This 9th day of June 2016.

OCSA President

OCSA Secretary

Member Associations Approved:

SOUTHWEST SOCCER CLUB

Allin Whaley

Authorized Representative

RICHLANDS SOCCER CLUB

Debbie Marshall

Authorized Representative

PINEY GREEN SOCCER CLUB

Cybil Sull

Authorized Representative