

**BYLAWS OF THE
SOUTH CAROLINA
AMATEUR SOCCER ASSOCIATION**

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BYLAWS OF THE SOUTH CAROLINA AMATEUR SOCCER ASSOCIATION

PART I—GENERAL

ByLaw 101. NAME

This organization shall be incorporated as the "South Carolina Amateur Soccer Association", hereinafter referred to as "SCASA."

ByLaw 102. PURPOSES AND STATUS

- Section 1. The purpose of SCASA is to promote amateur adult soccer in South Carolina.
- Section 2. SCASA is established as a nonprofit and educational organization.

ByLaw 103. FEDERATION MEMBERSHIP

SCASA is a State Association member of the United States Adult Soccer Association ("USASA") and of the United States Soccer Federation ("USSF", "Federation").

ByLaw 104. LAWS OF THE GAME

The "Laws of the Game" as authorized by FIFA, and modified for amateur play, apply.

ByLaw 105. RESPONSIBILITIES AS A STATE ASSOCIATION MEMBER OF USSF AND USASA

Section 1.

- (1) The membership of SCASA shall be open to any soccer players, coaches, trainers, managers, administrators, officials, and other volunteers not subject to suspension under section 4 of Federation Bylaw 241, and to any adult amateur soccer organization in its territory.
- (2) SCASA will not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin. A player under the age of 18 must file a completed and signed parent/guardian consent form with SCASA before registering and playing with a team in a SCASA member league.
- (3) The Federation articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of SCASA and its members to the extent applicable under state law, and SCASA and its members will abide by those articles, bylaws, policies, and requirements.
- (4) SCASA will not join any organization that has requirements that conflict with the Federation's articles, bylaws, policies, and requirements.
- (5) SCASA shall register all of its players and report its teams, leagues, administrators, and other members with USSF and USASA as required. SCASA shall pay all required dues and fees to USSF and USASA in a timely manner.
- (6) SCASA and its members will abide by the Federation's articles, bylaws, policies, and requirements on interplay.
- (7) SCASA shall have a Board of Directors selected through an open and democratic election process.
- (8) Actions and policies adopted by the Board of Directors of SCASA shall be reported to its Organizational Members, at least once each year at the State Council Annual General Meeting.
- (9) SCASA shall provide to USSF and USASA as required an annual report on the activities of SCASA and the most current annual financial statements.
- (10) SCASA will (a) provide as required to USSF and USASA copies of the SCASA constitution, bylaws, and other governing documents, (b) submit changes to those documents to the Federation and USASA for approval as required, and (c) make copies of those documents available to its members.

- (11) SCASA will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include that all grievances involving the right to participate and compete in activities sponsored by USSF, USASA and SCASA and its members may be appealed to the Federation's Appeals Committee that shall have jurisdiction to approve, modify, or reverse a decision.
- (12) SCASA shall maintain its tax-exempt status under the Internal Revenue Code.
- (13) SCASA shall adopt policies prohibiting sexual and physical abuse that meet certain minimum criteria established by USSF and USASA (subject to any contrary requirements contained in state or local law applicable to SCASA.)
- (14) SCASA will allow USSF and USASA to review the documents and procedures of SCASA, and on request of USSF or USASA, as required.

Section 2. Individuals serving on the Board of Directors or any Council or committee of SCASA shall be selected without regard to that individual's race, color, religion, national origin, or sex.

Section 3. SCASA may not have eligibility criteria relating to amateur status more restrictive than those of USSF and USASA.

ByLaw 106. SEASONAL AND FISCAL YEARS

- Section 1. The seasonal year of SCASA shall begin on September 1 of one calendar year and end on August 31 of the following calendar year.
- Section 2. The fiscal year of SCASA shall begin on June 1 of one calendar year and end on May 31 of the following calendar year.

ByLaw 107. USE OF NAME AND LOGO

No one may use the name or initials of SCASA, any of its trade names including SC SOCCER, SC Amateur Soccer, SC Adult, and SCASA, or any of its logos except as provided under these bylaws or except with the express written consent of SCASA.

ByLaw 108. ROBERT'S RULES OF ORDER AND QUORUM

- Section 1. Except as otherwise provided in these bylaws, all meetings shall be conducted in accordance with the latest authorized edition of Robert's Rules of Order.
- Section 2. A quorum at any meeting shall be a majority of the total number of eligible votes.
 Except as otherwise specified in these Bylaws, approval of any motion shall require a vote of greater than 50%. As by Bylaw 803, approval of an amendment to these Bylaws requires a two-thirds vote of SCASA Board of Directors. When voting outside of a meeting as specified in ByLaw 303 these percentages apply to the maximum number of votes possible.

ByLaw 109. DEFINITIONS

Except as otherwise provided, these definitions apply to these bylaws and all policies of SCASA:

- (1) "**Amateur Sports Act**" means the Ted Stevens Olympic and Amateur Sports Act (chapter 2205 of title 36, United States Code).
- (2) "**Board**" or "**Board of Directors**" means the Board of Directors of SCASA established under Bylaw 411.
- (3) "**Federation**" means the United States Soccer Federation, Inc., the national association member of FIFA for the U.S. and the national governing body for the sport of soccer, as recognized by the USOC
- (4) "**FIFA**" means the Federation Internationale de Football Association of which the Federation is the national association member for the United States.
- (5) "**Individual Member**" means an individual who is a member as provided under Bylaws 202 and 231.

- (6) "**League**" means an organization from a geographic area consisting of teams divided into divisions, for the purpose of organizing competition between teams. A "**Division**" is a grouping of teams within a league according to skill level, age, or sex for the purpose of providing competition at a similar level.
- (7) "**Organization Member**" means a League that is classified as such a member of SCASA as provided by Bylaws 202 and 211-214.
- (8) "**SCASA**" means the South Carolina Amateur Soccer Association
- (9) "**State Council**" means the State Council of SCASA as provided under Bylaw 311.
- (10) "**Team**" means a group of soccer players playing on the same side in soccer games.
- (11) "**USOC**" means the United States Olympic Committee that is the corporation established under the Amateur Sports Act to oversee all amateur athletic activity in the United States.
- (12) "**USASA**" means the United States Adult Soccer Association, Inc., a National Association member of USSF.
- (13) "**USSF**" means the United States Soccer Federation, Inc.

PART II—MEMBERSHIP

Subpart A—General

ByLaw 201. ELIGIBILITY

The membership of SCASA is open to all soccer organizations, all soccer players, and volunteers without discrimination on the basis of race, color, religion, age, sex, or national origin.

ByLaw 202. MEMBERSHIP CATEGORIES

SCASA has the following categories of membership:

- (1) Organization Members consisting of Leagues as provided under Bylaws 211-214, and
- (2) Individual Members as provided under Bylaw 231.

Subpart B—Organization Members

ByLaw 211. ADMISSION TO MEMBERSHIP

- Section 1. A League desiring to become an Organization Member of SCASA must submit a written application for membership to the Board of Directors. The applicant shall include with the application copies of its charter or articles of incorporation, bylaws, rules, regulations, any rules of play, and other governing documents appropriate to understanding the structure and activities of the organization. The applicant must submit copies of all documents to the Board of Directors. SCASA may require an application fee from applicants as set by the Board of Directors.
- Section 2. The Secretary of the Board of Directors shall immediately submit the application and accompanying documents to the Board for review and report. The Board may reject the application until it and accompanying documents are changed to comply with requirements of SCASA, USASA and USSF. Upon review of the documents, the Board shall vote on the application as per Bylaw 303.

ByLaw 212. TERMS OF MEMBERSHIP

- Section 1. The term of membership of an Organization Member is for the seasonal year. Membership to SCASA becomes active as soon as the Member registers players as per SCASA registration policy.
- Section 2. Membership in SCASA is not transferable or assignable. Membership terminates when SCASA dissolves, the Organization Member dissolves, the Individual dies, or as provided under these Bylaws.
- Section 3. With the consent of the Board of Directors, an Organization Member may change its organizational structure without losing its membership in SCASA.

ByLaw 213. GENERAL RESPONSIBILITIES

- Section 1. Each Organization Member must do the following:
 - (1) to the extent consistent with applicable law, comply with the Bylaws of SCASA, USASA and USSF;
 - (2) to the extent consistent with applicable law, comply with policies and requirements of SCASA with respect to SCASA's internal operations and the administration of SCASA programs;
 - (3) submit to SCASA any amendment to its charter or articles of incorporation, bylaws, rules, and regulations not later than 60 days after such amendments are made;
 - (4) pay fees due SCASA by required deadlines; and
 - (5) comply with the Amateur Sports Act, to the extent applicable.
- Section 2. Each Organization Member shall retain its own autonomy except as otherwise provided in these Bylaws.

ByLaw 214. ORGANIZATION MEMBER RESPONSIBILITIES

- Section 1. In addition to other requirements of these Bylaws, each League shall—

- (1) register with SCASA all of its players, and report contact information for its administrators, and Team Representatives;
- (2) registration of players shall be through the SCASA registration procedures using the SCASA-issued registration forms that must be fully completed;
- (3) provide and coordinate opportunities for every player under its jurisdiction to participate in soccer at the various levels offered; and
- (4) comply with requirements pertaining to State, regional, interstate, national, and international competition and other competitions approved or sponsored by SCASA, USASA and USSF..

Section 2. SCASA, and each Organization Member, is responsible for establishing and monitoring a risk management program within its jurisdiction.

Subpart C—Individual Members

ByLaw 231 INDIVIDUAL MEMBERS

An individual who is a player, coach, referee, administrator, or other volunteer is a member of SCASA—

- (1) through that individual's membership with an Organization Member;
- (2) as an elected officer or member of SCASA Board of Directors;
- (3) if the individual occupies an unpaid administrative position; or
- (4) as a committee member of SCASA.

Subpart D—Fees

ByLaw 241. FEES

Section 1. Each Organization Member shall pay to SCASA annual fees set by the Board of Directors.

Section 2. Each Individual Member shall pay to SCASA annual fees set by the Board of Directors.

Subpart E—Suspensions, Fines, Terminations, and Reinstatement

ByLaw 251. SUSPENSIONS, FINES, AND TERMINATIONS

- Section 1. A Member failing to pay any fees due SCASA shall be provided written notice of the delinquency. If those fees are not paid within 30 days after the date of the notice of delinquency, the delinquent Member shall be suspended from membership in SCASA. Fines may also be imposed as deemed appropriate by SCASA. Unless otherwise provided by the Board of Directors, the membership of the Member shall be terminated automatically if the Member has failed to pay those fees for a period of 90 days after the date specified in the notice of delinquency. The Member shall be notified in writing by mail or e-mail of its suspension and the date on which membership will be terminated if the fees remain unpaid. All notifications shall require confirmation of receipt.
- Section 2. The membership of an Organization Member may be terminated by the Board of Directors for cause by a two-thirds majority vote of the Board of Directors.
- Section 3. (a) The Board of Directors may suspend, fine, or both suspend and fine any member of SCASA, or terminate the membership of any Member, if the Board determines that—
- (1) the conduct of the member is adverse to the best interests of soccer or SCASA; or
 - (2) the member has not complied with the requirements of its membership in SCASA.
- (b) The Board of Directors may act under subsection (a) of this section only after providing the member with a reasonable opportunity to present evidence in support of the member's position or as per USASA and USSF requirements.
- (c) The Rules and Discipline Committee, as under Bylaw 501, is responsible for game incidents not handled in a satisfactory manner by an Organizational Member, except for those with USASA- or USSF-mandated hearing procedures.

- Section 4. A suspension or other disciplinary action imposed by SCASA in accordance with these Bylaws shall be recognized by all members of SCASA on notification by SCASA. Suspensions and other disciplinary actions imposed by members of SCASA shall be recognized by SCASA and all other SCASA members on proper notification to SCASA.

ByLaw 252. SUSPENSION BECAUSE OF LITIGATION

- Section 1. Any person participating in a SCASA program, or in a program of an Organization Member, who becomes a defendant in litigation detrimental to the welfare of players or litigation based on activities detrimental to the welfare of players, shall be suspended from all soccer-related activities. The SCASA Board of Directors shall determine suspensions under this Bylaw. Matters detrimental to the welfare of players shall include crimes of moral turpitude and felonies. The person has a right to appeal the suspension only over whether the matter that is the substance of the accusation, if true, is detrimental to the welfare of players.
- Section 2. On completion of the litigation, the suspended person may inform the SCASA Board of Directors that the litigation has been completed and request that the suspension be terminated and the person reinstated. SCASA may grant the request of the person or, if the decision of the litigation was adverse to the person, may continue the suspension for a period specified by SCASA, fine the person, terminate all membership of that person with SCASA and its members, or any combination of those authorized penalties.

ByLaw 253. RESIGNATIONS

Any Member may resign from SCASA by submitting a written resignation to SCASA. The resignation need not be accepted by SCASA to be effective. A Member's resignation does not relieve the Member of any obligation to pay any fees that had been accrued and were unpaid before the effective date of the resignation.

ByLaw 254. REINSTATEMENT

A suspended Member of SCASA may submit a written request for reinstatement. The Board of Directors may reinstate the membership of a suspended Member on reasonable terms that the Board considers appropriate.

PART III—ORGANIZATION**Subpart A—Voting****ByLaw 301. ORGANIZATION MEMBERS**

- Section 1. (a) Each League is entitled to vote at State Council Annual General Meetings. A League shall have the following number of total votes:
- | | |
|--------------------|----------------|
| up to 200 players: | 1 vote |
| 201 - 400 players: | 2 votes, total |
| 401 - 600 players: | 3 votes, total |
| 601 - 800 players: | 4 votes, total |
| 801 or more: | 5 votes, total |
- (b) (1) At each State Council Annual General Meeting, the number of votes of a League is determined by the number of players registered by the League with SCASA for the current seasonal year. The determination of the number of votes for the current seasonal year shall be as of thirty days before the beginning of the State Council Annual General Meeting.
- (2) At State Council Annual General Meetings, a League may send delegates to each of those meetings equal to the number of votes it is allowed to cast at the meeting. All votes of the League may be cast by any of the delegates present at the time of the vote, even if not all of its representatives are present.
- Section 2. No Organization Member having a vote at a meeting of the State Council may have someone else cast its votes by proxy. Absentee voting in writing shall be allowed.

ByLaw 302. OFFICERS

- Section 1. SCASA Officers shall be entitled to one vote each at a State Council Meeting, except as limited by Bylaw 304. Non-Officer Individual Members are not entitled to vote at a State Council Meeting unless as a representative of an Organizational Member.
- Section 2. The individual chairing the State Council Annual General Meeting may vote only to change the outcome of the vote. The President will normally chair Annual General Meetings.

ByLaw 303. VOTING OUTSIDE OF A MEETING

The Board of Directors shall authorize the members of the Board of Directors to vote by mail, electronic mail, or telephone on any matter that the membership of the Board of Directors may vote on.

ByLaw 304. LIMITATION

An individual may vote at any meeting of SCASA in only one capacity.

Subpart B—State Council and Board of Directors**ByLaw 311. COMPOSITION**

- Section 1. SCASA has a State Council that is composed of the Officers of the Board of Directors and representatives of Organizational Members.
- Section 2. The State Council has the authority to elect the following Officers to the Board:
- (1) President
 - (2) Vice President
 - (3) Vice President for Women's Soccer
 - (4) Secretary
 - (5) Treasurer

The following shall also sit on the Board as voting members:

- (6) Immediate Past President
- (7) Member-at-Large with voting rights designated by any Organizational Member not otherwise represented on the Board

The Board members listed above may also elect the following to sit on the Board as voting members. These appointments will be for a 1 year term from the date of instatement. These appointments must be renewed annually or otherwise expire:

- (7) Special-Member-at-Large, who may be anyone that the Board considers to be willing and able to contribute to the development and promotion of amateur soccer in SC.
- (8) State Referee Administrator

Section 3. The Board of Directors may also have non-voting Members-at-Large who may be appointed by the Board. A Member-at Large serving on a committee may vote on that committee.

ByLaw 312. ANNUAL GENERAL MEETINGS

Section 1. The State Council shall hold an annual general meeting each seasonal year.

Section 2. SCASA shall provide to each Organization Member and the Board of Directors—

- (1) at least 30 days before the date of the meeting, notice of the annual meeting, giving the date, time, and location of the meeting; and
- (2) at least 5 days before the date of the meeting, a proposed agenda.

Section 3. The order of business at the annual general meeting shall be as follows:

- (1) roll call.
- (2) credentials.
- (3) elections.
- (4) other business.
- (5) adjournment.

ByLaw 313. SPECIAL MEETINGS

Section 1. (a) A special meeting of the State Council may be called at any time on request of—

- (1) the President of SCASA; or
- (2) a majority of the Board of Directors;

(b) The request shall state the business items to be considered at the special meeting. No other items may be considered at the meeting.

Section 2. Notice of a special meeting shall be provided to each League and the Board of Directors within 10 days of the call. The meeting must be held within 60 days of the call.

ByLaw 314. PLACE OF MEETING

The Board of Directors may designate any place within the State of South Carolina as the place for a meeting of the State Council.

PART IV—OFFICERS AND BOARD OF DIRECTORS

Subpart A—Officers

ByLaw 401. OFFICERS

Section 1. The Officers of SCASA elected by the State Council are the President, the Vice President, the Vice President for Women's Soccer, the Secretary, and the Treasurer.

ByLaw 402. ELECTIONS

Section 1. The President, Secretary, and Vice President for Women's Soccer are elected for terms of 2 years at the State Council Annual General Meetings of SCASA held in seasonal years that begin with an even-numbered year. The Vice President and Treasurer are elected for terms of two years at the State Council Annual General Meeting of SCASA held in seasonal years that begin with an odd-numbered year. Section 2. An officer referred to in this bylaw commences the officer's term of office after the adjournment of the meeting at which the officer was elected or appointed, or, if filling a vacancy before the expiration of a term of office, immediately after elected to fill the vacancy

ByLaw 403. DUTIES OF OFFICERS

Section 1. The **President** of SCASA shall:

- (1) be the chief executive officer of SCASA;
- (2) administer the affairs of SCASA with the concurrence of the Board of Directors;
- (3) serve as chairman of all meetings of the State Council and Board of Directors;
- (4) establish SCASA committees and make committee appointments as provided by Bylaws 501 and 502;
- (5) execute instruments for SCASA that the Board of Directors authorizes to be executed;
- (6) be authorized to sign all checks and official papers for SCASA; and
- (7) perform other responsibilities assigned by the Board of Directors.

Section 2. The **Vice President** of SCASA shall:

- (1) assist the President of SCASA;
- (2) assume the duties of the President when the President is absent, cannot act, or refuses to act;
- (4) perform other responsibilities assigned by the Board of Directors or the President; and
- (5) be authorized to sign all checks when approved by the board.

Section 3. The **Vice President for Women's Soccer** shall:

- (1) report on all issues regarding women's soccer activities and matches of Member Leagues;
- (2) assume the duties of the President when the President and the Vice President Soccer are absent, cannot act, or refuse to act;
- (3) work with SCASA Leagues to increase the participation of women players;
- (4) be authorized to sign all checks when approved by the board; and
- (5) perform other functions assigned by the President.

Section 4. The **Secretary** of SCASA shall:

- (1) give proper notice of all SCASA meetings;
- (2) ensure that minutes of meetings of the State Council and the Board of Directors are taken and published;
- (3) ensure the proper custody of the records of SCASA as directed by the President;
- (4) ensure that a record is kept of the name and address and other information of each Member, Director, officer, and employee of SCASA as directed by the President;

- (5) perform other responsibilities assigned by the Board of Directors or the President; and
- (6) be authorized to sign all checks when approved by the board.

Section 5. The **Treasurer** of SCASA shall:

- (1) direct the keeping of full and accurate accounts of receipts and disbursements of SCASA, with the records being maintained by the Treasurer in accordance with the financial policies of SCASA;
- (2) oversee the preparation of financial statements as directed by the Board of Directors;
- (3) in accordance with the financial policies of SCASA, secure an independent audit of the financial accounts and transactions of SCASA as deemed necessary by the Board;
- (4) assist the Board of Directors in reviewing a proposed annual budget for SCASA;
- (5) prepare all required state and federal tax forms for SCASA;
- (6) be authorized to sign all checks; and.
- (7) perform other responsibilities assigned by the Board of Directors or the President.

ByLaw 404. REMOVAL

Any officer referred to in Bylaws 311 and 401, or any member of the Board of Directors may be removed from office by a two-thirds vote of the Board of Directors.

ByLaw 405. VACANCIES

- Section 1. If the office of President of SCASA becomes vacant for any reason, the Vice President Soccer shall become the President of SCASA for the balance of the term.
- Section 2. If the office of Vice President, Secretary, or Treasurer of SCASA becomes vacant for any reason, the remaining members of the Board of Directors shall elect an individual to the office to fill the balance of the term.

ByLaw 406. RESTRICTIONS

No officer referred to in Bylaw 401 nor any Member of the Board of Directors may:

- (1) receive compensation (except for reimbursement for expenses) for services as an officer;
- (2) be a paid employee, or receive compensation (except reimbursement for expenses) from SCASA.

Subpart B—Board of Directors

ByLaw 411. COMPOSITION AND GENERAL AUTHORITY

- Section 1. (a) The voting members of the SCASA Board of Directors are the President, Vice President , Vice President for Women’s Soccer, Secretary, Treasurer, Immediate Past President, and voting Members-at-Large from any Organizational Members not otherwise represented on the Board. As provided in Section 2 of Bylaw 311, the Board may also elect the State Referee Administrator and a Special Member-at-Large as voting members, and the Board may appoint non-voting Members-at-Large to the Board.
- (b) Each voting member of the Board of Directors has one vote, except that the individual presiding at a Board meeting may vote only to change the outcome of a vote.
- Section 2. Except as otherwise provided in these bylaws, the Board of Directors shall—
 - (1) manage the affairs of SCASA;
 - (2) enforce the bylaws, rules, policies, and procedures of SCASA;
 - (3) report at the State Council Annual General Meeting—
 - (A) a complete report on the activities of SCASA since the last annual meeting;
 - (B) a proposed budget for the next fiscal year; and
 - (C) a complete financial report.

- Section 3. The Immediate Past President of SCASA shall serve a 2-year term on the Board immediately following that individual's term as President. An individual removed as President under Bylaw 404 may not serve on the Board as Immediate Past President, and this position in that instance shall remain vacant.

ByLaw 412. DUTIES OF NON-OFFICER BOARD MEMBERS

- Section 1. The **Immediate Past President** shall:
- (1) assist the Board and the President as necessary with duties assigned by the President.
- Section 2. The **State Referee Administrator** shall:
- (1) report on all referee-related issues of SCASA League matches;
 - (2) perform other functions for SCASA as assigned by the President.
- Section 3. The **Members-at-Large** shall:
- (1) assist the Board and the President as necessary with duties assigned by the President.

ByLaw 413. MEETINGS AND BOARD DECISIONS

- Section 1. The Board of Directors shall hold at least one regular meetings each seasonal year. The Board shall establish he time, place, and location of the meetings. At least 14 days prior notice (written or electronic) must be provided for regular meetings. Meetings or meeting participation may also be held via teleconference.
- Section 2. (a) The Board of Directors may hold special meetings called by the President of SCASA or by a majority of the Board of Directors. The request shall state the business items to be considered at the special meeting. No other items may be considered.
- (b) For a a special meeting 5 days notice shall be provided to all members of the Board of Directors before the date of the meeting. Special Meetings or meeting participation may also be held via teleconference.
- (c) In the event of extraordinary situations that require immediate Board decisions, then the Board with a two-thirds majority may vote to hold such a meeting or render a decision with less notification. Section 3. Proxies are not permitted at meetings of the Board of Directors.
- Section 4. The Board of Directors may also render a decision on an issue without a meeting. Decisions will be based on presentation of the issue at hand followed by voting. In this situation at least 50% of the eligible votes must be cast in order for the decision to carry. Notification for such decisions shall be given as in Section 2 of ByLaw 413.

PART V—COMMITTEES**ByLaw 501. STANDING COMMITTEES**

- Section 1. SCASA has the following standing committees:
- (1) Discipline Committee (DC): minimum 3 members . The DC oversees hearings for game incidences to ensure proper procedures are adhered to.
 - (2) Budget Committee (BC): minimum 3 members – The Treasurer serves as Chairman. The BC proposes the budget and oversees the finances for SCASA.
 - (3) Cups and Games Committee (CGC): minimum 3 members. The CGC oversees SCASA tournaments, any inter-league play, and SCASA participation in regional and national cups.
 - (4) Risk Management Committee (RMC): minimum 3 members. . The RMC enforces the SCASA Risk Management Policy to ensure that SCASA-sanctioned games follow policies and procedures mandated by the Federation and USASA.
 - (5) Policy and Rules Committee (PRC): minimum 3 members. The PRC proposes and reviews ByLaw changes, SCASA policies, etc. and makes recommendations to the Board.
- Section 2. Except as otherwise provided in these bylaws, the President shall appoint the members of each standing committee, and the Board of Directors shall approve those appointments and prescribe the responsibilities of each standing committee.
- Section 3. Members of the standing committees shall be appointed each seasonal year. A committee member continues to serve until a successor has been appointed.

ByLaw 502. SPECIAL COMMITTEES

Subject to the approval of the Board of Directors, the President of SCASA may establish special committees, appoint the members and chair of each of those committees, and prescribe the responsibilities of each.

ByLaw 503. RESTRICTION

No member of a committee may receive compensation (except reimbursement for expenses) for services performed as a committee member.

PART VI—ADMINISTRATIVE**ByLaw 601. FISCAL YEAR BUDGET AND EXPENDITURES**

- Section 1 The Budget Committee shall prepare a proposed budget for SCASA for the next fiscal year. The Committee shall submit its proposed budget to the Board of Directors for approval.
- Section 2 SCASA checks can be signed by any officers, as by Bylaw 403. For items not already approved by the Board for the current fiscal year's budget, any expenditure for less than \$1,000 may be approved by any two officers; any expenditure for \$1,000 to less than \$5,000 must be approved by the President; any expenditure for \$5,000 or more must be approved by the Board.

ByLaw 602. ACCOUNTS, BOOKS, AND RECORDS

- Section 1. SCASA shall maintain adequate and correct accounts, books, and records of its business and properties. All of those accounts, books, and records shall be kept at the state office of SCASA, or with the Treasurer in accordance with Bylaw 403 Section 5(1).
- Section 2. All accounts, books, and records of SCASA are open for inspection by the Board of Directors.

ByLaw 603. INDEMNIFICATION

- Section 1. SCASA shall indemnify each of its present or former directors, officers, employees, or official representatives, or any person who is or was serving another entity in any capacity at the request of SCASA against all expenses actually and reasonably incurred by the person (including judgments, costs, and counsel fees) in connection with the defense of any pending or threatened litigation to which that person is, or is threatened to be made, party because that person is or was serving in such a capacity. This right of indemnification may also apply to expenses of litigation which is compromised or settled, including amounts paid in settlement, if SCASA approves the settlement as provided in section 2 of this bylaw. Such a person shall be indemnified if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of SCASA. The termination of any litigation by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner the person reasonably believed to be in or not opposed to the best interests of SCASA.
- Section 2. Any amount payable as indemnification under this bylaw may be paid by SCASA on a determination by the Board of Directors, not including those members who have incurred expenses in connection with the litigation for which indemnification is sought, that the person in question met the standard of conduct provided for under section 1 of this bylaw.
- Section 3. Any expenses incurred by a qualified person in connection with the defense of any litigation may be paid by SCASA in advance of a final disposition of the litigation on receipt of a written commitment by that person to repay the amount advanced if it is determined under section 2 of this bylaw that that person is not entitled to indemnification under this bylaw.
- Section 4. The Board of Directors may authorize the purchase of insurance on behalf of any person that may potentially be indemnified under this bylaw. That insurance may include indemnification for those persons for expenses of a kind not subject to indemnification under this bylaw.

ByLaw 604. SAVING CLAUSE

Failure of literal or complete compliance with provisions of these bylaws with respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the members at meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the Board of Directors, committees or other bodies so affected.

PART VII—GRIEVANCES, DISPUTES, AND APPEALS

ByLaw 701. GENERAL REQUIREMENTS

- Section 1 Each Organization Member shall have grievances, disputes, and appeals provisions in its bylaws, rules, or other document that clearly states the procedures under which adjudication of appeals and other disciplinary matters shall occur.
- Section 2. If an Organization Member does not have those procedures required by section 1 of this bylaw, the following procedures apply:
- (1) All parties are entitled to a hearing with proper notification.
 - (2) Once a grievance, dispute, or appeal has been properly filed, the chair of the appropriate entity of the Organization Member shall notify all involved parties within 5 days of receipt of the grievance, dispute, or appeal, the nature of the grievance, dispute, or appeal, the names of all parties, a copy of the grievance, dispute, or appeal, and the date, time, and place of the hearing.
 - (3) The conduct of the hearing shall be as determined by the policy and rules of SCASA.
 - (4) A written record (called the official record) shall be kept of the proceedings.
 - (5) A written notification of the decision shall be sent to all involved parties within 7 days of the hearing. This notice shall be sent electronically and by mail. All notifications shall require confirmation of receipt.
 - (6) All hearings shall be scheduled to be held within 30 days.

ByLaw 702. RESOLUTION OF DISPUTES

- Section 1. A dispute between Organization Members shall be resolved by a special commission of the SCASA Board of Directors as follows:
- (1) Any Organization Member involved in a dispute between or among Organization Members or within an Organizational Member may submit a written petition to the Board of Directors for the resolution of any such dispute. Any Officer of SCASA or any two members of the board of directors of an Organization Member may submit a written petition to the SCASA Board of Directors for the resolution of such a dispute.
 - (2) Within 30 days of receiving the petition, the President of SCASA, in consultation with the Board of Directors, shall appoint a special commission composed of at least 3 members.
 - (3) Each special commission may prescribe appropriate procedures for resolving the dispute, except that a hearing shall be conducted within 90 days of receipt of the petition, and a written decision or resolution shall be issued within 120 days of receipt of the petition.
 - (4) The decision of the special commission is final and binding on all parties, unless otherwise allowed for by USASA and/or USSF.
 - (5) The President may require the disputing parties to participate in mediation before the appointment of the special commission, in which case the deadlines provided in paragraph (3) are extended by not more than 30 days.
- Section 2. With respect to all other disputes, SCASA:
- (1) favors the resolution of disputes through mediation whenever possible;
 - (2) shall provide for the prompt resolution of disputes; and
 - (3) shall prescribe policies to resolve other disputes.

ByLaw 703. EXHAUSTION OF REMEDIES

- Section 1. No Member of SCASA, official, league, team, player, coach, administrator or referee may invoke the aid of the courts in the United States or of a state without first exhausting all available remedies within the appropriate soccer organizations, and as provided within SCASA.

- Section 2. For a violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to SCASA for all expenses incurred by SCASA and its officers and members of the Board of Directors in defending each court action, including but not limited to the following:
- (1) court costs;
 - (2) attorney's fees;
 - (3) reasonable compensation for time spent by SCASA officials and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances;
 - (4) travel expenses; and
 - (5) expenses for holding special Board of Directors meetings necessitated by court action.

PART VIII—AMENDMENTS TO BYLAWS**ByLaw 801. PROPOSING AMENDMENTS**

Any proposed amendment to the charter or bylaws of SCASA may be made by—

- (1) an Organization Member;
- (2) the Board of Directors;
- (3) a member of the Board of Directors;
- (4) a committee of SCASA.

ByLaw 802. ADVANCE NOTICE

Section 1. Any proposed amendment to the bylaws of SCASA must be submitted in writing to the Policy and Rules Committee at least 30 days in advance of a Board of Directors meeting.

Section 2. Each proposed amendment received in compliance with Section 1 of this bylaw shall be sent in writing by the Policy and Rules Committee with its recommendation to the Board of Directors at least 15 days in advance of a Board of Directors meeting, or a call for a vote as per ByLaws 108 and 303.

ByLaw 803. VOTING REQUIREMENTS

Any amendment to the bylaws of SCASA requires a two-thirds vote of the Board of Directors of SCASA.

ByLaw 804. PRIORITY

In the event of a conflict between the bylaws of SCASA and the articles of incorporation, bylaws, policies, and requirements of the Federation, the articles, bylaws, policies, and requirements of the Federation govern.

ByLaw 805. EFFECTIVE DATE

Unless otherwise specified in an amendment, any amendment to the bylaws of SCASA is effective on that September 1 that occurs immediately after the amendment is adopted.

PART IX ----DISSOLUTION OF SCASA

ByLaw 901. NOTICE TO USSF

The Board shall immediately notify the USSF of any intention to dissolve.

ByLaw 902. DISTRIBUTION OF ASSETS

Upon the dissolution of SCASA and after all outstanding financial obligations are met, all remaining assets will be given to non-profit, charitable organizations, with a preference first to the Organizational Members of SCASA and then to other groups involved in soccer-related activities.