



SCSA Bylaws

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1. Article I – Meetings of Members

Section 1: Annual Meeting

The annual meetings of the members of the Corporation for the election of directors and for transaction of such other business as properly may come before the meeting shall be held each year on the first (1st) Wednesday in November of each year immediately prior to the regular monthly Board meeting. The failure to hold an annual meeting does not affect the validity of any corporate action.

Section 2: Special Meetings

Special meetings of the members may be called at any time by the President, by the Board of Directors, or by members holding in the aggregate not less than one-fourth (1/4) of members and entitled to vote on the business proposed to be transacted at such meetings, or by such other persons as may be entitled to call such meetings by law.

Section 3: Place of Meetings

All meetings of the membership shall be held at the principal office of the Corporation in Johnson County, Indiana, or at such other place - either within or without the State of Indiana - as the Board of Directors shall from time-to-time designate.

Section 4: Meetings By Simultaneous Communication

Any or all of the members may participate in any annual or special members' meeting by, or through the use of, any means of communication by which all members participating simultaneously may hear each other during the meeting. A member participating in a meeting by this means is deemed to be present at the meeting.

Section 5: Notice of Meetings of Members

A written or printed notice stating the place, day, and hour of the meeting, and, in the case of a special meeting or when required by the Articles of Incorporation or by law, the purpose or purposes for which the meeting is called, shall be caused to be mailed or delivered by the Secretary, or the officer or persons Center Grove Soccer Club - Bylaws Current Revision Adopted: February 15, 2009 2 calling the meeting, to each member of record entitled to vote at least ten (10) days (but not more than sixty (60) days) prior to the meeting. Such notice shall be mailed or delivered to each member at his, her, or its mailing address or email address as the same appears on the registration records of the Corporation at the time of such mailing. Notice of any members' meeting may be waived in writing by any member if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place thereof. Notice of any meeting is waived by attendance without dissent. Notice of any adjourned meeting of the members of the Corporation shall not be required to be given unless otherwise required by law.



Section 6: Quorum

At any meeting the presence in person or by cast vote; of the lesser of twenty-five (25) eligible members or ten percent (10%) of total members entitled to vote upon the business proposed to be transacted at such meeting shall constitute a quorum. In the absence of a quorum at any meeting of the members, any officer entitled to preside at or to act as Secretary of such meeting may adjourn such meeting to a subsequent date.

Section 7: Voting and Proxies

Except as otherwise required by law or the Articles of Incorporation, at each meeting of the members, each member shall be entitled to vote shall have the right to one vote for each child that he or she has enrolled in the current or in the most immediate season in the case of votes occurring while a season is not in progress. Members entitled to vote shall be entitled to vote in person or by other means as determined by the current board of directors. Proxy voting is not recognized at the Annual Meeting of the Members and special meetings.

Section 8: Nominations

Any person wishing to hold an elected position in the Corporation with the intent to submit and run for an open position at the annual meeting must declare their intent to run for an open position at the Board of Directors meeting the month presiding the annual meeting. The Board of Directors meeting in which nominations will be considered for open elected positions shall be the first Wednesday of October unless other notification has been issued to all members with at least ten (10) days notice to the October meeting. Any person that cannot attend the Board of Directors meeting that nominations will be considered may submit notice of intent to run for an elected position in writing to the Corporation Secretary no later than 12:00PM Eastern Time on the day of the scheduled Board of Directors meeting considering nominations. Notice in writing can be mailed to the corporation address, emailed to the Secretary, or delivered in person to the Secretary.

Section 9: Nominations for the Floor

The Corporation will not accept any nominations from the floor for any open position that has a properly nominated candidate as defined in Article I, Section 8. Any elected position that has no nominations for an open position will allow for nominations from the floor during the annual meeting of the members. Such nominations are subject to the rules of elections as set by the Secretary and the membership during the annual meeting.

2. Article II – Board of Directors

Section 1: General Powers

The property, affairs, and business of the Corporation shall be managed by the Executive Board of Directors.



Section 2: Number, Term of Office, and Qualifications

The number of Directors (which shall constitute the full Executive Board of Directors) shall be a total of seven (7); five (5) elected, and two (2) appointed by the Executive Board (which shall be a coaching representative and a player representative), and which includes the Officers of the Corporation. Except as may be required by law, the Articles of Incorporation of the Corporation, the Directors shall be elected by the members entitled to vote at the annual meetings of the Members. Each Director (whether elected at an annual meeting, elected to fill a vacancy, or otherwise elected) shall hold office until his or her successor shall have been elected and qualified, until his or her death, or until he or she shall resign or be removed in the manner hereinafter provided. The Board of Directors must be a current member of the Corporation with the exception of the coaching representative which may be a current coach for the Corporation but not a member.

Section 3: Election of Directors

At each annual meeting of the members for the election of Directors, the Director positions which are up for election shall be chosen by a majority of the votes of members cast at such election. The election of Directors can be by written ballot, by voice vote or other means at the discretion of the person presiding at such meeting. No person shall be elected as a member of the Board of Directors of the Corporation who is not at the time of such election a citizen of the United States of America. In order to maintain continuity, Elected Executive Board positions shall be elected as follows; two (2) in the first year, two (2) in the second year, and one (1) in the third year. The rotation and terms shall repeat in this order moving forward. The newly elected Directors and Officers shall take office at the close of the election. Appointed Executive Board positions shall be 2 year terms alternating with the coaching representative appointed in even years and the player representative appointed in odd years.

Section 4: Annual Meeting

A meeting of the Board of Directors shall be held immediately following the annual meeting of members. The Board shall transact business as it properly comes before the Board. Such meeting shall be held at the same place as the annual meeting of the members. No notice of such meeting need be given.

Section 5: Meetings and Notices

The Board of Directors by resolution may provide for the holding of regular meetings and may fix the times and places (within or outside the State of Indiana) at which such meetings shall be held. Notice of regular meetings shall not be required to be given;



provided, however, that whenever the time or place of regular meetings shall be fixed or changed, notice of such action shall be mailed (including e-mail) promptly to each Director who shall not have been present at the meeting at which such action was taken, addressed to him or her at his or her residence or usual place of business. Notice of any meeting is waived by attendance without dissent. Special meetings of the Board of Directors may be called by the President or any Director. Except as otherwise required by statute, notice of each special meeting shall be mailed (including e-mail) to each Director, addressed to him or her at his or her residence or usual place of business at least three (3) days before the date on which the meeting is to be held, or shall be sent to such place by telegram, radio, cable, or telephone, or delivered personally, not later than one (1) day before the day on which the meeting is to be held. Such notice shall state the time, place (which may be within or outside the State of Indiana) and purposes of such meeting. Any Director may waive notice of any meeting before or after such meeting in writing or by e-mail, telegram, radio, or cable.

Section 6: Meetings by Simultaneous Communication

Any or all of the directors may participate in any annual, regular, or special directors' meeting by, or through the use of, any means of communication by which all directors participating simultaneously may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present at the meeting.

Section 7: Quorum and Manner of Acting

A majority of the actual number of Directors elected and qualified from time-to-time shall be necessary to constitute a quorum for the transaction of any business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, by the Articles of Incorporation, or by these ByLaws. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time-to-time until a quorum shall be present. No notice of any adjourned meeting need be given unless otherwise required by law.

Section 8: Resignation

Any Director may resign at any time by giving written 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 any such officer. A Director resigns his or her position if he or she fails to attend six regularly scheduled Board meetings out of twelve. If a member misses meeting due to hospitalization or military service, the meeting missed will not be counted toward the six missed meetings.



Section 9: Vacancy Caused by Resignation, Death, or Incapacity, Increase in the Number of Directors

Except as otherwise provided in the Articles of Incorporation, any vacancy occurring in the Board of Directors caused by resignation, death or other incapacity, or increase in the number of Directors may be filled by a majority vote of the remaining members of the Board, until the next annual or special meeting of the members or, at the discretion of the Board of Directors, such vacancy may be filled by a vote of the members at a special meeting called for that purpose. Members shall be notified of any increase in the number of Directors and the name, address, principal occupation, and other pertinent information about any Director elected by the Board of Directors to fill any vacancy. Such notice shall be given in the next mailing sent to members following any such increase or election, or both, as the case may be.

Section 10: Removal of Directors

Any Director may be removed at any time, either for or without cause, by the affirmative vote of the members of record holding a majority of the outstanding shares of the Corporation entitled to vote, given at a special meeting of the members called for the purpose. If the notice calling said meeting shall so provide, the vacancy caused by such removal may be filled at such meeting by vote of a majority of the members present and entitled to vote for the election of Directors. Any director may be removed at any time, for cause, by the affirmative vote of two thirds of the Board of Directors given at a special meeting called for the purpose. If the notice calling said meeting shall so provide, the vacancy caused by such removal may be filled by such meeting by vote of a majority of the Board of Directors.

Section 11: Action by Consent

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a prior written consent to such action is signed by all members of the Board or such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or the committee.

3. Article III – Officers

Section 1: Number and Titles

The officers of the Corporation, who shall also be Directors of the corporation shall be a President, a Secretary and a Treasurer.



Section 2: Election, Term of Office, and Qualifications

Each officer shall be elected by the Members of the Executive Board at the Board of Director meeting immediately following the Annual Meeting. Each such officer (whether chosen at an annual meeting of the Board of Directors or to fill a vacancy or otherwise) shall hold his or her office until his or her successor is elected and qualified, or until his or her death, or until he or she shall resign or be removed in the manner hereinafter provided.

Section 3: Other Officers: Appointment

The Board of Directors from time to time may appoint such other employees or agents as it may deem necessary or advisable to hold office for such period, or to have such authority and perform such duties as are provided in these By-Laws or as the Board of Directors from time to time may determine. The Board of Directors may delegate to any employee or agent the power to appoint any such subordinate employees or agents and to prescribe their respective terms of office, authorities, and duties.

Section 4: Resignations

Any officer may resign at any time by giving written 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.

Section 5: Removal

The employees or agents appointed in accordance with the provisions of Section 3 of this Article III may be removed, either for or without cause, at any meeting of the Board of Directors, by the vote of a majority of the Directors present at such meeting, or by any superior officer or agent upon whom such power of removal shall have been conferred by the Board of Directors.

Section 6: Vacancies

Vacancy in any office by reason of death, resignation, removal, disqualification, or any other cause shall be filled in the manner provided in this Article III for regular election or appointment to such office.

Section 7: The President

Subject to the control and direction of the Board of Directors, the President shall have general and active management of the business of the Corporation. He or she shall preside at all meetings of the Board of Directors; and he or she (or, in his or her absence, a Vice President or any other officer designated for that purpose by the President) shall preside at all meetings of the members. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President may sign certificates representing shares of the Corporation, the issuance of which



shall have been authorized by the Board of Directors. The President shall be vested with and shall perform the general supervisory powers and duties incident to such office which are not by these By-Laws specifically assigned to other officers of the Corporation, and he or she shall be vested with and shall perform such other powers and duties as may from time to time be assigned to him or her by the Board of Directors.

Section 8: The Vice President

The Vice President, when elected, shall, in the absence of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

Section 9: The Secretary

The Secretary shall: (a) Record all proceedings of the meetings of the members, Board of Directors and committees, if any, in books to be kept for such purpose; (b) Cause all notices to be duly given in accordance with the provisions of these By-Laws and as required by law; (c) Be custodian of the records and of the Seal, if one is adopted, of the Corporation and, if required by law, cause such Seal to be affixed to all certificates representing shares of the Corporation prior to the issuance thereof (subject, however, to the provisions of Section 1 of Article V hereof); (d) See that the lists, books, reports, statements, certificates and other documents and records required by law are properly prepared, kept and filed; (e) Have charge of the shares books and minute books of the Corporation; (f) Subject to the provisions of Section 1 of Article V hereof, sign certificates representing shares of the Corporation, the issuance of which shall have been authorized by the Board of Directors; and (g) In general, perform all duties incident to the office of the Secretary and such other duties as are given to him or her by these By-Laws or as from time to time may be assigned to him or her by the Board of Directors and the President.

Section 10: The Treasurer

The Treasurer shall:

- (a) Have charge of, supervision over, and be responsible for the funds, securities, receipts, and disbursements of the Corporation.
- (b) Cause the moneys and other valuable effects of the Corporation to be deposited in the name and to the credit of the Corporation in such banks or trust companies or with such bankers or other depositories as shall be selected by the Board of Directors;
- (c) Subject to contrary resolution by the Board of Directors, cause the funds of the Corporation to be disbursed by checks or drafts upon the authorized depositories of



the Corporation and cause to be taken and preserved proper vouchers for all money disbursed

(d) Render to the proper officers or the Board of Directors financial reports from time to time as requested and at the annual meeting of the members if called upon to do so;

(e) Cause to be kept at the principal business office of the Corporation correct books of account of all its business and transactions; and

(f) In general, perform all duties incident to the office of Treasurer and such other duties as are given to him or her by these By-Laws or as from time to time may be assigned to him or her by the Board of Directors or the President.

4. Article IV – Execution of Instruments and Deposit of Corporate Funds

Section 1: Execution of Instruments, Generally

All contracts of, and other instruments requiring execution by, the Corporation shall be signed by the President, an officer or Vice President of the Corporation; provided, however, that authority to sign any contracts of, or other instruments requiring execution by, the Corporation may be conferred by the Board of Directors upon any person or persons whether or not such person or persons be officers of the Corporation; and provided further that such person or persons may delegate, from time-to-time, by instrument in writing, all or any part of such authority to any other person or persons if authorized to do so by the Board of Directors.

Section 2: Notes, Checks, and Other Instruments

All notes, drafts, acceptances, checks, endorsements, and all evidences of indebtedness of the Corporation whatsoever shall be signed by such officer or officers or such agent or agents of the Corporation in such manner as the Board of Directors from time to time may determine. Endorsements for deposit to the credit of the corporation in any of its duly authorized depositories shall be made in such manner as the Board of Directors from time to time may determine.

5. Article V - Membership

Section 1: Membership in The Corporation

Every person, having a child playing at the club, who is not past due for current or the immediate previous season (when between seasons) is a member in the Corporation.



6. Article VI – Corporate Seal

If the Board of Directors so directs, the Seal of the Corporation shall consist of a circular disc across the center of which shall appear the word "SEAL." Absent the specific adoption of a resolution for a seal, the corporation shall have no seal.

7. Article VII – Fiscal Year

The fiscal year of the Corporation shall begin on a calendar year.

8. Article VIII – Amendments

All By-Laws of the Corporation now or hereafter adopted shall be subject to amendment, alteration, or repeal, and new By-Laws may be adopted by the affirmative vote of at least a majority of the whole Board of Directors given at any regular or special meeting; provided, however, that the notice or waiver of notice of such meeting shall have stated, in effect, that consideration is to be given at such meeting to the amendment, alteration or repeal of the By-Laws or the adoption of new By-Laws.

Signed copies of these By-Laws are on file as required by law.

ATTACHED EXHIBITS

EXHIBIT A

Board Structure: The responsibilities of the V. P., Physical Operations are as follows:

- (1.) Oversee and coordinate the maintenance and development of the facilities, including all grounds, equipment, the fields and all supplies necessary to fulfill this duty.*
- (2.) Serve as a member of the Board of Directors. The V. P., Physical Operations may assist with other club items as needed.*

EXHIBIT B

Operational Board: The responsibilities of the V. P., Travel are as follows: