

**Coastal United Soccer Association
403-B Airport Rd. New Bern, NC 28562
CONSTITUTION AND BY-LAWS**

Article I – Name

The name of the association organization shall be Coastal United Soccer Association (CUSA) hereinafter “Corporation”.

Article II – Authority:

G.S. § 55A-2-06. Bylaws.

- 1) The Corporation board of directors shall adopt bylaws for the Corporation.
- 2) The bylaws may contain any provision for regulating and managing the affairs of the Corporation that is not inconsistent with law or the articles of in Corporation. (1955, c. 1230; 1993, c. 398, s. 1.)

Article III – Purpose

Having been established as a non-profit Corporation organized and existing under the laws of the State of North Carolina, it shall be the purpose of the Corporation to foster the physical, mental, and emotional growth of amateur youth in the Coastal North Carolina area, regardless of race, gender, religion, color, ethnic heritage, or ability, through the sport of soccer at all levels of age and competition by establishing programs and activities that focus on the development, promotion, teaching, and administration of the game of soccer.

Article IV – Affiliation

Section 1

The CORPORATION shall be affiliated as a member of the North Carolina Youth Soccer Association (NCYSA) and will comply with the Bylaws of the NCYSA to the extent permissible under applicable statutes of the State of North Carolina.

Section 2

To the extent permissible under Article IV, Section 1, the Corporation will comply with NCYSA Bylaw 103 Section 3 and USSF Bylaw 213.

Section 3

To the extent permissible under Article IV, Section 1, the Corporation will comply with NCYSA Bylaw 204.

Article V – Membership

Section 1

Membership

The Corporation shall have an “Active Class” of members.

- 1) Condition of Active Membership
 - a) Duly registered players, coaches, assistant coaches, and team managers, and the parents or legal guardians of duly registered youth players.
 - b) Life Members who shall have been awarded life membership status for distinguished contribution to the purposes of the Corporation by majority vote of the Board of Directors.
 - c) Board of Directors; which are not required to be Active Members prior to being elected to the Board of Directors.

- 2) Termination of Membership.
 - a) Withdraws From the Corporation.
 - b) Who, by personal or business conduct, seriously violates any part of the constitution, by-laws or rules and regulations of the Corporation, North Carolina Youth Soccer Association, Inc, United States Youth Soccer, United States Soccer Federation, or Fédération Internationale de Football Association may be expelled from membership by a two-third majority vote of the Board of Directors
 - c) Takes part in any conduct which does, or may, in the opinion of the Board of Directors, bring the game into disrepute, may be expelled from membership by a two-third majority vote of the Board of Directors
 - d) Felony criminal convictions of any federal or state law.
 - e) Misdemeanor convictions with regard to Controlled Substances, Moral Turpitude, Acts of Violence and Crimes against children.
- 3) Voting Rights of Membership
 - a) Voting members of the Corporation shall be the duly registered adult players, parent or legal guardian (one vote per every duly registered youth players), coaches, assistant coaches, team managers, members of the Board of Directors and Life Members.
 - b) Voting members shall be entitled to vote only on the following at all Annual Meetings of Members.
 - i) Amendments to the Bylaws
 - ii) Annual Budget as Submitted
 - iii) Election of Board of Directors
 - c) Voting members shall be entitled to vote at Special (Called) Meeting of Members.
 - d) Voting members shall be entitled to vote as the aforesaid in sub-paragraphs b or c of this paragraph provided they have participated in the past 12 months to date of the vote as an Active Member prior to the meeting and all monies due by such member to the Corporation have been paid.
- 4) Board of Directors shall be the only voting body at the following meetings:
 - a) Regular Meetings
 - b) All other meetings deemed necessary by the Board of Directors to conduct business.

Section 2

Membership Fees and obligations

- 1) The Board of Directors shall determine membership fees.
- 2) Voting members shall be entitled to vote at any general meeting of the Corporation provided they have participated in the 12 months prior to the meeting and all moneys due by such member to the Corporation have been paid.
- 3) Active Membership shall be continuous unless the member:
 - a) Withdraws from the Corporation
 - b) Who, by personal or business conduct, violates any part of the constitution, by-laws or rules and regulations of the Corporation, NCYSA, USYSA or USSF, or takes part in any conduct which does, or may, in the opinion of the Board of Directors bring the game into disrepute, may be expelled from membership by a two-third majority vote of the Board of Directors after an investigation has first been made at which the member concerned has been given a proper hearing with a full opportunity to explain his/her action. When such a hearing is being initiated by the Corporation, notice of such hearing shall be given to all concerned in writing, not less than 7 days before such hearing.

Article VI - Meetings

Meetings of the Corporation shall be open to all members and shall be conducted as follows:

Section 1

Regular Corporation Meetings

- 1) The Board of Directors shall meet monthly; however, no fewer than six meetings shall be held each year.
- 2) A quorum for all Board of Directors meetings shall be a majority of voting officers (4). Decisions of the board shall be made by a simple majority vote. The president shall vote only as required to break a tie.

Section 2

Annual General Meeting

- 1) An Annual General Meeting shall be held between April 1 and June 30 of each year.
- 2) Notification of the Annual General Meeting shall be given to all members by appropriate media no less than 30 days prior to the AGM.
- 3) Fifteen voting members in good standing shall form a quorum at all General Meetings. If within one hour from the time appointed for the General Meeting a quorum is not present, it shall stand adjourned to the same day in the next week, at the same time and place and if at such adjournment meeting a quorum is not present, the members present shall be a quorum. Decisions at the general meetings shall be made by a simple majority vote.
- 4) The order of business of the AGM shall be:
 - a) Call to order
 - b) Minutes of previous meeting
 - c) Reports of Officers
 - d) Special reports
 - e) Goals and Work plans
 - f) Budget
 - g) Unfinished business
 - h) New business
 - i) Amendments to Bylaws
 - j) Elections
 - k) Adjournment

Section 3

Special General Meetings

Special General Meetings shall be held as deemed necessary by the President or upon written request signed by no less than 10 percent of eligible voting members

Section 4

Special On-line Regular Corporation Meetings

Special on-line regular Corporation meetings may be called in order to conduct business that requires a decision and consensus prior to the next scheduled meeting.

- 1) Permitted to discuss and act on business that would normally take place at a regular meeting as specified below:
 - a) Regular Meeting - refers to the periodic business meeting held monthly, as prescribed by the Bylaws. Each regular meeting normally completes a separate session.

- b) Business Not Reached - if an issue was never reached on the agenda of one session, the issue could be carried forward to an online meeting.
 - c) Business not finally disposed - if an issue was reached in the agenda but not finally disposed of, it could be reached by the next session if the issue had been postponed (or made a special order), laid on the table, moved for reconsideration at the correct time, or referred to a committee.
 - d) Urgent New Business - business that must come to question prior to the next Regular Meeting.
 - e) Unfinished Business - business that we are continuing with which is currently not completed.
- 2) Not permitted to discuss and act on business that would normally take place at the following meetings specified below:
- a) Special (or Called) Meeting - which shall convene only to consider one or more items of business specified in the call of or agenda of the meeting.
 - b) Annual Meeting - where Annual Reports from Officers and Standing Committees, and Election of Officers are in order. Each annual meeting with its numerous Regular meetings completes a session.
 - c) Business Requiring a two-thirds Majority Vote - modify an Adopted Rule of Order, Prevent the Introduction of a Question for Consideration, Modify the Extend of Debate, Modify the Extend of Debate Call for the Previous Question Close Nominations, Repeal an Assignment Take Away Membership, Office Discharge a Committee and Make a Motion a Special Order, Amendment to Constitution and Bylaws.
- 3) Time Line. Once a session is open to the floor the president shall call the question along with any discussion. All votes shall be responded to by using the “Reply to all” feature of electronic mail or, forwarded to all board members by the president. The president sets the time line for which the question of the motion shall be settled. The President shall consider the urgency of the business when setting the timeline.
- 4) Recording. Once the motion has been settled the Secretary shall record it in the minutes of the previous meeting as amendments or changes to the minutes during the next regular meeting.

Article VII - Board of Directors

The elected Board of Directors shall be composed of twelve officers who are who are elected to serve a two-year term:

- 1) President
- 2) Vice President
- 3) Secretary
- 4) Treasurer
- 5) Recreation Commissioner II (U12 and Above)
- 6) Recreation Commissioner I (U5-U10)
- 7) Select Commissioner

Section 1
Years of Election

The President, Secretary Recreation Commissioner I (U5-U10), shall be elected at the AGM in even years. The Vice President, Treasurer, Select Commissioner, Rec Commissioner II (U12 and above) shall be elected at the AGM in odd years. The voting members of the Corporation that are in attendance shall elect these positions at the AGM.

Section 2

Election of Select Board of Directors

- 1) Select shall be elected by the respective divisions.
- 2) The name of the commissioner shall be submitted to the Board of Directors 14 days prior to the AGM each year.
- 3) If those organizations do not offer a person to represent them, the board of directors shall so appoint a representative that is a member of the division in question.

Section 3

Non-Voting Members

Paid positions for the CORPORATION shall not be voting members.

Section 4

Board of Director Vacancies

- 1) The office of a member of the Board of Directors may be vacated:
 - a) Upon resignation in writing.
 - b) If he/she absents himself/herself from 3 consecutive meetings without cause or notification shall be deemed to have resigned.
 - c) If he/she is removed by resolution of the Board of Directors for good and sufficient cause. Notification of any sanction shall be given in writing with a 7 day notice. This notice shall be deemed to have been given at the time it is hand delivered to the individual in writing or deposited in the United States Post Office mail system with sufficient postage for prompt certified mail delivery to the individual's address as listed in the Corporation membership database. Motion for suspension or expulsion shall require a two-thirds (2/3) majority vote of the board of directors.
- 2) If the office of President shall become vacant, the Vice President shall assume the office of President. If any other office becomes vacant, the Board of Directors may appoint a person to fill the vacancy until the next Annual General Meeting when the position shall be filled by a democratic election.

Section 5

Term of Office

The term of office for officers of the board of directors shall be from July 1 through June 30 of their respective two-year term.

Section 6

The Board of Directors shall transact all business of the Corporation and shall have power to enforce the policy established by the North Carolina Youth Soccer Association (NCYSA) and North Carolina Amateur Soccer Association; to settle all disputes brought to the attention of the Board of Directors; and to establish rules governing the Corporation, competitions, tournaments and special competitions, camps and events within its own organization.

Section 7

Responsibilities of the Board of Directors

The responsibilities of the individual officers of the Board of Directors are as follows:

- 1) The President shall serve as official spokesman for the Corporation, preside at all Board of Directors meetings, general meetings and other Corporation meetings, attend all required ECSA meetings or his/her appointed designee, publish and provide for the distribution to the membership of an annual report and assist the other officers in the performance of their duties.
- 2) The Vice- President shall preside at the Board of Directors meetings in the absence of the President; serve as an assistant to the President and perform other duties as requested by the President.
- 3) The Secretary shall keep accurate minutes of all Corporation meetings and perform other duties as requested by the President and transmit all records of the office to his or her successor.
- 4) The Treasurer shall take charge of all money of the Corporation, maintain an accurate record of all income and disbursements, prepare and present a monthly treasurer's report at Corporation meetings and an annual treasurer's report and an annual budget at the Annual General Meeting, perform other duties as requested by the President and transmit all records of office to his or her successor.
- 5) The Recreation Commissioner I (U5-U10) shall represent the group of micro-soccer teams and small- sided recreation teams, in a voting capacity at all Corporation and recreation council meetings. The Recreation Commissioner shall be responsible for coordinating the alignment of micro-soccer, coordinating the alignment of small-sided teams and their conferences if appropriate, and scheduling and rescheduling of games scheduling and organization of final festival for recreational players. The Recreation Commissioner shall work with the board approved Recreation Soccer Committee Members in recruitment of coaches for recreation soccer teams. They will be responsible for coordinating with the president in canceling games due to inclement weather and to perform duties as requested by the President. The Recreation Commissioner shall represent the group of micro-soccer teams and small-sided recreation teams, in a voting capacity at all CORPORATION and recreation council meetings.
- 6) The Recreation Commissioner II (U12 and above) shall represent the group of micro-soccer teams and small- sided recreation teams, in a voting capacity at all Corporation and recreation council meetings. The Recreation Commissioner shall be responsible for coordinating the alignment of micro-soccer, coordinating the alignment of small-sided teams and their conferences if appropriate, and scheduling and rescheduling of games scheduling and organization of final festival for recreational players. The Recreation Commissioner shall work with the board approved Recreation Soccer Committee Members in recruitment of coaches for recreation soccer teams. They will be responsible for coordinating with the president in canceling games due to inclement weather and to perform duties as requested by the President. The Recreation Commissioner shall represent the group of micro-soccer teams and small-sided recreation teams, in a voting capacity at all CORPORATION and recreation council meetings.
- 7) The Select Commissioner shall represent the group of Academy and Classic teams at NCYSA and Corporation meetings. The Select Commissioner shall be responsible for coordinating Academy and Classic teams, the alignment of teams and their conferences if appropriate, scheduling, and rescheduling of games. They will be responsible for coordinating with the president in canceling games due to inclement weather and to perform duties as requested by the President.

Section 8

Conflicts of Interest

Prohibited but not limited to; Employment, Contracts, Financial Transactions, Transaction In Kind or any type action resulting in personal gain, tangible or intangible, involving officers, directors, or relatives as defined in G.S.§ 104A-1. The degrees of kinship - or marriage are to the third degree and also includes persons or Corporations that a director or officer may have an affinity for. Officers of the Board of Directors are obligated to avoid and affirmatively disclose any ethical, legal, financial, or other conflicts of interest involving Corporation, and remove themselves from a position of decision-making authority with respect to any conflict situation involving Corporation.

Article IIX – Executive Committee

The Executive Committee shall be composed of:

- 1) President
- 2) Vice President
- 3) Treasurer
- 4) Secretary
- 5) Director of Coaching

Section 1

Executive Committee

There shall be an Executive Committee consisting of the President, Vice-President, Treasurer, Secretary, and Director of Coaching. The Director of Coaching is a nonvoting member.

Section 2

Purpose of Executive Committee is to review agenda items, develop board policy, and assure strategic planning.

Section 3

Responsibilities of the Executive Committee

- 1) The President shall serve as the committee chairperson. He/she will direct the efforts of the members of the committee.
- 2) The Executive Committee shall deal with the administrative issues of the organization. They are to assist the standing committees, offices of the Board of Directors, and preside over Appeals and Discipline. The executive committee shall oversee the functions of all paid positions within the Corporation; including referee coordinator(s), coaches, registrar(s), and any staff or contracts.

Section 4

Meeting of the Executive Committee

The Executive Committee shall meet as requested by the President. They shall meet a minimum of four times per year and can coordinate their meeting with the Board of Directors.

Article IX - Standing Committees

Standing Committees within the Corporation shall be organized and shall function as follows:

Section 1

The President with the approval of the Board of Directors shall appoint the chairperson of the standing Committee and the committee members.

Section 2

All Standing Committees shall serve from July 1 through June 30.

Section 3

All standing Committees shall report to the Board of Directors.

Section 4

Recommendations developed by the Standing Committees shall be presented to the Board of Directors for consideration.

Section 5

Standing Committees shall function as working as well as recommending bodies.

Section 6

Standing Committees enumerated below shall function as follows:

- 1) Scholarship Committee. Solicit, collect and review applications for scholarships that may be awarded by the Corporation.
- 2) Sponsorship and Fundraising Committee. Organize fund raising activities and solicit sponsorships for uniforms, field maintenance, equipment, and other items as requested by the Board of Directors.
- 3) Appeals and Discipline Committee has jurisdiction over the following matters:
 - a) Allegations of violations of the constitution and by-laws, policies or rules of the game.
 - b) Any incident involving an allegation of assault on a referee and any other matter assigned to it by the Board of Directors or the Executive Board.
 - i) Is responsible for resolving matters fairly under all circumstances, keeping in mind the best interest of the Corporation.
 - ii) All avenues of appeal must be exhausted at lower levels before the appeals and discipline committee will consider hearing an appeal.
- 4) Advisory Committee shall be a called 3-member committee whom shall provide advice to the Board of Directors on financial and organizational aspects of the Corporation and provide community insight to the BOD. The Advisory Committee shall be formed by an appointment by the president and subsequent approval by the BOD. The members of the Advisory Committee shall at the request of the president, represent the interests of the CORPORATION in the community.
- 5) Other committees as appointed by the President and subject to the approval of the Board of Directors

Article X – Amendments

Amendments to the Constitution, By-laws and Policy may be effected in the following manner.

Section 1

The Constitution and By-laws may be amended at any special or general meeting of the

Corporation by a two-thirds majority vote of those voting members present, providing that the members have received 30 days prior written notice of the proposed amendment. Amendments will take effect at the adjournment of the meeting.

Section 2

Amendments of the Policy may be effected by a majority vote at any special or general meeting of the Board of Directors, provided that each member of the Board of Directors has received seven days prior written notice of the proposed amendment.

Article XI – Finances

Section 1

The Corporation shall be a non-profit Corporation and shall maintain tax exempt status under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2

The treasurer, with the assistance of members of the Board of Directors, shall prepare a budget for the following fiscal year. The proposed budget will be submitted for approval to the board of directors at least 30 days prior to the AGM. The voting members of the Corporation shall approve the budget at the AGM.

Section 3

The fiscal year shall be July 1 to June 30. The treasurer shall submit an end of year balance sheet and profit and loss statement to the membership at the AGM.

Section 4

All expenditures, contracts and indebtedness must be approved by the Board of Directors. All checks, notes and contracts must be signed by either the President or Treasurer. All notes and contracts or other legal documents shall be signed by the President and attested by the Secretary.

Article XII - Procedures

The By-laws and Robert's Rules of Order, current edition shall be parliamentary authority for meetings of the Corporation. When in conflict, the bylaws shall prevail.

Article XIII – Record Keeping

- 1) Corporation shall keep as permanent records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or directors without a meeting pursuant to G.S. 55A-7-04, 55A-7-08, or 55A-8-21, and a record of all actions taken by committees of the board of directors in place of the board of directors on behalf of the CORPORATION.
 - a) Corporation shall maintain appropriate accounting records.
 - b) Corporation shall maintain a record of its members, in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class, showing the number of votes each member is entitled to cast.
 - c) Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
 - d) Corporation shall keep a copy of the following records at its principal office:

- i) Corporation's articles of in Corporation or restated articles of in Corporation and all amendments to them currently in effect;
- ii) Corporation's bylaws or restated bylaws and all amendments to them currently in effect;
- iii) Resolutions adopted by its members or board of directors relating to the number or classification of directors or to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members;
- iv) The minutes of all membership meetings, and records of all actions taken by the members without a meeting pursuant to G.S. 55A-7-04 or G.S. 55A-7-08, for the past three years;
- v) All written communications to members generally within the past three years, and the financial statements, if any, that have been furnished or would have been required to be furnished to a member upon demand under G.S. 55A-16-20 during the past three years;
- vi) A list of the names and business or home addresses of its current directors and officers; and:
- vii) The Board of Directors annually shall review all records required to be kept under this section.

Article XIII – Plan of Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, first to its current membership, excluding the Board of Directors and then to such organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.