

ARTICLE I - NAME

The name of the organization shall be **D2 Youth Sports (hereinafter referred to as "D2")**.

ARTICLE II - Objective

Objective

The objective of the organization is to provide recreational activities for all young people who meet the requirements of the organization for participation. The corporation may carry on any activity that will further the objective. This organization will be non-profit, non-political, and non-sectarian.

Operation as Tax Exempt Organizations; Exempt Activities

- (a) D2 will operate as an organization within the meaning of Section 501(c)(3) of the Internal Revenue Code ("the Code")
- (b) D2 will neither have nor exercise any power, nor will it engage directly or indirectly in any activity, that would invalidate its status as a tax-exempt organization with the meaning of Section 501(c)(3) the Code.
- (c) Notwithstanding any other provision in these Bylaws, no director, officer, employee, or agent of D2 is permitted to take any action or carry on any activity by or on behalf of D2, which is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) the code.
- (d) No part of the net earnings of the league may inure to the benefits of, or be distributable to, any director, office, employee, or agent of D2.
- (e) No director, officer, employee, or agent of neither D2 nor any private individual will be entitled to any distribution or division of the remaining property or proceeds of D2.
- (f) If D2 dissolves, the balance of the money and property received by D2, after payments of all the debts and obligations of the league, must be used, distributed, or transferred exclusively to an organization or organizations with a substantially similar purpose(s) to those for which D2 is organized. The Executive Board will choose the exact organization(s) for such a distribution.

ARTICLE III - MEMBERSHIP

1. A member in the organization shall consist of any volunteer or participant of the age of 18 or older, or the parent or guardian of a minor participant, who were in the organization any time during the prior twelve months, and subscribe to these bylaws and request membership.

2. A member in good standing is one who has paid all registration fees, no outstanding balance due to the organization, is not censored by the league and follows all bylaws and policies and procedures.
3. Voting privileges will be given only to members who are in good standing 60 days prior to the meeting at which the vote is taken.

ARTICLE IV - MEETINGS

1. General Meetings will be held quarterly on the 4th Monday on the following months; January, April, July, and October. Purpose of these general membership meetings will be as followed: January budget planning for Spring season, April review of the spring season, July budget planning for Fall season, October review of Fall season, and set nomination committee and financial review committee. Other regular business of the organization may also be conducted at these meetings.
2. The Board of Directors shall, at their discretion and seven days notice, be allowed to move the date of the meetings if it is deemed beneficial to the organization. The proposed date shall not be more than two weeks from the date fixed by these By-Laws.
3. The Board of Directors shall meet quarterly or as needed on a date that is agreed upon by the board of directors.
4. Special meetings may be called from time to time at the discretion of the President, with approval of the Board of Directors. Every member will be notified of the special meeting and notification shall include the purpose of the meeting. Notice shall be made at least 24 hours prior to the meeting time. Only business covered by the notification shall be conducted during special meetings.
5. Any membership meeting will consist of a quorum of at least 3 /5 of our board of directors. The President or Vice President either must be present as well. If a quorum is not present at any general meeting then the lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not at the meeting originally called. A rescheduled general meeting will count as a regular meeting regardless of the number of people present and a quorum is assumed to be equal to the number of members at the rescheduled general meeting.
6. Notification telling the time and place of all general meetings will be published on organization's website and social media. Emergency board meetings will be convened without notice to the general membership and may be closed to the public for privacy issues if needed.
7. All general meetings and regularly scheduled board meetings shall be held at a location accessible by the public and at a time that would be deemed convenient to most of the members. Virtual Meetings are allowed and can be used except for the Election which must be in person.
8. An agenda for all general meetings and regular scheduled board meetings must be published seven (7) days prior to the meeting. Any member can request a copy of the agenda (5) business days prior to the meeting. Agenda is subject to change at the discretion of the board of directors.

9. Minutes of all regular scheduled board meetings and general meetings will be published ten (10) days after the meeting. Any member can request a copy of the minutes after the meeting. The minutes will also be attached to the official transcript of the organization. Due to privacy concerns the minutes of emergency board meetings may be kept confidential.

10. Roberts Rules of Order shall govern all meetings.

11. Voting by proxy is not allowed for election of the Board of Directors, or for any other business-related activity. Voting is allowed for business issues via electronic software that allows you to authenticate and provide electronic signature. In an event of an electronic vote is not unanimous a meeting is required.

12. Secretary will do a role call of board members, and let the president know if a Quorum is present.

ARTICLE V – VOTING

1. At All meetings, except for the election of officers, all votes shall be by role call or by yes or no. President will call all motions, and either do a roll call for each member, or he will say all in favor say yes, all opposed so no, any objections. If none the motion carries.

2. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

3. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers.

4. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Elections" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of the meeting.

5. The executive board will serve as the nomination committee, go out and interview members who might be interested in being an officer in our organization for any open seats. The nomination committee does not have to agree on whom they would nominate for said seat. Each is independent and looking for the best candidates to bring back to the board of directors for consideration.

6. The executive board will nominate all candidates, and only candidates nominated by the board will be allowed to run for an open officer position.

ARTICLE VI - ORDER OF BUSINESS

1. The Presiding officer shall call the meetings to order, at the appointed time.

2. Order of Business

- a. Call to Order.
- b. Board Role Call/ Determine if Quorum is present
- c. Approval of the Minutes of the preceding meeting.
- d. Treasurers Report.
- e. Reports from committees (if applicable) including Sports.
- f. Reports from Officers and Other members of the Board of Directors.
- g. Unfinished Business.
- h. New Business.
- i. Adjournments.

ARTICLE VII - BOARD OF DIRECTORS

1. Board of Directors consisting of the officers of this organization and one appointed commissioner from each sport in the organization shall manage the business of this organization. All members of the Board of Directors elected shall be residents of South Carolina and citizens of the United States.
2. The elected officers of this organization shall serve for a term of two (2) years. Terms will be staggered to promote continuity in the Board of Directors. The sports commissioners to be chosen for the ensuing year shall be appointed by the President and approved by the elected officers of this organization and they shall serve for a term of one (1) year.
3. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all members of the Board of Directors of such meeting.
4. Each member of the Board of Directors shall have one vote and such voting may not be done by proxy. If an even number of board members present for a vote the president will abstain from voting.
5. No more than one family member may serve on the Board of Directors at any given time.
6. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
7. Vacancies in the Board of Directors shall be filled at the next annual election. The Board of Directors at their discretion may also appoint a member to the vacant position or hold a special meeting to elect a member to the vacancy for the remainder of the term if the Board of Directors deems this to be in the best interest of the organization.
8. The President of the organization shall be the Chairman of the Board of Directors.

9. Any Director absent from two (2) consecutive meetings may receive notice from the Board of Directors concerning the absence. Failure to appear at the third (3rd) meeting may result in the position being declared vacant and a successor being appointed by the Board of Directors for the remainder of the said officers term.

10. The Board of Directors shall ensure that all policies and procedures required by the organization are in force. The policies and procedures will be reviewed annually by the board of directors and either approved or returned to the respective committee for revision and subsequent approval by the board.

11. All board members, including elected and appointed commissioners, upon acceptance of their position must sign an agreement stating that they will fulfill the duties, as outlined in the organizations bylaws and policies and procedures.

ARTICLE VII - Officers

1. The Initial officers of the organization shall be as follows:

President, Vice-President, Secretary, Treasurer, and Parliamentarian

2. All officers will be bonded. The board of directors will determine the amount of the bond. The premium will be paid by the organization.

President

The President will:

- (a) Be the principal executive officer of D2 and assume responsibility for the Board's operations.
- (b) Ensure that all orders, resolutions, and directives of the Board of Directors are carried into effect.
- (c) Preside at all board meetings.
- (d) Enforce the By-Laws and any amendment to them.
- (e) Appoint all committees and serve as an ex-officio member of all communities.
- (f) shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
- (g) Shall be one authorized to sign checks and or drafts.

Vice President

- (a) Have all the powers and perform all the duties of the President in the absence or incapacity of the President.
- (b) Be subject to the same restrictions as the president.
- (c) Assist the president in the discharge of duties as the president may direct.
- (d) Preside at all meeting in the absence of the president.
- (e) be responsible for the proper conduct of all regular and special elections.

Treasurer

- (a) Keep full and correct account of receipts and disbursements in the books belonging to D2, and must deposit all moneys and other valuable effects in the name and to the credit of D2, in the bank(s) designed by the Board of Directors.
- (b) Will dispose of funds of D2 as may be ordered by the Board, taking proper vouchers for such disbursements, and must render to the President and the Board of Directors, whenever they may require it, an account of all his or her transactions as treasure and the financial condition of the league.
- (c) Perform any other duties assigned to him or her by the President.
- (d) Maintain D2's official bank account(s) and give reports at the regular schedule meetings indentifying the previous months receipts, disbursements and current balance(s).
- (e) Sign all checks issued from D2 bank account and ensure that the appropriate countersignature of another board member(s) has been made.
- (f) Maintain printed record of all receipts and disbursements.
- (g) File appropriate documentation with government agencies to maintain not for profit and/or tax-exempt status.
- (h) Insure all insurance premiums are paid and up to date
- (i) Accounts shall be examined annually after November 30th by an auditing committee of not less than two members appointed by the executive committee. This committee shall sign a statement that they find the treasure's report correct or incorrect.

Secretary

The secretary will:

- (a) Act as Secretary of the Board of Directors.
- (b) Give, or cause to be given, all notices in accordance with the provisions of these bylaws or as required by law.
- (c) Read the minutes and roll call of the board of directors of each meeting and submit a written and electronic report by the next meet.
- (d) Supervise the custody of all records and reports and will be responsible for the keeping and reporting of adequate records of all meetings of the Executive Board written and electronically.
- (e) Maintain an official copy of D2's By-Laws.
- (f) Perform such other duties as may be assigned from time to time by the president.

Parliamentarian

The parliamentarian will:

- (a) Shall advise the president or presiding officer on questions of Parliamentary Law and matters of procedure.
- (b) He/she should be assigned a seat near the presiding officer for convenient consultation and should always be referred to as the "Parliamentarian".

- (c) Should always be knowledgeable of the bylaws and the Parliamentary Laws that govern D2 including Roberts Rule.

Director Conflict of Interest

- (a) If a transaction is fair to D2 at the time it is authorized, approved, or ratified, the fact that any director of D2 is directly or indirectly a party to the transaction is not grounds to invalidate the transaction.
- (b) In a proceeding contesting the validity of a transaction, the person asserting validity has the burden of proving fairness unless:
 - a. The material facts of the transaction and the directors or relationship were disclosed or known to be Board of Directors, and the board authorized, approved or ratified the transaction by the affirmative votes of a majority of disinterested officers, even though the disinterested officers did not constitute a quorum; or
 - b. The material facts of the transaction and the director's interest or relationship were disclosed or known to the members entitled to vote, if any, and they authorized, approved, and ratified the transaction without counting the vote of any member who is an interested director.
- (c) **Quorum, Voting:** The presence of the director, who is directly or indirectly a party to the transaction described in, or a director who is otherwise not disinterested, may be counted in the determining whether a quorum is present but may not be counted when the board of officers take action on the transaction.
- (d) **Indirectly.** A director is "indirectly" a party to a transaction if he or she either:
 - a. Had a material financial interest in the entity with which the transaction is occurring; or
 - b. Is an officer, Director, or general party with the entity with which the transaction is occurring.
- (e) **Great Exception.** If a director of the league is also an officer or director of both parties to a transaction involving the grant or contribution, without consideration, from one entity to the other, the director is not "indirectly" a part to the transaction so long as the director does not have a material financial interest in the entity that receives the grant or contribution.

Article VIII - Elections

- a) **When:** Elections shall be held Forth Monday of November. The poll shall be open for a minimum of two (2) hours.
- b) **How:** All persons voting will be asked for identification and recorded as having received a ballot from the secretary. All marked ballots shall be placed within a sealed ballot box. The ballots shall be counted by the "inspectors of elections" committee and newly elected officers announced prior to the conclusion of the meeting.
- c) **Terms:** Terms for elected officers shall be two years beginning December 1st of the year elected and ending November 30th two years later. Officers may serve multiple terms, but

- no more than two consecutive terms in the same office. All executive officers will be divided into two groups as nearly equal in numbers as is practicable in order to stagger the terms of the Executive Officers and achieve continuity of governance of the organization as follows: Presidents, Treasurer, and Secretary, whose terms expire at the end of November will be on even-number years; Vice President and Parliamentarian, whose terms expire at the end of November will be on Odd-Number years. In the event of an expiring term and it is not on a even-odd number year for that office, the officer can serve a third year of that term. Officer can stay in seat if unopposed or no one else will accept the seat if term is expired.
- d) **Voting:** Voters must be present to cast a vote during the allotted time. No Proxy or absentee voting.
 - e) **Tie:** In the event of a tie in an elected office, there will be a run-off election 72 hours from the event.

ARTICLE IX

COMMITTEES

Section 1: Committees Roles, Duties, limitations

- (a) The Executive Board is here to support the Chair “Commissioner” and its committee, not to micro-manage them in their duties. The board gives authority to the appointed chair “Commissioner” to operate within its roles and duties, and limitations.
- (b) Roles –
 - a. Chair – Is to serve over the committee that they serve, report back to the Board of Directors of any issues that need resolution, request board for approval on rules after committee for that sport set them.
 - b. Committee – To assist the Chair in helping with the goals of the league within that committee.
 - c. Athletic Committee – Each major sport will have its own committee, and the Athletic Committee will be made up of any coach of that sport.
- (c) Duties -
 - a. Will operate within the Bylaws and the Rules within their sport (if applicable)
 - b. Will manage schedules for their sport (if applicable)
 - c. Will manage coaches within their sport (if applicable)
 - d. Will handle all parent, coach issues and report them to the Board of Directors as soon as possible
 - e. Will operate with the rules of their Specific sport (if applicable)
 - f. Will operate with their approved budget (if applicable)
 - g. Seek permission from the board of directors anything not outlined in their duties
- (d) Limitations –
 - a. All coaches require a background check, and training on their specific sport, coaches are rewarded positions based on seniority. The Commissioner can submit the

coaches to board of directors, but final approval on any coaches comes from the board of directors.

ARTICLE X - Fiscal Year

The fiscal year of D2 shall begin December 1st and end the following November 30th.

ARTICLE IX -PARLIMENTARY AUTHORITY

Roberts Rules of Order Revised shall govern D2 in all cases in which they are applicable and in which they are not in conflict with these bylaws.

ARTICLE XI

AMENDMENTS

1. The Bylaws may be amended at any regular meeting of D2 by a two-thirds vote of the members present and voting, provided that the notice of the proposed amendment shall have been given at the previous meeting.

2. A committee may be appointed to submit a revised set of Bylaws as a substitute for the existing bylaws only by a majority vote at a meeting of D2, or by 3/5 vote of the executive committee. The requirements of a revised set of Bylaws shall be the same as in the case of an amendment.

ARTICLE XII

Policies and Procedures and Sports Rules

- (a) D2 Policies and Procedures are automatically an article of D2 bylaws and may be revised without an amendment to this article.
- (b) Any revision of these Policies and Procedures must be presented by the athletic committee to the executive committee for a 3/5 majority vote for approval. If approved, these revisions are presented to the membership at its regular meeting for information, but do not require a vote.
- (c) Any action presented by the athletic committee to the executive committee and receiving 3/5 majority vote is approved.
- (d) Any person violating these Sports rules, which have been created to protect and fulfill the purpose of D2, shall be in violation of these bylaws. The violator may be censured by D2.