

**BYLAWS OF THE
Charleston Masters League**



BYLAWS OF THE Charleston Masters League

<u>PART I—GENERAL</u>	page
ByLaw 101. NAME.....	1
ByLaw 102. PURPOSES AND STATUS	1
ByLaw 103. FEDERATION MEMBERSHIP.....	1
ByLaw 104. LAWS OF THE GAME.....	1
ByLaw 105. RESPONSIBILITIES AS A STATE ASSOCIATION MEMBER OF USSF	1
ByLaw 106. SEASONAL AND FISCAL YEARS.....	2
ByLaw 107. USE OF NAME AND LOGO.....	2
ByLaw 108. ROBERT'S RULES OF ORDER AND QUORUM.....	2
ByLaw 109. DEFINITIONS.....	2
<u>PART II—MEMBERSHIP</u>	
<u>Subpart A—General</u>	
ByLaw 201. ELIGIBILITY	4
ByLaw 202. MEMBERSHIP CATEGORIES	4
<u>Subpart B—Organization Members</u>	
ByLaw 211. ADMISSION TO MEMBERSHIP	4
ByLaw 212. TERMS OF MEMBERSHIP	4
ByLaw 213. GENERAL RESPONSIBILITIES	4
ByLaw 214. ORGANIZATION MEMBER RESPONSIBILITIES	4
<u>Subpart C—Individual Members</u>	
ByLaw 231. INDIVIDUAL MEMBERS.....	5
<u>Subpart D—Fees</u>	
ByLaw 241. FEES	5
<u>Subpart E—Suspensions, Fines, Termination, and Reinstatement</u>	
ByLaw 251. SUSPENSIONS, FINES, AND TERMINATIONS	5
ByLaw 252. SUSPENSION BECAUSE OF LITIGATION.....	6
ByLaw 253. RESIGNATIONS.....	6
ByLaw 254. REINSTATEMENT.....	6
<u>PART III—ORGANIZATION</u>	
<u>Subpart A—Voting</u>	
ByLaw 301. TEAM MEMBERS.....	7
ByLaw 302. OFFICERS.....	7
ByLaw 303. VOTING OUTSIDE OF A MEETING.....	7
ByLaw 304. LIMITATION	7
<u>Subpart B—State Council and Board of Directors</u>	
ByLaw 311. COMPOSITION	7
ByLaw 312. ANNUAL GENERAL MEETINGS	8
ByLaw 313. SPECIAL MEETINGS	8
ByLaw 314. PLACE OF MEETING	8
<u>PART IV—OFFICERS AND BOARD OF DIRECTORS</u>	
<u>Subpart A—Officers</u>	
ByLaw 401. OFFICERS.....	9

ByLaw 402. ELECTIONS9
 ByLaw 403. DUTIES OF OFFICERS9
 ByLaw 404. REMOVAL10
 ByLaw 405. VACANCIES.....10
 ByLaw 406. RESTRICTIONS.....10

Subpart B—Board of Directors

ByLaw 411. COMPOSITION AND GENERAL AUTHORITY11
 ByLaw 412. MEETINGS AND BOARD DECISIONS11
 ByLaw 413. REPRESENTATION TO SCASA11

PART V—COMMITTEES

ByLaw 501. STANDING COMMITTEES12
 ByLaw 502. SPECIAL COMMITTEES.....12
 ByLaw 503. RESTRICTION.....12

PART VI—ADMINISTRATIVE

ByLaw 601. FISCAL YEAR BUDGET13
 ByLaw 602. ACCOUNTS, BOOKS, AND RECORDS13
 ByLaw 603. INDEMNIFICATION13
 ByLaw 604. ADMINISTRATIONS13
 ByLaw 605. DIVISIONS AND LEAGUES14
 ByLaw 606. SAVING CLAUSE14

PART VII—GRIEVANCES, DISPUTES, AND APPEALS

ByLaw 701. GENERAL REQUIREMENTS15
 ByLaw 702. RESOLUTION OF DISPUTES15
 ByLaw 703. EXHAUSTION OF REMEDIES15

PART VIII—AMENDMENTS TO BYLAWS

ByLaw 801. PROPOSING AMENDMENTS17
 ByLaw 802. ADVANCE NOTICE.....17
 ByLaw 803. VOTING REQUIREMENTS.....17
 ByLaw 804. PRIORITY17
 ByLaw 805. EFFECTIVE DATE17

PART IX---DISOLUTION OF CML

ByLaw 901. NOTICE TO USSF18
 ByLaw 902. DISTRIBUTION OF ASSETS18

BYLAWS OF The Charleston Masters League

PART I—GENERAL

ByLaw 101. NAME

This organization shall be incorporated as the "Charleston Masters League ", hereinafter referred to as —CML

ByLaw 102 PURPOSES AND STATUS

Section 1. The purpose of CML is to promote amateur soccer in the lowcountry of South Carolina. Section 2.

CML is established as a nonprofit.

ByLaw 103. FEDERATION MEMBERSHIP

CML is a member of the South Carolina Amateur Soccer Association (SCASA), the United States Amateur Soccer Association (—USASA), and of the United States Soccer Federation (USSF),

ByLaw 104. LAWS OF THE GAME

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

ByLaw 105. RESPONSIBILITIES OF THE CML

Section 1.

- (1) The membership of CML and the members of CML shall be to soccer players and officials not subject to suspension under section 4 of Federation ByLaw 241, and to any amateur soccer organization in its territory.
- (2) CML will not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.
- (3) The Federation articles of incorporation, ByLaws, policies, and requirements take precedence over and supersede the governing documents and decisions of the CML and its members to the extent applicable under state law, and CML and its members will abide by those articles, ByLaws, policies, and requirements.
- (4) CML will not join any organization that has requirements that conflict with the Federation's articles, ByLaws, policies, and requirements.
- (5) CML shall register all of its players, coaches, teams, and administrators with USSF and USASA, through SCASA as required. CML shall pay all required dues and fees to USSF, USASA, and SCASA in a timely manner.
- (6) CML and its members will abide by the USSF's, USASA's, and SCASA's articles, ByLaws, policies, and requirements on interplay.
- (7) CML 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 CML shall be reported to its membership, or their authorized representatives, at least once each year at the Annual General Meeting of the membership.
- (9) CML will (a) provide to SCASA, copies of changes to the CML ByLaws, and other governing documents, and (b) make copies of those documents available to its members.

- (10) CML 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, SCASA, and CML and its members may be appealed to the Federation's Appeals Committee that shall have jurisdiction to approve.
- (11) CML shall maintain its tax-exempt status under the Internal Revenue Code.
- (12) CML shall adopt policies prohibiting sexual and physical abuse that meet certain minimum criteria established by the USSF, USASA and SCASA (subject to any contrary requirements contained in state or local law applicable to CML).
- (13) CML will allow the USSF, USASA and SCASA to review the documents and procedures of CML, ByLaw upon request of USSF, USASA, or SCASA as required.
- (14) The CML is an invitation only league; players are invited at the sole discretion of the BOD.

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

Section 3. CML may not have eligibility criteria relating to amateur status more restrictive than those of the Federation.

ByLaw 106. SEASONAL AND FISCAL YEARS

Section 1. The seasonal year of CML 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 CML shall begin on January 1 of one calendar year and end on December 31.

ByLaw 107. USE OF NAME AND LOGO

No one may use the name or initials of CML, any of its trade names or any of its logos except as provided under these ByLaws or except with the express written consent of CML.

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 CML:

- (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 CML 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) —**Division** is a grouping of teams within the league according to skill level, age, or sex for the purpose of providing competition at a similar level.

- (7) "**Team Member**" means a Team that is classified as such a member of CML 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.
- (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) "**USAS**" means the United States Amateur Soccer Association, Inc.
- (13) "**USSF**" means the United States Soccer Federation, the national association member of FIFA for the U.S.
- (14) "**CML**" means the Charleston Masters League.
- (15) "**CML Council**" means the Charleston Masters League Council as provided under ByLaw 311.
- (16) "**Season**" means the period of play covering one specific time period.

PART II—MEMBERSHIP

Subpart A—General

ByLaw 201. ELIGIBILITY

The membership of CML 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

CML has the following categories of membership:

- (1) Team Members consisting of Teams 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 Team desiring to become a Team Member of CML must submit a request for membership to the CML. Such request will normally be in the form of registration to sign their Team for eligibility during the upcoming season.
- Section 2. A Team must be in good standing, and with no outstanding financial debts or other obligations from prior seasons to the CML before they are admitted as members for upcoming seasons.
- Section 3. An individual membership is valid only for the seasonal year as defined by the USASA, once the individual member has paid his/her registration fees.

ByLaw 212. TERMS OF MEMBERSHIP

- Section 1. The term of membership of any Member is for one season. When admitted as a Member, the membership is effective at the beginning of the seasonal year as defined in ByLaw 106. Membership automatically renews each season as long as the Member remains in good standing. The CML board reserves the right to deny membership to any player if the BOD feels their style of play will not compliment the league.
- Section 2. Membership in CML is not transferable or assignable. Membership terminates when at the end of each season, the Individual dies, or as provided under these ByLaws.

ByLaw 213. GENERAL RESPONSIBILITIES

- Section 1. Each Team Member must do the following:
 - (1) to the extent consistent with applicable law, comply with the ByLaws of CML, SCASA, USASA, and USSF;
 - (2) to the extent consistent with applicable law, comply with policies and requirements of CML with respect to CML's internal operations and the administration of CML programs;
 - (3) pay fees due CML by the required deadline; and
 - (4) comply with the Amateur Sports Act, to the extent applicable.
- Section 2. Each Team Member shall retain its own autonomy except as otherwise provided in these ByLaws.

ByLaw 214. TEAM MEMBER RESPONSIBILITIES

- Section 1. In addition to other requirements of these ByLaws, each Team Member shall:
 - (1) register each season with CML all of its players and report contact information for its administrators, and Team Representatives;
 - (2) provide CML at least once each seasonal year the names and addresses of its registered players, through the 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 local, State, regional, interstate, national, and international competition and other competitions approved or sponsored by CML, SCASA, USASA and USSF.

Section 2. CML is responsible for establishing and monitoring a risk management program within its jurisdiction. At a minimum, the program must include:

- (1) the requirement that all volunteers, employees, coaches, and program administrators who are involved with any approved or sponsored program of the CML fill out an employment/volunteer disclosure statement;
- (2) compliance with all CML and SCASA Risk Management programs.

Subpart C—Individual Members

ByLaw 231. INDIVIDUAL MEMBERS

An individual who is a player, coach, referee, administrator, captain, manager, or other volunteer is a member of CML:

- (1) through that individual's membership as a player or captain;
- (2) as an elected officer or member of the CML Board of Directors;
- (3) as a “Founding Board Member.”
- (4) if the individual occupies an unpaid administrative position; or
- (5) as a committee member of CML.

Subpart D—Fees

ByLaw 241. FEES

Section 1. Each Individual Member shall pay to CML 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 (Team or Individual) failing to pay any fees due CML 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 CML. Fines may also be imposed as deemed appropriate by CML. 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 (noting that electronic confirmation of an e-mail being sent shall constitute —confirmation of receipt).

Section 2. The Board of Directors for cause may terminate the membership of a Team or Individual Member 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 CML, and 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 CML; or
- (2) the member has not complied with the requirements of its membership in CML.

(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 SCASA, USASA, and USSF requirements

(c) The Rules and Discipline Committee, as under ByLaw 501, is responsible for game incidents that are not automatically handled by SCASA as dictated by USSF, USASA, and SCASA regulations.

Section 4. A suspension or other disciplinary action imposed by CML in accordance with these ByLaws shall be recognized by all members of CML on notification by CML. The SCASA shall be notified of such suspensions or other disciplinary actions.

ByLaw 252. SUSPENSION BECAUSE OF LITIGATION

Section 1. Any Individual or Team who is a Member of a CML program, 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 CML 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 Individual or Team may inform the CML Board of Directors that the litigation has been completed and request that the suspension be terminated and reinstatement as a Member. CML may grant the request of the Individual or Team or, if the decision of the litigation was adverse to the person, may continue the suspension for a period specified by CML, fine the Individual or Team, terminate all membership of that Individual or Team with CML and its members, or any combination of those authorized penalties.

ByLaw 253. RESIGNATIONS

Any Member may resign from CML by submitting a written resignation to CML. The resignation need not be accepted by CML 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 CML 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. TEAM MEMBERS**

Section 1. (a) Only Teams registered in leagues organized and administered through CML shall be eligible to vote at a CML Council Annual General Meeting.

(b) For each time that a Team participates in the current seasonal year a representative shall be entitled to a vote at the CML League Council Annual General Meeting

(c) At each CML Council Annual General Meeting, the number of votes is determined by the number of Teams registered by the CML 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 Council Annual General Meeting.

(d) At each CML Council Annual General Meetings, a Team may send any number of delegates, but shall have only a single vote.

Section 2. No Team Member having a vote at a meeting of the CML Council may have someone else cast its votes by proxy. Absentee voting is not allowed.

Section 3. The members of the Board shall be entitled to one vote each, unless otherwise allowed in these ByLaws. Non-Board Individual Members are not entitled to vote at any meeting.

ByLaw 302. OFFICERS

Section 1. The individual chairing the CML Council Annual General Meeting may vote only to change the outcome of a vote. The President will normally chair these meetings.

Section 2. CML 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 CML Council Meeting unless as a representative and in the capacity of a Team Member.

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 CML in only one capacity.

Subpart B—CML Council and Board of Directors**ByLaw 311. COMPOSITION AND GENERAL AUTHORITY**

Section 1. CML has a Council that is composed of the Board of Directors and representatives of Teams.

Section 2. The CML Council has the authority to elect the following officers to the Board:

- (1) President
- (2) Vice President
- (3) Secretary
- (4) Treasurer

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

- (5) Special Member at Large
- (6) Founding Board Members

The Board of Directors shall therefore consist of up to seven persons, unless increased as by section 3 below.

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.

Section 4. The Board of Directors may also appoint Special Members-at-Large who shall have voting rights.

ByLaw 312. ANNUAL GENERAL MEETINGS

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

Section 2. CML shall provide to each Team representative and the Board of Directors—at least 15 days before the date of the meeting, notice of the annual meeting, giving the date, time, and location of the meeting.

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 CML Council may be called at any time on request of:

- (1) the President of CML; 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 Team 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 CML Council.

PART IV—OFFICERS AND BOARD OF DIRECTORS

Subpart A—Officers

ByLaw 401. OFFICERS

Section 1. The officers of CML elected by the CML Council are the President, the Vice President, the Secretary, and Treasurer.

Section 2. The Board may also have a variable number of non-voting Members-at-Large who may be appointed by the Board or by a Member League, as stated in Section 3 of ByLaw 311.

ByLaw 402. ELECTIONS

Section 1. The President, and Secretary, are elected for terms of 2 years at the Annual General Meetings of CML held in seasonal years that begin with an even-numbered year. The Vice, Special Member at Large and Treasurer are elected for terms of two years at the Annual General Meetings of CML 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 STATE OFFICERS

Section 1. The President of CML shall:

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

SCASA. Section 2. The Vice President of CML

shall:

- (1) assist the President of CML;
- (2) assume the duties of the President when the President is absent, cannot act, or refuses to act;
- (3) 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 Secretary of CML shall:

- (1) give proper notice of all CML meetings;
- (2) ensure that minutes of meetings of the CML Council and the Board of Directors are taken and published;
- (3) ensure the proper custody of the records of CML 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, contractor, and employee of CML;
- (5) be authorized to sign all checks, when approved by the board; and
- (6) perform other responsibilities assigned by the Board of Directors or the President.

Section 4. The Treasurer of CML shall:

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

Section 5. The Special Member at Large shall:

- (1) assist the Board and the President as necessary with duties assigned by the President.

Section 6. The Founding Members shall:

- (1) assist the Board and the President as necessary with duties assigned by 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. With the exception of the Founding Members, who shall require a unanimous vote.

ByLaw 405. VACANCIES

Section 1. If the office of President of CML becomes vacant for any reason, the Vice President shall become the President of CML for the balance of the term.

Section 2. If the office of Vice President, Secretary, or Treasurer or Special Member at Large 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.

Section 3. If a Founding Member resigns from the board he or she shall not be replaced

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 CML.

A. Exception:

- i. The President may discount or waive individual season fees at his or her discretion, the waiving of fees shall not be considered compensation under these bylaws.

Subpart B—Board of Directors**ByLaw 411. COMPOSITION AND GENERAL AUTHORITY**

Section 1. (1) The CML Board of Directors is composed of the President, Vice President, Secretary, Treasurer, Special Member at Large and Founding Members. As provided by ByLaw 311, the Board may appoint non-voting Members-at-Large to the Board.

- (2) 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 CML;
- (2) enforce the ByLaws, rules, policies, and procedures of CML;

- (3) prepare for each CML Council Annual Meeting:
 - A. a complete report on the activities of CML since the last annual meeting;
 - B. a proposed budget for the next fiscal year; and
 - C. a complete financial report.

Section 3. The Position of Founding Members of the CML shall be held by Anthony Bakker and Frederick Wichmann, Jr.

ByLaw 412. MEETINGS AND BOARD DECISIONS

Section 1. The Board of Directors shall hold at least one regular meeting each seasonal year. The Board shall establish the time, place, and location of the meetings. At least 15 days prior written notice must be provided for regular meetings. Meetings or meeting participation may also be held via teleconference.

Section 2. (1) The Board of Directors may hold special meetings called by the President of CML 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.

(2) Reasonable notice of a special meeting shall be provided to all members of the Board of Directors before the date of the meeting.

(3) 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 412.

ByLaw 413. REPRESENTATION TO SCASA

Section 1. As stipulated in the ByLaws of the SCASA, the CML may propose a representative from the CML to sit on the Board of Directors of the SCASA in case that The Board of Directors of the SCASA does not have an elected member from the CML. Such appointment shall be made by majority vote of the Board of Directors of the CML.

Section 2. A member of the Board of Directors of the CML may also serve on the Board of Directors of the SCASA, USASA, USSF and / or FIFA.

PART V—COMMITTEES

ByLaw 501. STANDING COMMITTEES

Section 1. CML 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 CML.
- (3) Risk Management Committee (RMC) - 3 members - The RNC enforces the SCASA Risk Management Policy to ensure that SCASA-sanctioned games follow policies and procedures mandated by the USSF, USASA, and SCASA.
- (4) Policy and Rules Committee (PRC): minimum 3 members. The PRC proposes and reviews ByLaw changes, CML 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 CML 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 CML for the next fiscal year. The Committee shall submit its proposed budget to the Board of Directors for approval.
- Section 2. All CML checks must be signed by any officer, 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. CML 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 office of CML, or with the Treasurer in accordance with ByLaw 403 Section 5 (1).
- Section 2. All accounts, books, and records of CML are open for inspection by the Board of Directors.

ByLaw 603. INDEMNIFICATION

- Section 1. CML 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 CML 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 CML 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 CML. 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 CML.
- Section 2. Any amount payable as indemnification under this ByLaw may be paid by CML 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 CML 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. ADMINISTRATION

- Section 1. The Board of Directors of the CML may elect to hire an independent entity or individual(s) to administer any given playing season on behalf of the CML. Such a hire shall be as —Independent Contractorl or —Employeeel as approved by the Board of Directors. This entity or individual(s) providing this service shall be paid by the CML. In selecting the entity or individual(s) to serve in this position the Board of Directors of the CML shall solicit proposals from such entities or individual(s) and shall base its selection on the basis of best services provided for the price and not necessarily on price alone.
- Section 2. Selection of the entity or individual(s) to provide this service shall be based on majority vote of the Board of Directors. Once selected a contract shall be entered into with the entity or individual(s) and signed on behalf of the CML by its President. The contract length may not exceed 1 year and may be renewed if the Board of Directors determines that services provided were done satisfactorily.
- Section 3. Selection of the entity or individual(s) shall be selected without regard to that individual's race, color, religion, national origin, or sex. Individuals serving on the Board of Directors of the CML may also present

proposals to offer these services, but if they do so, they must state this intent in writing to The Board of Directors at the time of proposal solicitation by the CML and must remove themselves entirely from the decision making process.

Section 4. Types of services provided by this entity or individual(s) may include but are not limited to day-to-day operations of a given league or season including: securing fields, registration, scheduling of games, assigning referees, maintaining standings, providing web-based access to league information, etc.

ByLaw 605. DIVISIONS AND LEAGUES

Section 1. The CML shall provide opportunities for play. Opportunities shall include regular 9-a-side leagues for +35, +45, Additional divisions will be formed to permit to the extent possible uniform competition.

Section 2. Offering of these leagues and the divisions within these leagues shall be in part based on demand (i.e. number of individuals desiring to play to warrant forming a league).

Section 3. All leagues offered by the CML shall be USSF-sanctioned leagues.

ByLaw 606. 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 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. The following procedures shall apply to grievances, disputes, and appeals:
- (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 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) A written record (called the official record) shall be kept of the proceedings.
 - (4) A written notification of the decision shall be sent to all involved parties within 7 days of the hearing. This notice shall be sent by electronically and by mail. All notifications shall require confirmation of receipt (electronic receipt is acceptable).
 - (5) The conduct of the hearing shall be as determined by the policy and rules of CML (or as applicable by SCASA, USASA, or USSF).
 - (6) All hearings shall be scheduled to be held within 30 days.

ByLaw 702. RESOLUTION OF DISPUTES

- Section 1. A dispute between Team Members shall be resolved by a special commission of the CML Board of Directors as follows:
- (1) Any Team Member involved in a dispute between or among Team Members shall submit a written petition to the Board of Directors for the resolution of any such dispute. Any Officer of CML or the designated Representative of a Team Member may submit a written petition to the CML Board of Directors for the resolution of such a dispute.
 - (2) Within 30 days of receiving the petition, the President of CML, in consultation with the Board of Directors, shall appoint a special commission composed of 3 or 5 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.
 - (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, CML
- (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 carry out this section.

ByLaw 703. EXHAUSTION OF REMEDIES

- Section 1. No Member of CML, 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 CML.
- Section 2. For a violation of this ByLaw, the offending party shall be subject to suspension and fines, and shall be liable to CML for all expenses incurred by CML 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 CML 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 CML may be made by:

- (1) a Team Member;
- (2) a member of the Board of Directors;
- (3) a committee of CML.

ByLaw 802. ADVANCE NOTICE

Section 1. Any proposed amendment to the ByLaws of CML must be submitted in writing to the Rules and Discipline 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 to the Board of Directors of the CML by the Policy and Rules Committee 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 CML requires a two-thirds vote of the Board of Directors of CL-SCASA.

ByLaw 804. PRIORITY

In the event of a conflict between the ByLaws of CML 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 provided, any amendment to the ByLaws of CML is effective immediately after the amendment is adopted, unless an effective date is specified in the amendment.

PART IX ----DISSOLUTION OF CL-SCASA

ByLaw 901. NOTICE TO USSF

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

ByLaw 902. DISTRIBUTION OF ASSETS

Upon the dissolution of CML 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 Members of CML and then to other groups involved in soccer-related activities.