

AMENDED BYLAWS
CAROLINA UNITED SOCCER ASSOCIATION
(f/k/a "Currituck United Soccer Association")

WHEREAS, the Board of Directors of Currituck United Soccer Association, Inc. ("the Board") has voted unanimously to change its name to "Carolina United Soccer Association, Inc.," which the Board believes more accurately reflects the history and ongoing legacy of soccer in Northeastern North Carolina. Specifically, this name change reflects the merger of two original organizations, Currituck Soccer Association and Carolina Lightning Soccer Association, which occurred in 2011, and culminated with the formation of a new Board of Directors in August of 2012.

WHEREAS, the Board has or will file the necessary documentation with the North Carolina Secretary of State's Office and other required agencies, if any, to reflect this name change, so that, hence to fore, "Currituck United Soccer Association, Inc." shall and will be called and known as "Carolina United Soccer Association, Inc.," also known in an abbreviated fashion as "CUSA."

WHEREAS, a super majority of the members of the Board, as defined below, has voted unanimously, this the 24th day of April, 2013 at its regular monthly Board meeting to amend and replace its existing Bylaws, and any and all previous versions of Bylaws for CUSA, formerly known as "Currituck United Soccer Association, Inc.," are hereby amended as stated herein

PURPOSE

The purpose of CUSA to provide and foster a higher and more competitive level of organized soccer and soccer instruction for the children of Northeastern North Carolina, in order to increase the skill, knowledge and enjoyment of the game of soccer by these children.

AFFILIATIONS AND ROLE OF CUSA IN SOCCER COMMUNITY

CUSA shall strive to be a member in good standing of North Carolina Youth Soccer ("NCYSA"), Virginia Soccer League ("VSL"), Tidewater Advanced Soccer League ("TASL"), and any other governing soccer organization or association that the Board shall determine from time to time, is in the best interest of CUSA to join or otherwise become affiliated with. CUSA shall strive to abide by the rules and regulations of each said organization or association.

CONFLICTS

To the extent that these Bylaws or other CUSA rules or operating guidelines conflict with those of NCYSA, VSL, TASL, USSF ("United States Soccer Federation"), USYSA ("United States Youth Soccer Association") or any other governing soccer organization, the conflicting governing organization's rules control.

BOARD OF DIRECTORS

CUSA shall be operated by a governing Board of Directors, who shall govern CUSA consistent with these Amended Bylaws. The Board shall consist of no less than 11 and no more than 15 members. Board membership shall include the following officer positions, who shall have the same and equal voting rights as each and every other Board member.

- President: The President shall be responsible for chairing, conducting and calling regular, special and emergency meetings of the Board, consistent with Roberts Rules of Order, which are incorporated by reference herein. The President shall work with the Secretary to set an agenda for each board meeting, and circulate that agenda, if possible, at least one (1) week prior to each regular Board meeting. The President shall be the primary representative of CUSA to the larger civic and soccer communities. However, that representation shall always be entirely consistent with these Bylaws, and the policies, procedures, mandates and decisions of a majority of the Board. A President may not serve more than two (2) consecutive one year terms.
- Vice President: The Board shall consist of two Vice Presidents, who shall be responsible for chairing, conducting and calling regular, special and emergency meetings of the Board in the President's absence, or if the President is unable or unwilling to fulfill these duties. The Vice Presidents shall also serve as representatives of CUSA to the larger civic and soccer communities, entirely consistent with these Bylaws, and the policies, procedures, mandates and decisions of a majority of the Board. It is the preference that one Vice President be a CUSA coach or other person knowledgeable about the game of soccer at an advanced level, and the other Vice President be a parent of an active or former CUSA player, attorney, accountant or other professional with ties to the larger community.
- Secretary: The Secretary shall take, keep and maintain the minutes of all meetings of the Board, and shall make the minutes of all open sessions of these meetings available to all Board members, all CUSA players, parents and the public at large, by publishing same on the CUSA website. The Secretary shall disseminate notices of meetings if applicable, and maintain the original of these amended Bylaws and any amendment thereto.
- Treasurer: The Treasurer shall maintain all financial accounts of CUSA and shall make monthly reports to the Board. The Treasurer shall be responsible for the payment of all authorized CUSA expenses.

Registrar(s): The Registrar(s) shall be responsible for the registration of all players, coaches, managers and others with NCYSA, VSL, TASL or other registering bodies with which CUSA is affiliated. Due to the magnitude, importance and workload associated with this position, the Board has determined that at least two persons shall serve as Registrars if possible. One Registrar shall be designated "Head Registrar," by the Board, and the other "Assistant Registrar." The Head Registrar shall be ultimately responsible for fulfilling all Registrar duties and responsibilities. These Registrars shall maintain whatever licences or certifications are required by all registering bodies with which CUSA is affiliated. The Registrars shall keep the Board and CUSA coaches apprised of all deadlines for registration of players and teams and make recommendations to the Board for deadlines for CUSA teams and players to submit the dues and documentation necessary to register its players and teams. The Registrars shall be responsible for the Registrar Stamp, and the submission of all forms and documents to the organizations with which CUSA is affiliated to keep CUSA in good standing with those organizations.

DOC: The Director of Coaching ("DOC") shall be responsible for the ultimate evaluation of players and coaches in CUSA. The DOC shall be responsible for the training of coaches, including but not limited to practice observations and clinics. The DOC may be compensated for his/her time at compensation to be set in the discretion of the Board of Directors. The DOC shall recuse his/her self from any discussion of salary by the Board. There may also be assistant DOC's who shall assist the DOC in performance of his/her duties, and who shall serve as at large members of the Board of Directors. They shall operate under the supervision of the DOC. The DOC also provides the slate of coaches for each season, subject to approval of the Board.

At Large: There shall be up to 8 at large members of the Board. These shall include but not be limited to Certified Referee Assigner, Director of Discipline and Appeals and Risk Management. Their responsibilities and/or title, if any, shall be determined at the discretion of the Board.

BOARD MEMBER DUTIES

The Board members shall have the following duties:

- * Regularly attend Board meetings, including regularly scheduled monthly Board meetings, special and emergency meetings. Failure to attend three regularly scheduled monthly Board meetings without an absence excused by the Board may result in suspension or termination from the Board by vote of the Board.

- * Fulfill the duties and obligations of whatever Board position he/she holds.
- * Conduct themselves to the public in a manner which reflects positively on CUSA and its governing organizations.
- * Fulfill, support and abide by whatever decisions, policies, rules, regulations are passed by a majority of the Board, even if he/she did not support or vote for that decision, policy, rule or regulation.
- * Other duties to be determined from time to time by a majority of the Board.

BOARD MEETINGS

Regular Meetings

There shall be regularly scheduled Board meetings not to exceed once a month. The Board shall endeavor through its best effort to schedule regular meetings at the same date and time each month.

Special Meetings

The President may call a special meeting from time to time to discuss appropriate CUSA business. Special meetings shall require seven (7) days notice to all members of the Board.

Emergency Meeting

The President may call an emergency Board meeting on as little as twenty four (24) hours notice to discuss emergent issues that affect the health and well being of CUSA as a whole. However, the President shall endeavor to give as much notice as possible beyond the minimum required if reasonably practical. If the President is unwilling and/or unable to call an emergency meeting, any three Board members may do so if they determine there are emergent issues and the President is unwilling and/or unable to call such a meeting.

Quorum

In order for the Board to conduct any binding business for CUSA at any regular, special or emergency meeting, a quorum must be in attendance at that meeting. A quorum is defined as attendance by a minimum of two thirds (66.666 percent) of the membership of the Board. Example: If there are 10 sitting board members, 7 must attend to conduct binding business. Attendance may be in person, in phone or by proxy.

Proxy

Any Board member may give the President or any other Board member his/her written proxy to vote in his/her absence. The proxy should specifically state, if possible, how the President or other Board member is to vote the proxy.

RULES, POLICIES AND PROCEDURES

The Board shall establish whatever rules, policies and procedures it deems necessary in the best interest of CUSA as a soccer club. In doing so, the Board shall endeavor to put the best interest of CUSA as a soccer club over the individual interests of individual members, players, coaches, managers, teams, parents, guardians or others. To the extent that these rules, policies and procedures are in writing, they shall be published by the Board on its website or otherwise.

MISCELLANEOUS

Official Colors and Jerseys

The official colors for CUSA players are red, black and white or as otherwise adopted by the Board. All CUSA players shall attend and participate at all games in only uniforms approved by the Board. No player, team or coach may use "CUSA" or "Carolina United Soccer Association" or "CUSA Soccer" or any similar name in any form, including but not limited to print, media, uniforms, or otherwise, except as provided by these Bylaws or without first having obtained express written consent of the Board.

Coach and Team Approval by Board

All teams, coaches, assistant coaches and managers, must be approved by the Board. Such approval shall be within the sole discretion of the Board and consistent with the rules and direction from our governing organization(s). All coaches shall obtain whatever licenses or other education and/or training the Board requires. All teams, coaches, assistant coaches and managers enjoy their rights of membership in CUSA at the sole discretion of the Board. In consultation with the DOC, the Board shall make the final determination as to placement of a coach, assistant coach or manager with a team. Coach, assistant coach and manager responsibilities shall be determined in the sole discretion of the Board, or as delegated to the DOC or otherwise.

Levels of Play

The Board reserves the right to offer whatever levels of available competition it determines is appropriate in its sole discretion. Examples of potential levels of play are classic, challenge and recreation. Those levels of play shall be governed by the governing

body within which those levels of play participate. Example: NCYSA play, shall be governed by NCYSA rules; play within TASL shall be governed by TASL rules; VSL play shall be governed by VSL rules.

Player Placement

Players shall be placed on teams at the sole discretion of the DOC and his/her designees. The DOC and/or his/her designees shall endeavor to place the child on a team that is most appropriate to his/her skill level, age and gender. If a parent or legal guardian of a player wishes for that player to be placed on another team, that will be done at the sole discretion of the DOC or his/her designee, and including under the following circumstances: Player selected to play classic may chose to play for a challenge or recreation team. Player selected to play “up” into a higher age group, may chose to play with his/her actual age group. Example: 12 year old player may be asked to play U14 classic division. His/her parent may prefer that he play U13 classic, if available or U13 challenge or recreation f available.

Delegation of Authority

Except as otherwise provided by these Bylaws, the Board may delegate certain decision making authority regarding players, coaches, managers, scheduling or other issues. Example: the Board delegates initial player placement to the DOC and/or his designee.

Appeal Process

The Board shall establish rules, policies and procedures for appeals of decisions within CUSA. Final appeals shall be made to the Board consistent with those policies and procedures. The Board shall have final decision making authority regarding any decision affecting CUSA, including but not limited to any issue involving a player, parent, guardian, coach, manager or others. The Board may, in its sole discretion, decline to hear any appeal.

Membership Cost

Membership cost in CUSA shall be determined by the Board. These costs shall include costs payable to governing organizations such as TASL, NCYSA and VSL.

ANNUAL MEETING

CUSA shall endeavor to hold an annual meeting of its membership, which shall consist of the following: any parent or legal guardian of any player registered with CUSA within one (1) year of the date of the annual meeting, active coaches and assistant coaches, team managers, officers, directors, Board members and others whom the Board from time to

time shall invite into membership of CUSA. At this meeting, the membership shall vote on a slate of officers, directors and members determined by the Board members for the upcoming available term(s) of Board membership, and take up any other business that its members raise which the Board in its discretion shall address. The Board shall endeavor to hold this annual meeting during the same month every year.

AMENDMENT

These bylaws are subject to amendment by vote of 3/4 (75%) of the total membership of the Board of Directors. Example: If there are 15 total members on the Board, 12 must vote for the amendment. Any Amendments shall be signed by the President and Secretary of the Board.

This the ____ day of _____, 2013.

CUSA President: _____

CUSA Secretary: _____