

By-Laws

McLean Youth Soccer Association

Article I — Name

- (1) The name of the Association shall be McLean Youth Soccer Association.
- (2) The Association shall be a non-stock corporation organized under the laws of the Commonwealth of Virginia and a charitable and educational organization as defined under Section 501(c)(3) of the Internal Revenue Code of 1986.

Article II — Purpose

The purpose of the Association shall be to organize and promote youth soccer activities in the McLean, Virginia area.

Article III — Membership

Any parent or legal guardian of a player(s) who is (are) registered to play soccer shall be considered a member of the Association and shall be entitled to one (1) vote on all matters presented for a vote of the members for one (1) year from the date of last registration.

Article IV — Management

- (1) The management of the affairs of the Association shall be vested in the Board of Directors, subject to the will of the membership. The Board of Directors shall possess and may exercise all the powers and authority granted to the Association by the Articles of Incorporation and the Virginia Nonstock Corporation Act. Directors shall be of adult age.
- (2) The number of directors constituting the Board shall be at least nine (9) and no more than eleven (11) members. The Board shall consist of five (5) officers: (i) Chair, (ii) Vice Chair & Secretary, (iii) Treasurer, (iv) Director, Recreation Programs, and (v) Director, Travel Programs, having the duties defined below, and at least four (4) other general directors.
- (3) Election of the directors shall be by majority vote of the members deemed to be present at the annual meeting of members. The Board may allow for electronic voting or other means of providing for direct participation in the annual meeting. There shall be no voting by proxy.
- (4) The term of office for each director shall be two (2) years. All elected directors shall take office immediately upon election. No director may serve more than two consecutive full terms on the Board. Such term limits shall take immediate effect; directors that have served more than two consecutive full terms as of the adoption of these ByLaws shall be deemed to have fulfilled their two consecutive terms and shall not be eligible for reelection.
- (5) Vacancies on the Board may be filled by the affirmative vote of a majority of the remaining directors on the Board. A director elected to fill a vacancy shall serve until the next meeting of the members at which directors are elected.

Article V — Meetings

- (1) An annual meeting of the members shall be held each year. The date, time and location of the annual meeting shall be designated by the Board to accommodate the most participation of the members. The purpose of this annual meeting shall be to conduct elections, receive reports on the finances and activities of the Association and to conduct other matters of interest to the general membership. At least ten (10) days prior to the date of the annual meeting, announcements of the meeting, and the names of the candidates seeking election to the Board as put forth by the Nominating Committee, shall be published on the Association website and distributed by e-mail to the membership.
- (2) Special meetings of the members may be called by a majority of the directors on the Board. A special meeting may also be called by a written petition requesting a meeting signed by at least two hundred and fifty (250) members. The purpose of a special meeting should be to adopt changes to the ByLaws or Articles of Incorporation of the Association or to address urgent matters of the Association. The Board shall give the members notice of a special meeting not less than three (3) days prior to the meeting.
- (3) All issues to be voted on by the members shall be decided by a simple majority of those members deemed to be present at the meeting in which the vote takes place. The members present at any properly announced meeting shall constitute a quorum.
- (4) Meetings of the Board shall be held at least quarterly at such time and place as determined by the Chair. Additional meetings of the Board may be called by one-third of the directors on the Board or by the Chair. A majority of the directors on the Board shall constitute a quorum. Each director shall have one vote and no proxy shall be allowed.
- (5) Any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.
- (6) Any action required or permitted to be taken by the Board may be taken without a meeting if each director on the Board consents in writing authorizing the action.

Article VI — Officers

- (1) The Chair shall:
 - a. Preside at all membership meetings and meetings of the Board and be responsible for establishing the agenda for such meetings.
 - b. Be responsible for the overall activities of the Association.
 - c. Be an *ex officio* member of all committees.
 - d. Represent the Association with respect to all other organizations in compliance with Article X.
- (2) The Vice Chair & Secretary shall:
 - a. Carry out the duties of the Chair when the Chair is absent or incapacitated; shall have the same powers and duties as the Chair when acting in that capacity; and shall perform such other duties as the Board may from time to time assign.
 - b. Serve as chairperson of the Nominating Committee as described in Article IV Sec 3

- c. Keep, or cause to be kept, a true and complete record of the meetings of the Board, and shall give, or cause to be given, notice of all meetings of the Board and the members.
- d. Keep, or cause to be kept, an orderly record containing the names and pertinent data of all persons who are members of the Association.
- e. Have charge of such books, documents and papers as the Board may determine; such books shall be open for inspection as provided by law.

(3) The Treasurer shall:

- a. Provide primary Board oversight for the Association's finances, funds, property and securities, subject to such regulations as may be imposed by the Board.
- b. Report or cause to be reported at every Board meeting or whenever otherwise requested the condition of the Association's budget and finances. The Association's books at all times shall be open to inspection of the Board.
- c. Keep, or cause to be kept, full and accurate accounts of the Association's finances, including all receipts and disbursements, and shall, in general, perform all duties incident to the office of Treasurer, subject to the control of the Board.

(4) The Director, Recreation Programs shall provide primary Board oversight for the recreational programs and report or cause to be reported on the same at each Board meeting.

(5) The Director, Travel Programs shall provide primary Board oversight for the travel programs, including all boys and girls travel programs, and all premier level programs, and report or cause to be reported on the same at each Board meeting.

(6) The Board may employ an individual to serve as Executive Director of the Association. The Executive Director shall be an employee of the Association and shall be responsible to the Board for the management of the Association, its recreational and travel and other programs and activities, as well as its employees, contractors and volunteers, subject to these Bylaws and the policy direction of the Board. The Executive Director shall perform such additional duties as may be assigned by the Board. The Executive Director may employ, contract with, or appoint other persons to work for or assist the Association, provided that such positions are included in a budget submitted to and approved by the Board, or such positions are otherwise approved by the Board. In consultation with the staff, and together with the Treasurer, the Executive Director shall prepare and present the Association's annual budget to the Board for its approval. The Executive Director shall be an *ex officio* member of the Board. The Executive Director shall not be entitled to vote on any matter to be voted on by the Board.

(7) The officers shall be elected by the affirmative vote of a majority of the directors on the Board, such election to occur at the regularly scheduled meeting of the Board immediately following the annual meeting of the members. Each officer shall serve until the next annual meeting of the Board or until his or her earlier resignation or removal; provided, that (i) no person may serve in a particular office for more than three (3) consecutive terms, and (ii) no person shall continue in office beyond the expiration of such person's term as a director. Vacancies in any office may be filled by the Board or by the Executive Committee of the Board on an interim basis until the next meeting of the Board.

Article VII — Removal from Office

(1) A director who misses three (3) consecutive regularly scheduled Board meetings may be removed from the Board by the vote of a majority of the directors on the Board (excluding the absentee director), unless good cause for such absences is established to the satisfaction of the majority of the other Board members.

(2) A director may be removed by the vote of two-thirds (2/3) of the directors on the Board (excluding the director sought to be removed) at any regular or special meeting of the Board, whenever in its judgment the Board determines that such removal is in the best interests of the Association.

Article VIII — Committees

(1) The Board of Directors may create committees as needed.

(2) The Chair, Vice Chair & Secretary, Treasurer, Director of Recreation Programs, and Director of Travel Programs shall serve as members of the Executive Committee. The Executive Committee shall have all powers and authority of the Board in the intervals between meetings of the Board, subject to the direction and control of the full Board. The Executive Director shall be an *ex officio* member of the Executive Committee, but shall not have the right to vote on any matters voted on by the Executive Committee.

(3) There shall be a Nominating Committee chaired by the Vice Chair & Secretary and further comprised of one (1) Board member and at least two (2) non-Board members appointed by the Vice Chair & Secretary. The members of the Nominating Committee shall be approved by a majority vote of the directors on the Board. The Nominating Committee shall be responsible for nominating prospective board members representing the Association's diverse constituency (e.g., recreational programs, and boys and girls travel programs, including premier level travel programs). The Vice Chair & Secretary shall present each nominee recommended by the Nominating Committee to the Board for approval no later than the last regularly scheduled Board meeting prior to the annual meeting of members. The Vice Chair & Secretary shall present the approved nominees to the membership at the annual meeting of members. Another candidate or candidates, with the individual's consent, may be placed in nomination from the floor at the annual meeting for election to the Board.

Article IX — Rules of Order

Roberts Rules of Order, Revised, shall govern the proceedings of all meetings of the Association and its constituent parts, except as provided in these Bylaws.

Article X — Delegations

Delegations or special committees, as may be necessary, may be appointed by the Chair to represent the Association in any convention or meeting, subject to the approval of and/or direction of the Board. Such delegations shall be free to vote on all matters unless specifically instructed by the Board.

Article XI — Coaches' Code of Conduct

The Board shall adopt an appropriate Coaches' Code of Conduct and shall amend and modify it as necessary.

Article XII — Indemnification

The Association shall indemnify its directors and officers to the fullest extent permitted by law.

Article XIV — Amendments

These Bylaws may be amended by a two-thirds (2/3) or more vote of the members present at any regular or special meeting, provided that the members shall be given written notice of the proposed amendment(s) at least ten (10) days prior to the meeting at which the amendment(s) shall be acted upon. Publication of a general notice of proposed Bylaw changes in the local press shall constitute adequate notice.

Article XV — Dissolution

In the event the Association decides to dissolve and cease operation:

(1) The dissolution shall be made by a two-thirds (2/3) or more vote of the members present at any regular or special meeting, provided that (i) the members shall be given written notice of the proposed dissolution at least ten (10) days prior to the meeting at which the dissolution shall be acted upon, and (ii) at least five hundred (500) members of the Association are in attendance at such regular or special meeting. Publication of a general notice of proposed dissolution in the local press shall constitute adequate notice.

(2) Upon dissolution of the Association, no Board member, officer or member shall benefit by receiving any asset of the Association. All such remaining assets shall be distributed to successor or similar organizations, the decision of the Board being final in determining which such organizations.

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