

**AMENDED AND RESTATED  
BYLAWS  
OF  
GREAT FALLS-RESTON SOCCER CLUB**

WHEREAS, effective as of March 31, 2018, Reston Soccer Association Inc., a Virginia nonstock corporation (“RSA”), merged into Great Falls Athletic Association, a Virginia nonstock corporation (“GFAA”), pursuant to that certain Plan of Merger duly adopted by RSA on March 8, 2018, and by GFAA on March 7, 2018, and the Articles of Merger filed with the State Corporation Commission in March 2018, creating the Great Falls-Reston Soccer Club (“GFR” or the “Organization”);

WHEREAS, pursuant to the merger, the provisions of the Articles of Incorporation were amended and restated, including the formal name change of the corporation to Great Falls-Reston Soccer Club (the “Articles”);

WHEREAS, the Board of Directors of GFR, in the exercise of its authority, has determined it is in the best interest of the Organization to revise and update the governing rules of the corporation; and

WHEREAS, the Board of Directors of GFR hereby adopts these amended and restated Bylaws as the official Bylaws of GFR (the “Bylaws”), superseding all previous versions.

NOW, THEREFORE, these Bylaws shall be considered official and in full effect as of July 1, 2026.

**ARTICLE I  
NAME AND PURPOSES**

**Section 1.01 Name.** The name of the corporation is the Great Falls-Reston Soccer Club.

**Section 1.02 Purpose.** GFR is an organization created to provide a wholesome, well-organized medium to teach soccer skills, teamwork, and good sportsmanship as well as contribute to the general health and social well-being of all participants. GFR:

- a) is not organized for profit and operates for the establishment and supervision of a program of soccer education, training, and competition of and by the soccer enthusiasts in the Great Falls and Reston areas of Fairfax County, Virginia within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code");

- b) will not use its net earnings nor any part thereof to the benefit of any private shareholder or individual;
- c) and may engage in advocacy and action, but its primary purpose does not include engaging in political activities.

Notwithstanding any other provision of these Bylaws, GFR will not engage in activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

GFR will not, except to an insubstantial degree, engage in activities or exercise powers that are not in furtherance of the purpose of GFR as referenced in section 1.02.

## **ARTICLE II**

### **DIRECTORS**

**Section 2.01 General Powers.** The management and control of the affairs of GFR will be vested in GFR's Board of Directors ("Board").

**Section 2.02 Number and Qualifications.** The Board will consist of at least five (5) directors (each a "Director") and no more than eleven (11) Directors. Directors must be Members of GFR or past Members of GFR. Qualifications will be determined by the Nomination Committee at the beginning of each nomination cycle.

**Section 2.03 Compensation for Board Services.** The Directors (as defined below) will receive no compensation. The Directors may be reimbursed for reasonable out-of-pocket expenses as determined by the Board.

**Section 2.04 Nomination and Election.** The Board will establish a Nomination Committee, to be formed under Article IV, to handle the nomination and vetting of individuals to serve as Directors. In addition, any existing Member may nominate a candidate to be considered by the Directors. Directors will be elected by a majority vote of the Directors at the annual meeting of the Directors or as otherwise provided herein.

**Section 2.05 Term.** A Director's term shall commence immediately upon the Director's election at an annual or special meeting and shall continue for the term period. The Director's term shall terminate upon the election of the Director's successor at the subsequent annual meeting during which the term expires. A term shall be defined as a two-year period. A year is defined as the period from July 1 through June 30. A Director may serve no more than three (3) total terms.

**Section 2.06 Removal of Director.** A Director may be removed by a vote of a 2/3 majority of the remaining Directors:

- a) If the Director is absent and unexcused from three (3) or more meetings of the Board in a twelve (12) month period; or
- b) For cause or without cause, provided that the meeting notice states that removal is the purpose of the meeting, the Director is given an opportunity to be heard, the proposed removal appears on the agenda at least 48 hours before the meeting, and the matter is brought forward by two Directors. Cause for removal shall include but is not exclusive to breach of duty, ethical or legal misconduct, violation of bylaws or policies, or behavior that compromises the reputation of the club.

**Section 2.07 Resignation of a Director.** A Director may resign at any time by delivering an email notice to the Board AND the Executive Director of GFR. Such resignation will take effect when the notice is delivered unless the notice specifies a later effective date and agreed upon in writing by the Board or the Executive Director of GFR. If a resignation is made effective at a later time, the Board may fill the pending vacancy before the effective time if the Board provides that the successor does not take office until the effective time.

**Section 2.08 Newly Created Directorships and Vacancies.** Newly created directorship positions resulting from an increase in the number of Directors may be filled by a majority of the Directors. Other vacancies, including upon a Director's Removal or Resignation, may be filled by a majority vote of the Directors. A Director elected to fill a vacancy will hold office until the next annual meeting of the Directors and until his or her successor is elected and qualified.

**Section 2.09 Quorum of Directors.** Unless a greater proportion is required by law, the Articles, or these Bylaws, a majority of Directors in office immediately before a meeting begins will constitute a quorum of the transaction of business. A quorum once attained will continue until adjournment despite the voluntary withdrawal of enough Directors to leave less than a quorum. *Ex Officio members* may not count towards quorum.

**Section 2.10 Voting.**

- a) **Requisite Vote.** Except as otherwise provided by law, the Articles, or these Bylaws, the vote of a majority of the Directors at a duly convened meeting where a quorum is established will be the act of the Board.
- b) **Interested Director.** Any Director who is the subject of any motion, any discussion involving removal, or any motion involving the Director's child or any age group to which the Director is coaching, shall be considered an Interested Director for the purposes of voting. An interested Director may count for quorum purposes but not for voting purposes.

- c) **Deadlock.** All motions must pass by a majority vote of the Directors present at a meeting where a quorum is established; otherwise, the motion will be considered failed. No tie-breaking votes will be awarded to any Director or officer.

#### **Section 2.11 Meetings of the Board.**

- a) **Annual Meeting.** An annual meeting of the Board will be held each year at such time and place as will be fixed by the Board for the election of Officers and for the transaction of such other business as may properly come before the meeting.
- b) **Regular Meetings.** Regular meetings of the Board will be held at least quarterly at such times as may be fixed by the Board.
- c) **Special Meetings.** Special meetings of the Board may be held at any time and place and for any purpose when called by the Executive Director, at least one-third (1/3) of the Directors, or 250 signatures from current Members as defined by Section 3.01, provided that notice of the Special Meeting is provided in accordance with Section 2.12.
- d) **Remote Participation.** Any Director may participate in a meeting by conference telephone or other electronic means through which all individuals participating may simultaneously hear and communicate with one another during the meeting. A Director participating by such means shall be deemed present in person at the meeting.
- e) **Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting by written action of the requisite number of Directors required for such action pursuant to § 13.1-865 of the Act. Such action may also be consented to by email or other electronic means permitted under the Act. Such action will be evidenced by one or more written consents stating the action taken and filed in the minutes or other relevant corporate records.

#### **Section 2.12 Notice.**

- a) **Notice Requirements.** Notice need not be given for regular meetings of the Board that have been previously scheduled by the Board. Notice of a Special Meeting of the Board must be given to each Director in the manner prescribed by resolution of the Board and must state the purpose or purposes for which the meeting is called. Unless otherwise provided in these Bylaws, notice of all other Board and committee meetings must be given to the applicable Directors or committee members not fewer than two (2) days and not more than ninety (90) days before the meeting, by or by the direction of the Executive Director or the Committee Chair calling the meeting. Notice of any meeting concerning the removal of a Director or Officer, amendment of these Bylaws, amendment of the Articles, or dissolution of GFR must be given to the applicable Directors or committee members not fewer than two (2) days

and not more than sixty (60) days before the meeting, by or at the direction of the Executive Director or the Committee Chair calling the meeting. Any notice required by these Bylaws or by law must be given in a manner authorized by Chapter 10 of Title 13.1 of the Code of Virginia, as amended (the "Act"), including by electronic mail in accordance with § 13.1-810 of the Act.

- b) **Waiver of Notice.** A Director may waive any notice required by law, the Articles, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

### **ARTICLE III**

#### **MEMBERS**

**Section 3.01 Membership.** Any one (1) parent or legal guardian of a qualified participant member, who is registered to play soccer with GFR, and/or any volunteer head coach serving GFR, shall be considered a member of and, to the extent authorized by the Board, be entitled to one (1) vote in the Organization for one (1) year from the date of last registration of the participant or one (1) year from the date of the end of the last game coached, respectively (each, a "Member"). No one shall be denied participation because of inability to pay the registration fee.

**Section 3.02 Term.** The term of a Member is effective for the age-group year (July 1 to June 30) for which the participant is registering, or the volunteer coach is serving. However, if a participant registers or a coach volunteers after the age-group year begins, the membership is effective beginning on the date of the registration through the end of the age-group year.

**Section 3.03 Membership Voting and Proxy.** Members will only be entitled to vote on matters brought before them specifically by the Board in its discretion. Each Member will have one (1) vote. No proxy votes may be cast. All issues to be voted on will be decided by a majority of quorum unless otherwise required by the Act, the Articles, or these Bylaws.

**Section 3.04 Quorum.** The presence of at least twenty-five (25) Members at a meeting will constitute a quorum for the transaction of business.

**Section 3.05 Annual Meeting of Members.** The annual meeting of the Members will be held on such date, and at such time and place as may be designated by resolution of the Board.

**Section 3.06 Special Meeting of Members.** Special meetings of the Members may be called by the Executive Director, by action of the Board, or by a written petition signed by no fewer than two hundred fifty (250) Members. Upon obtaining the required two hundred fifty (250) signatures, the petition shall be delivered to the Chair and shall state the purpose for which the special meeting is requested. Upon receipt of the petition, the Secretary shall verify the membership status of each signatory to confirm compliance with the requirements of Section 3.01. Following verification of the petition, the Board shall convene the special meeting not fewer than ten (10) days and not more than forty-five (45) days after receipt of the verified petition.

**Section 3.07 Notice of Annual and Special Member Meetings to Members.** Notice containing date, time, and place must be given to all Members. Notice of a special meeting must also include the purpose(s) for which the meeting is called. Notice must be provided to Members no less than ten (10) nor more than sixty (60) days before the meeting date; provided, however, that notice of a Members' meeting called for the purpose of acting on an amendment of the articles of incorporation, a plan of merger, domestication, a proposed sale of assets or the dissolution of the corporation will be given not less than twenty-five (25) nor more than sixty (60) days before the meeting date. Any notice required under the provisions of these Bylaws or as otherwise required by law will be given in accordance with methods authorized by the Act, including via email if consented to by the Member.

**Section 3.08 Waiver of Notice.** A Member may waive any required notice by a signed written waiver before or after the date of a meeting that is the subject of such notice. Such written waiver must be delivered to the Secretary for inclusion in the minutes or filing with the corporate records. A Member's attendance at a meeting waives objection to lack of notice or defective notice unless the Member objects at the beginning of the meeting. It also waives objection to the consideration of a particular matter not within the purpose described in the notice unless the member objects when the matter is presented.

## **ARTICLE IV**

### **COMMITTEES**

**Section 4.01 Board Committees.** A majority of the Board may create one or more committees of Directors ("Board Committees") and appoint two (2) or more Directors to serve on them at the Board's discretion. The Executive Director will appoint Board Committee Chairs.

**Section 4.02 Committee Rules.** These Bylaws, the Articles, the Act, and other applicable laws will govern Board Committee meetings and actions.

**Section 4.03 Standing Committees.** The Board may create one or more Standing Committees composed of Members.

**Section 4.04 Executive Committee.** The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer, and one (1) at-large Director appointed by the Board. Outside of meetings of the full Board, the Executive Committee shall serve in an advisory and consultative capacity to the Executive Director with respect to the routine affairs of GFR that exceed the Executive Director's delegated authority. Except to the extent expressly authorized by prior Board action or Board policy, the Executive Committee shall have no independent authority to act for or bind GFR, and nothing in this Section shall be construed to permit the Executive Committee to exercise the powers of the Board in lieu of the full Board. Any recommendation or action taken by the Executive Committee pursuant to express Board authorization shall be reported to the full Board at its next regularly scheduled meeting and reflected in the official minutes of the corporation.

**Section 4.05 Nomination Committee.** The Board shall create a Nomination Committee chaired by the Vice-Chair to oversee the annual director nomination process. The Nomination Committee will consist of at least two directors (including the Vice-Chair) and up to two Members.

**Section 4.06 Authority of Committees.** To the extent specified by the Board, each Board Committee may exercise the authority of the Board, except that a Board Committee may not:

- i) fill vacancies on the Board or on any of the Board Committees;
- ii) amend the Articles of Incorporation;
- iii) adopt, amend, or repeal these Bylaws;
- iv) approve a plan of merger or consolidation;
- v) approve the sale, lease, or exchange, or the mortgage, pledge, or other disposition of all, or substantially all, of the property and assets of the GFR;
- vi) or approve revocation of voluntary dissolution proceedings.

## **ARTICLE V**

### **OFFICERS**

#### **Section 5.01 Officers.**

The Board will elect a Chair, a Vice-Chair, a Secretary, and a Treasurer (collectively, the "Officers") from among the then-serving Directors who have been members of the Board for a minimum one year. Such office elections shall occur each year at the Annual Board of Directors meeting. A Director may not simultaneously hold more than one office.

### **Section 5.02 Term of Office.**

Each Officer will hold office for one (1) year and until his or her successor has been appointed and qualified. Officer terms will be effective July 1-June 30. Election or appointment of an Officer does not in itself create any contract rights for the Officer or GFR.

No individual may serve more than four (4) consecutive terms in any single Officer position. Furthermore, overall participation on the Board of Directors, including time served as an Officer, remains subject to the term limits and eligibility rules set forth in Section 2.05.

### **Section 5.03 Removal and Resignation.**

- a) **Removal.** An Officer may be removed from their officer position by a two-third (2/3) majority vote of the Board. Officers must be removed for cause, which consists of, but is not limited to: breach of duty, ethical or legal misconduct, violation of the Bylaws or GFR's policies, chronic absenteeism, or behavior that compromises the reputation of the club. Any assistant officer may be removed by the appointing Officer at any time without cause. Board participation of Directors remains subject to the rules and procedures set forth in Section 2.06.

**Resignation.** An Officer may resign at any time by delivering an email notice to the Board or the Executive Director of GFR. Such resignation will take effect when the notice is delivered unless the notice specifies a later effective date and agreed upon in writing by the Board or the Executive Director of GFR. If a resignation is made effective at a later time, the Board may fill the pending vacancy before the effective time if the Board provides that the successor does not take office until the effective time.

### **Section 5.04 Positions and Responsibilities**

- a) **Chair**

The Chair shall:

- Lead board meetings and develop the organizational agenda.
- Preside over the annual meeting of the Members, including determining the order of business and establishing rules for the conduct of the meeting.
- Act as the primary liaison between the Board and the Executive Committee and/or the Executive Director if one is so employed.
- Ensure the Board fulfills its governance, ethical, and legal responsibilities.
- Represent the Organization publicly and serve as a spokesperson when needed.

- Oversee the strategic planning process and monitor long-term club goals.
- Lead the annual review process for the Executive Director if one is so employed.

a) **Vice Chair**

The Vice Chair shall:

- Assume the responsibilities of the Chair and lead meetings in the Chair's absence.
- Lead and facilitate the annual nominating committee to fill Board vacancies.
- Manage the onboarding process for new Board members, covering roles, expectations, and the Organization's history.
- Assist the Chair with special projects, community outreach, and committee oversight as required.

c) **Secretary**

The Secretary shall:

- Record, distribute, and maintain accurate minutes for all Board Meetings.
- Manage official documents, corporate records, and archives.
- Ensure ongoing compliance with the Bylaws and statutory requirements.
- Prepare and conduct an annual review of the Bylaws for discussion with the Board.
- Handle official Board correspondence and communications, including responding to inquiries from membership on behalf of the Board.
- Manage the scheduling of meetings and maintain the internal Board directory.

d) **Treasurer**

The Treasurer shall:

- Oversee the Organization's financial health and keep the Board regularly informed.
- Manage the budgeting process, financial reporting, annual tax returns (990), and audits.
- Serve as a secondary authorized signer on all GFR bank accounts.
- Maintain the ability to issue checks and process Accounts Payable in the event the Executive Director is incapacitated.

**Section 5.05 Executive Director**

The Board may employ an Executive Director as the chief executive responsible for carrying out the Board's strategic vision. Primary duties include managing staff, overseeing financial and operational activities, engaging with the community and partners, and ensuring programs and initiatives align with Board goals. The Executive Director's authority is governed by Board policy and the Executive Director's Employment Agreement, and additional responsibilities may be assigned as needed.

The Executive Director may hire or appoint individuals to support GFR, within Board-approved budgets. The Executive Director works with staff and the Treasurer to prepare the annual budget for Board approval.

The Executive Director serves as an *ex officio* Board member and is not entitled to a vote on any matters before the Board.

The Executive Director is evaluated annually based on job performance and goals, with the Board overseeing the review, compensation, and any necessary updates to the job description as contained in the Employment Agreement. Removal or replacement of the Executive Director requires a 2/3 majority vote of the Directors. The Board may appoint an interim Executive Director upon removal or resignation of the Executive Director.

## **ARTICLE VI**

### **ADMINISTRATION**

**Section 6.01 Fiscal Year.** The fiscal year of GFR will be the period from July 1 through June 30.

**Section 6.02 Audits and Reviews.** The Organization shall alternate between a full financial audit and a financial review conducted by an independent external organization every other year.

**Section 6.03 Fiscal Delegation of Authority.** The fiscal delegation of authority to the Executive Director is governed by Board policy as established and amended by the Board of Directors.

**Section 6.04 Execution of Instruments.** The Board, except as otherwise provided by these Bylaws, may by written resolution authorize any Officer or agent of GFR to enter into any contract or execute and deliver any instrument in the name of and on behalf of GFR, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee will have any power or authority to bind GFR by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## ARTICLE VII

### CORPORATE RECORDS, REPORTS AND SEAL

**Section 7.01 Maintenance of Corporate Records.** GFR will maintain corporate records in accordance with Va. Code § 13.1-932.

**Section 7.02 Corporate Seal.** GFR may develop and use a corporate seal.

**Section 7.03 Inspection Rights.** In addition to statutory rights, a Member or Director may at any reasonable time inspect the books, records and documents of every kind and inspect the physical properties of GFR. Any inspection under this Section 7.03 may be made in person or by agent or attorney and the right to inspection will include the right to copy and make extracts. If requested, the Organization will impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the Member in accordance with Va. Code § 13.1-934.

**Section 7.04 Periodic Report.** The Board will cause any annual or periodic report required under law to be prepared and delivered within the time limits set by law.

## ARTICLE VIII

### MISCELLANEOUS

**Section 8.01 Conflict of Interest.** GFR will adopt a conflict-of-interest policy. GFR will not enter into any transaction or arrangement that might benefit the private interest of any officer or Director of GFR or that violates the conflict-of-interest policy, or that violates any other applicable state or federal laws governing conflict of interest application to nonprofit and charitable organizations.

**Section 8.02 Insurance.** The Board may purchase and maintain insurance on behalf of any Director, Officer, employee, volunteer, or agent of GFR against any liability asserted against or incurred by him which arises out of such person's status in such capacity or who is or was serving at the request of GFR as a Director, Officer, employee, volunteer or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or otherwise, or out of acts taken in such capacity, whether or not GFR would have the power to indemnify the person against that liability under law.

**Section 8.03 Amendment.** These Bylaws may be adopted, amended, or repealed in whole or in part by a majority of the Directors.

**Section 8.04 Construction and Severability.** If there is any conflict between the provisions of these Bylaws and the Articles, the provisions of the Articles will govern. Should any of the provisions or

portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws will be unaffected by such holding.