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# Vienna Youth Soccer, Incorporated
# Bylaws

**Revised June 5, 2024**

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# Article I: Identification

**Section 1.01** The name of this corporation is Vienna Youth Soccer, Incorporated ("VYS" or the "Corporation"). The Corporation is formed under the Virginia Nonstock Corporation Act (the "Act").

Not to limit the purposes as described in its Articles of Incorporation and herein, the intent of VYS is the development of a friendly spirit of cooperation, sportsmanship, and skill development in soccer and to promote its vision.

**Section 1.02** The name and address of the current VYS registered agent as filed with the Virginia State Corporation Commission is contained on a list which is available from VYS upon request.

**Section 1.03** The fiscal year of VYS shall begin on the first day of July in each year and end on the last day of June in the following year.

# Article II: Purposes

**Section 2.01** VYS is organized for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including primarily the establishment and supervision of a program of soccer education, training, and competition of and by the children in the Vienna area of Fairfax County, Virginia. VYS shall not influence legislation as a major part of its activities, and cannot intervene or participate directly or indirectly in any political campaign. To the fullest extent possible, and in accordance with VYS policy and practice, VYS's programs and facilities are available to any person in the area who desires to participate and has reached the qualifying age level for participation.

# Article III: Membership

**Section 3.01** Membership in VYS shall automatically vest, in any parent or guardian of a child registered, or adult registered, in a program sponsored by VYS.

**Section 3.02** Membership in VYS shall vest pursuant to Section 3.03 in any person not a parent or guardian of a child registered or adult registered in a program sponsored by this Corporation, who acts:

(a) on the Board of Directors; or

(b) in some other capacity that lends assistance to a program sponsored by VYS.

**Section 3.03** Once a Director has been certified for membership in VYS under Section 3.02 (a) by the Board of Directors, the Director shall be a member for a period of time coincidental with their term as a Director.

With respect to membership under Section 3.02 (b), the Board of Directors may establish from time to time qualifying criteria for such membership as they may deem in the best interest of VYS-sponsored programs. Once an application for membership in VYS under Section 3.02 (b) has been acted upon favorably by a majority vote by the Board of Directors, the applicant's term as a member shall commence and continue until expiration at the next Annual Meeting.

**Section 3.04** The Board of Directors shall be required to act upon applications for membership under Section 3.02(b) within forty-five (45) days of the receipt of such application. The Board retains final discretion in whether or not to admit a member. Failure by the Board of Directors to act upon such application shall be deemed conclusively to be an approval of such application on the forty-sixth day after its receipt and the applicant's term of membership shall be for a period of time defined in Section 3.03, beginning on the date of such conclusive approval.

**Section 3.05** All VYS Members shall abide by the Articles of Incorporation, Bylaws, policies, procedures and decisions of VYS. Policies, procedures, and decisions of VYS shall be duly passed by the VYS Board and recorded with the Secretary and Administrator.

**Section 3.06** The Board of Directors may, by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present, terminate a member's membership for cause after an appropriate hearing. Grounds constituting "cause" shall be determined by the Board of Directors in its sole discretion. Such member shall be given reasonable notice thereof and shall be entitled to a hearing before the Board of Directors at the next regularly scheduled meeting of the Board of Directors. Membership in VYS also may be terminated by the death of a member, by the timely (as determined by the Board of Directors) submission of written notice of membership resignation or non-renewal, or by the failure of a member to continue to satisfy the relevant membership requirements. However, termination of membership shall not extinguish such members' financial obligations, if any, as more fully described elsewhere in these Bylaws.

# Article IV: Meetings

**Section 4.01** Meetings of the VYS membership shall be held at such a suitable place as may be designated by the Board of Directors.
**Section 4.02** The VYS annual membership meeting shall be held during the month of June, or at another such time as designated by the Board of Directors. At this meeting, Directors and Officers shall be elected by the VYS members, as called for in these Bylaws, unless such election is to be conducted by written ballot at the direction of the Board. In addition, the members may also transact such VYS business as may properly come before them.

**Section 4.03** Regular meetings of the Board of Directors may be held at such time and place as shall be determined by a majority of Directors, but at least two such meetings shall be held during each fiscal year. Notice of regular meetings shall be announced via the VYS website (www.vys.org) and given to each Director either personally, or by mail, telephone, or email at least seventy-two (72) hours prior to the time named for such a meeting.

**Section 4.04** It shall be the duty of the President of the Board of Directors to call a special meeting of the VYS members as directed by resolution of the Board or upon a petition signed by one hundred (100) VYS members and presented to the Board's President. The notice of any special meeting shall state the day, date, time and place of such meeting and the purposes. No business shall be transacted at a special meeting except as stated in the notice.

**Section 4.05** Notice of each annual or special meeting will be provided, stating the purpose as well as the day, date, time, and place where it is to be held, to each member of record at the email address as it appears in the membership records of VYS, at least ten (10) but not more than thirty (30) days prior to such meeting. Providing notice in the manner provided in this Section shall be considered due service of notice.

If a quorum is not met at the annual meeting, a majority of Directors present may adjourn the meeting to another date and no additional notice shall be required if the meeting is held within forty-eight (48) hours from the time the original annual meeting was called.

**Section 4.06 At** least twenty-five (25) VYS members shall be in attendance to form a quorum at the annual meeting or any special meeting.

**Section 4.07** At every VYS meeting of members, each member shall have the right to cast only one vote on each question. The vote of the majority of those voting at a meeting shall decide any question brought before such meeting, unless the question is one upon which, by the Act, the Articles of Incorporation or these Bylaws, a different voting threshold is required, in which case such express provisions shall govern and control.

**Section 4.08** No proxies shall be permitted at any VYS meeting.

**Section 4.09** To the extent permitted by the Act and if authorized by the Board of Directors, any person participating in a meeting of the members may attend by audio or video conference call or by any means of remote communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting, including voting on matters presented. Such participation shall constitute presence as "in person" at the meeting.

**Section 4.10** The order of business at all VYS membership meetings of the members shall be set by the Board of Directors.

**Section 4.11** Any action that may be taken at a meeting of the members may also be taken outside of a meeting by any method agreed upon by the Board of Directors.

**Section 4.12** It shall be the duty of the Executive Director to maintain a record of VYS members entitled to notice of a membership meeting and a list of members entitled to vote at a meeting.

# Article V: Directors

**Section 5.01** It shall be the Board of Directors' duty to provide oversight and advice to the VYS staff as it carries out the objectives and purposes of VYS. The Board of Directors shall be subject to the restrictions and obligations set forth by law and in the VYS Articles of Incorporation and these Bylaws.

The VYS Board of Directors shall be composed of a minimum of eight (8) members to a maximum of fifteen (15) members. The Board of Directors shall set the number of Directors annually, prior to each nomination cycle. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

**Section 5.02** At the VYS annual meeting, at any special meeting called for that purpose, or, if authorized by the Board of Directors, via written ballot, which may be signed and transmitted by electronic means, the VYS members shall elect Directors and Officers to fill positions whose terms are expiring to hold office until the next succeeding annual meeting. .

Each Director shall hold a term of one (1) year. Each Director shall serve no more than six (6) one (1)- year terms, provided their successor is elected. In the instances where a Director is elected to fill a mid-year vacancy, the partial year served shall not count towards any term limits.

**Section 5.03** The President of the Board of Directors may constitute a Nominating Committee composed of VYS members, which will be chaired by the Secretary or other designated Director. It shall be the function of this Committee to nominate persons to fill each vacant Director and Officer position. The slate of nominees must be approved by the Board of Directors and reported to the Executive Director in time for inclusion in the notice of annual or special meeting as set forth in Section 4.04.

**Section 5.04** Up to seven (7) days prior to any VYS annual meeting or at any special meeting called for the purpose of election of officers and directors, or seven (7) days prior to the first day of ballot voting, any member may nominate a person of their choice by email to fill any position.

Nominations must be submitted by email to the Executive Director and the nomination period will close seven (7) days prior to the scheduled meeting start time. It shall be the duty of the presiding officer to invite nominations from the floor for each position for which no nomination has yet been made.

**Section 5.05** The election of Directors and Officers may be open for uncontested positions and, if appropriate, by secret ballot for contested positions. Election to any position shall be by a plurality of member votes cast. The Board of Directors may adopt additional policies and procedures for elections not inconsistent with these Bylaws, VYS' Articles, or the Act including for such instances as the use of a secret ballot for contested elections.

**Section 5.06** The following VYS Officers shall serve as voting members of the VYS Board of Directors for so long as they each hold the applicable position set forth below and shall be included in the minimum and maximum number of Board members:

(a) President;

(b)Vice President/Vice President of Governance;

(c) Secretary;

(d) Treasurer;

(e) Vice President of House;

(f) Vice President of Travel;

(g) Vice President of Community Engagement;

plus other officers as may be authorized by the Board of Directors from time to time.

Each Officer shall hold a term of one (1) -year. All other members of the Board of Directors shall be elected without specific VYS officer duties and designated as At-Large Members.

(a) The President shall preside at annual meetings and special meetings duly called and determine the order of business at all meetings.

From time to time, the President shall recommend to the Board of Directors for their approval, matters of VYS organization and operation (such as structure, officer positions, policies, procedures, and programs) they deem appropriate.

The President shall execute the decisions of the Board of Directors.

(b) The Vice President shall also be designated as the Officer for the Governance Committee (i.e., the Vice President of Governance). The Vice President shall also take the place of the President and perform the duties whenever the President shall be absent or unable to act.

If the Vice President is unable to take the place of the President and fails to designate a person, the Board of Directors shall appoint another Officer to perform the duties of the President on an interim basis. The designee shall also perform such other duties as the Bylaws may provide or the Board of Directors may from time to time prescribe.

(c)The Secretary or any designated staff member shall attend all VYS meetings of the members and the Board of Directors and keep a true and complete record of the proceedings of these meetings. The Executive Director shall be the custodian of the records and attend to the giving of all notices and shall have other duties as prescribed in the Bylaws.

(d) The Treasurer shall present the annual budget recommended by the Director of Finance Treasurer to the President/Vice PresidentBoard of Directors for its approval prior to the end of the fiscal year.

The Treasurer or designated VYS staff member shall keep correct and complete records of account, showing accurately at all times the financial condition of VYS. The Treasurer or designated VYS staff member shall be the custodian of all monies, notes, securities, and other valuables that may come into the possession of VYS. The Treasurer or designated VYS staff member shall immediately deposit all VYS funds to be designated by the President and shall keep such account in the name of VYS.

**Section 5.07** At any VYS regular meeting or special meeting duly called for such purpose, any one or more of the Directors may be removed with or without cause by a vote of two-thirds (2/3) of the members present and voting. Any Director whose removal has been proposed shall be given at least seventy-two (72) hours notice of their proposed removal at the meeting and an opportunity to be heard at this meeting.

**Section 5.08** Any Board of Directors vacancy may be filled by the affirmative vote of a majority of the remaining Directors, even if less than a quorum of the Board of Directors. Any Director elected to fill a vacancy shall be considered elected and qualified for the unexpired term of their predecessor in office.

**Section 5.09** The first meeting of a newly elected Board of Directors shall be held within thirty (30) days of the election at such place as shall be fixed by the Directors. If the election of Directors occurs by written ballot, which may be signed and transmitted by electronic means, outside of a meeting, the newly elected President shall set the date of the first meeting and notice shall be provided to each director in accordance with Section 5.03.

**Section 5.10** Special meetings of the Board of Directors may be called by the President on seventy-two (72) hours notice to each Director, given personally, or by mail, telephone, or email, which notice shall state the day, date, time and place of such meeting and the purposes of its being called. Special meetings of the Board of Directors shall be called by the Executive Director in like manner and on like notice on the written request of at least three Directors.

**Section 5.11** Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

**Section 5.12** At all meetings of the Board of Directors, five (5) Directors present at the time the meeting is called to order and the roll call made shall constitute a quorum for the transaction of business and after such a quorum is established no act of any Director may destroy such a quorum. The acts of the majority of the Directors present at a meeting at which a quorum has been established in accordance with this Section shall be the acts of the Board of Directors.

**Section 5.13** To the extent permitted by the Act, and authorized by the Board of Directors, any person participating in a meeting of the Board of Directors may participate by means of audio or video conference or by any means of remote communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting, including voting on matters presented. Such participation shall constitute presence “in person" at the meeting.

**Section 5.14** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each Board member signs a consent describing the action to be taken and delivers it to VYS. Action taken under this section shall be effective immediately upon delivery of the consents to VYS unless the consents otherwise specify an alternative effective date. Such consents may be executed and delivered to VYS by electronic means, including email, and shall be filed with the minutes of proceedings of the Board of Directors.

**Section 5.15** The VYS President, after consultation with the VYS Board of Directors, shall appoint a Director(s) to serve on the Board of the Fairfax Soccer Club (FSC) (“FSC Board of Directors”). The FSC Board of Directors shall consist of Group A, appointed by VYS and Group B, appointed by Braddock Road Youth Club, Inc. (BRYC), and Group C, appointed by McLean Youth Soccer Association (MYSA) with a minimum of four and a maximum of eight individuals. The number of Directors may be fixed or changed from time to time by the FSC Directors, within the minimum and the maximum.

Term and Qualification. The number of Directors may be fixed or changed from time to time by a unanimous vote of all of the Directors then in office. Directors shall hold office until the end of the Director's term, resignation, removal, or death. Directors need not be residents of the Commonwealth of Virginia. Directors shall be from the administrative (e.g., Executive Director) and/or the technical (e.g., Director of Coaching) side of the clubs representing Group A, B and C, and may not be a parent (or legal guardian) of a player who is playing for an FSC team.

Removal. An FSC Director may be removed with unanimous approval of all FSC Directors (except for the Director whose removal is being considered) If a Group A Director is being considered for removal, the VYS Board of Directors must receive written notice of the meeting and the potential removal action at least five (5) business days before that meeting. A Group A Director may be removed at any time and for any reason by the VYS Board of Directors. Notice of removal shall be provided to the Director being removed, with a copy being provided to the FSC Board of Directors.

Resignation. Directors may resign at any time by written notice delivered to the Board of Directors or the Secretary of the Corporation. A notice shall be effective when delivered unless the notice specifies a later effective date. The resignation is effective when communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective. Upon receiving a notice of resignation of a Director, the Board of Directors shall provide written notice of such resignation to the respective presidents of VYS, BRYC, and MYSA within 3 (three) business days.

Term. Directors shall hold office for terms of four years, or until their successors are appointed and qualified; provided that the terms of the Directors shall be staggered such that the terms of no more than one-half of the Directors of each Group end in the same year. Directors may be reappointed without limitations as to the number of consecutive terms they may serve. Directors appointed to fill the vacancy of a Director due to resignation, death, or removal shall complete the term of the Director being replaced.

# Article VI: Committees

**Section 6.01** The Board of Directors may establish standing, special or ad hoc committees as deemed necessary to carry out VYS purposes and objectives. The results of the committee's motioned efforts will be given to the Board as a recommendation.

**Section 6.02** The Board establishes the following standing committees: (a) House, (b) Governance, (c) Travel, and (d) Community Engagement.

The Board shall appoint the Officers of each Committee (i.e., Vice Presidents) in accordance with Article V. Each Committee shall meet at the call of the Vice President presiding over the Committee.

**Section 6.03** Committees shall be composed of at least a majority of Directors. To constitute a quorum for a Committee meeting, at least one more than half of those assigned to the Committee must be present. No proxy voting shall be allowed at a Committee meeting.

**Section 6.04** The terms for Committees shall be for one year or until new committees are approved by the Board of Directors.

**Section 6.05** The purpose of VYS Committees is to make recommendations to the full Board of Directors on specific actions and activities to further the purpose of VYS. No Committee or any member thereof, shall have the authority to obligate the Board of Directors. Committees shall be consistent with the avowed purposes of VYS and in no way be inconsistent with the Articles of Incorporation and/or these Bylaws.

**Section 6.06** The Board of Directors may designate or dissolve by resolution any Committee.

# Article VII: VYS Staff

**Section 7.01** The Board of Directors may employ a person, who is not a Board member, to serve as Executive Director. The Executive Director shall be the chief operating officer and conduct and administer the day-to-day affairs of VYS under the direction and supervision of the Board of Directors. The performance and compensation of the Executive Director, who shall serve at the pleasure of the Board, shall be evaluated annually by the Board of Directors. Subject to the general supervision and control of the Board, the Executive Director shall: (a) employ, contract, supervise, and be responsible for the discharge of all VYS staff, agencies, consultants, and other suppliers; (b) be responsible for all notices the Board is required to give; (c) assemble, compile, analyze, and provide all information necessary in connection with the performance of official Board duties; and (d) be responsible to the Board at all times for the proper administration of Board activities.

The Executive Director shall maintain a copy of all approved organization budgets, leases, contracts and other operational and administrative documents, and promulgate such information as appropriate or requested.

**Section 7.02** The Executive Director shall have the authority to hire additional staff, as appropriate, to conduct the business of VYS including in the areas of finance, operations, fields, marketing, programs, administration, and coaching. Such staff shall assist the Executive Director in the daily administration of VYS, determinations on VYS programming and activities and strategic planning for growth and development of VYS.

# Article VIII: Adjudication, Enforcement, and Discipline

**Section 8.01** VYS will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete in activities sponsored by VYS. These procedures shall includeall grievances involving the right to participate and compete in activities sponsored by VYS and its members may be appeal to the Virginia Youth Soccer Association ("VYSA's Appeals Committee") that shall has jurisdiction to approve, modify or reverse a decision.

**Section 8.02** The Board of Directors of VYS shall have original jurisdiction over matters relating to the accomplishment of its purposes as set forth in, and the enforcement of, its Articles of Incorporation, Bylaws, and rules and policies.

The Board of Directors shall have the sole right and authority to suspend, expel, or otherwise discipline persons for violating VYS's Articles of Incorporation, Bylaws, rules, and policies or for other misconduct, the following:

(1) any member, player, coach, manager, or other principal of any component or affiliate of a team;
(2) any official of VYS; or
(3) any attendee at a function sponsored or conducted by VYS.

An action under this subsection may be based either on an original complaint filed with VYS or on the Board's own motion.

Disciplinary action taken by the Board of Directors shall be by majority vote in writing.

A decision of the Board of Directors under this section is a final decision of VYS. The decision may be appealed only to VYSA, as the case may be, as provided in their rules.

The Board of Directors may delegate to a Committee any of its powers under this section.

**Section 8.03** In any proceeding before the Board of Directors, any party in interest shall be afforded any opportunity to appear personally and to submit matters in support, rebuttal, mitigation, or extenuation in regard to the party.

**Section 8.04** No party may invoke the aid of any court without first exhausting all administrative remedies provided in these Bylaws and in the rules and Bylaws of VYSA.

# Article IX: Miscellaneous

**Section 9.01** To the fullest extent permitted by the Act, the personal liability of the Directors, Officers, Committee Members, staff and volunteers of VYS is hereby eliminated.

**Section 9.02** To the fullest extent permitted by law, VYS shall indemnify a person made or threatened to be made a party to a proceeding by reason of that person's former or current status as an Officer or Director of VYS against any liability incurred with respect to the proceeding (including reasonable attorney's fees and expenses).

**Section 9.03** VYS shall purchase liability insurance on behalf of any Director, Officer, or staff, and any person who is or was serving at the request of VYS as a Director, Officer or staff against any liability asserted against them or incurred by them in any such capacity or status.

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**Section 9.04** At the closing of each fiscal year, the books and records of VYS shall be reviewed by a certified public accountant or other independent person designated by the Board of Directors, whose report will be prepared in accordance with the requirements of the Board of Directors. Based on such reports, VYS will furnish the members with a statement of income and disbursements of VYS for each fiscal year, to be presented at the annual membership meeting.

**Section 9.05** Upon termination, dissolution, or winding up of VYS, its assets, after provision for payment of its liabilities, shall be distributed, in such manner as described in the Articles of Incorporation.

**Section 9.06** Ultimate authority to interpret these Bylaws shall rest with the Board of Directors. These Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any VYS annual meeting or at any special meeting called for that purpose, provided that a quorum, as prescribed by Section 4.05, is present at any such meeting. Amendments may be proposed by the Board of Directors or by petition signed by at least one hundred (100) VYS members. A statement of any proposed amendment shall accompany the notice of any VYS annual or special meeting at which such proposed amendment shall be voted upon.

**Section 9.07** The Board shall be governed in its deliberations and in the transaction of business by these Bylaws, and the provisions of the Order and the Act. Any matter of procedure not covered by these Bylaws shall be governed by "Robert's Rules of Order Newly Revised."

**Section 9.08** These Bylaws and any amendments thereto shall become effective immediately upon adoption by the Board of Directors.