

Loudoun Youth Soccer Association By-Laws

ARTICLE I: NAME

The original name of the organization was Loudoun Youth Soccer Association (LYSA), now doing business as Loudoun Soccer, and commonly referred to as Loudoun Soccer, Loudoun Soccer Club, or the Club.

SECTION A. STRUCTURE:

Loudoun Soccer is not organized for profit. Loudoun Soccer was founded in 1978 and designated a 501(c)(3) organization by the IRS in July 1979. Loudoun Soccer serves youth and adult soccer players and parents throughout Loudoun County, Virginia and neighboring counties.

No part of its net earnings shall inure to the benefit of any private individual. Its activities shall not include Club support for or participation or interference in any political campaign on behalf of any candidate for public office.

ARTICLE II: MISSION

Loudoun Soccer's mission is to create soccer players, coaches, and teams of strong character, committed to achievement on the field and in our community.

ARTICLE III: AFFILIATION

Loudoun Soccer is an affiliated member of multiple leagues (including Club Champions League, Northern Capital Soccer League, Washington Area Girls Soccer, Old Dominion Soccer League, Suburban Friendship League among others) sanctioned by the Virginia Youth Soccer Association (VYSA), United States Youth Soccer Association, and the United States Soccer Federation. Loudoun Soccer will maintain membership in good standing within these organizations, and comply with their constitution and by-laws, and the rules and regulations of each. Loudoun Soccer may elect to participate in additional leagues that will benefit players as determined by the Technical Director and Executive Director of the Club.

ARTICLE IV: MEMBERS

SECTION A. MEMBERSHIP:

Membership in Loudoun Soccer shall be comprised of one of the following categories:

1. Parents or Guardians

Parents or guardians of children currently or previously registered in Loudoun Soccer programs are members of the Club.

2. Players

Any individual that is registered to participate on a team within the Club, or in a Camp or Clinic held by the Club is a player member of the Club. An Adult player registered in the Adult League and not already a member under Article IV.A.1. is a member of the Club.

3. Volunteers

A Club volunteer is any person who serves in an unpaid role including Coach, Age Group Coordinator, Team Administrator, Treasurer, or acts in any capacity that lends assistance to the Club. Volunteers for Loudoun Soccer are considered members even if they do not have children in Loudoun Soccer programs or play in the adult league.

4. Associate Members

Any individual or business entity that contributes financially to the support and/or operations of the Club is considered an Associate Member. Associate Members shall be invited to attend membership events.

SECTION B. QUALIFICATION:

Membership in Loudoun Soccer shall be open to all individuals and business entities, without discrimination, who are interested in the aims and purposes of the Club, who are willing to subscribe to these By-Laws, and who are otherwise qualified under the provisions set forth in these By-Laws and maintain such qualification.

SECTION C. ESTABLISHMENT OF FEES, DUES AND ASSESSMENTS:

Registration Fees, Dues and Assessments shall be established by the Club's Executive Director as approved by the Club's Board of Directors (the "Board").

SECTION D. PAYMENT OF FEES, DUES AND ASSESSMENTS:

Registration Fees, Dues and Assessments are to be paid as per the published fee schedule(s) established by Loudoun Soccer for each program. The Executive Director of the Club may cancel or waive payment of any dues, assessments, or other indebtedness of Members for any period in line with Club's policies. The Executive Director approves all Financial Assistance players for both Recreational and Travel programs.

SECTION E. REMOVAL:

Members may be removed from membership "for cause" by the Board. The Club maintains a "Code of Conduct" for players, coaches, parents, adults and expects all

members to adhere to those guidelines. Violation of those may result in a request to remove a member from the Club. Removal for any reason will require a two-thirds (2/3) vote of the full Board. For any cause other than non-payment of dues, removal shall come only after the Member complained against has been advised of the complaint lodged against him/her and has been given a reasonable opportunity to be heard in his/her defense by the Board. Removal of a member may only be proposed to the Board by either the Executive Director or Technical Director of the Club.

ARTICLE V. BOARD OF DIRECTORS

SECTION A. ACTIVITIES:

With the objective of performing service for the general benefit of its Members and others, the Club may undertake such activities that, in the sole discretion and judgment of the Board, are designed to promote and develop the Club and to carry into effect the purposes stated in these By-Laws. This includes the establishment of new or revised regions, districts, divisions, or sections to meet regional or specialized interests, including expansion into additional sport offerings, provided that the rights and privileges of all Members are not unduly restricted.

SECTION B. NUMBER:

The Board shall consist of no more than nine members, which shall include the Corporate Officers - President, Vice President, Secretary, and Treasurer - as well as five At-Large members. The Board may, at its discretion, elect to operate with fewer than nine members, but may not operate with fewer than four. Further, Board Members who are not affiliated to the club per Section A, shall be limited to no more than two (2) seats. The decision and time frame for recruitment of additional Board Members is up to a vote of the Board.

A quorum for a meeting of the Board shall consist of one-half plus one of the filled Board positions, at least one of whom is either the President or the Vice President.

SECTION C. BOARD TERMS AND ELIGIBILITY:

All Board members are elected and shall serve a two (2) year term.

In order to be elected to and remain on the Board the Board Member must be a Member of the Club pursuant to either Article IV(A)(1) or Article IV(A)(2) or Article IV (A) (3), however at least 50% of the Board must be a Member of the Club under Article IV (A) (1) or Article IV (A) (2). All Board members must attend Board Meetings regularly; missing more than 3 consecutive Board meetings (in person or via dial in) is terms for removal from the Board.

SECTION D. BOARD NOMINATION:

In general, a call for Board position nominations will take place in October and November each year via a communication to the active membership and posting on the Loudoun Soccer website. By the October Board meeting any Board positions ending at the end of that calendar year (as outlined in Section C above) will be up for nomination. If the Board Member is not planning to return or has achieved a term limit, an open call will be issued in the Club newsletter and posted on the Club website, stating the open Positions and inviting any active member in good standing to apply (by date/time determined by the Board).

The Board, at its sole discretion, may determine that the existing Board is operating effectively and efficiently and may elect to continue to operate with unfilled Board positions, provided that the Board at all times remains in compliance with Article V(B).

SECTION E. BOARD ELECTION:

If Board elections are being held, candidates will present themselves to the Board and the Board voting will take place at the year-end December Board meeting. Election of the open Board of Directors' positions (including Corporate Officers) shall be by majority vote of the Board members present at the year-end December Board meeting. There shall be no voting by proxy. The new Board positions will be announced prior to the January Board meeting. The new Board members shall assume their positions on January 1st. Any Board position not filled may be re-advertised for nomination after January 1st. A Board vacancy filled after the January 1st date will sit for the remainder of that position's original term, ending on December 31st of the appropriate year.

Notwithstanding the above, a vacancy in a Corporate Officer position shall be filled by 2/3 majority vote of the full Board at the next available meeting.

SECTION F. LIMITATIONS:

The maximum consecutive service by any Director on the Board is five terms unless the original position on the Board was filled as the result of a vacancy during a former Director's term. In this case, the Director shall serve the remainder of the term of the individual being replaced and may run for the same Board position, or alternate, in the next election cycle and thereafter, for a total of five full elected terms. Notwithstanding the foregoing, the Board may by supermajority vote elect a director to a sixth consecutive term.

SECTION G. VACANCY:

A Board vacancy may be created by a resignation of a Board member or by a Board member no longer qualifying as an active member. The Board may continue to operate with open Board seats, or may issue a call for candidates following the same process

outlined in Article V(D) and ask those candidates to present at the next available Board meeting. The determination to call for nominations or to continue with open positions is made by a majority vote of the Board. A Board member (including a Corporate Officer) who is removed from Loudoun Soccer membership is automatically vacated from his or her Board position, as is a Board member who no longer qualifies for active membership.

SECTION H. MEETINGS:

Meetings of the Board will normally be held on a monthly or bi-monthly basis but with no fewer than four meetings per year open to members (one meeting per quarter if possible based on scheduling). Meetings other than the quarterly open meeting may be held in-person, via conference call, or at alternate locations for the scheduling convenience of Board members."

Meetings may be called by the President or Vice-President upon ten (10) days advance notification to all other Board members. Proper notification will be provided by phone, electronic mail, or mail. The Secretary, or the Executive Director of the Club, is responsible for notifying the Board of a meeting, and should publish a calendar year schedule of planned meetings for the full calendar year. Any changes should be published by the Secretary as far in advance as possible. Robert's Rules of Order and the general principles of parliamentary procedures shall govern all meetings of the Board, and all committees.

SECTION I. VOTES:

In all deliberations of the Board, each Board member will have one vote. The outcome of voting will be by simple majority, except as otherwise provided herein. Meetings and votes may be held electronically (with votes called verbally and recorded in the minutes) at the discretion of the Board.

SECTION J. RESIGNATION:

A member of the Board of Directors may resign at any time upon written notification to the Board. A resignation is automatically considered to be accepted if no action has been taken by the Board prior to or at their next scheduled meeting. This action will be documented in the minutes of the Board meeting.

SECTION K. COMPENSATION:

Corporate Officers and Board Members may be reimbursed for ordinary and necessary expenses incurred on behalf of the Club upon the signature of the Executive Director

(under \$500) or the Board Treasurer (\$500-\$1K). The Board must approve reimbursement of any expenditure over \$1K.

SECTION L. BUSINESS RELATIONSHIPS:

Business relationships should not exist between the Club and its Board of Directors, its Corporate Officers, its staff, or members of immediate families of any foregoing. In the instances where a business relationship exists between any of the foregoing, (i) the facts and circumstances of each business relationship shall be disclosed annually to the Board.; and (ii) the affected Director or Corporate Officer shall remove himself or herself from any vote or use of his or her authority as a Director that could further any such business relationship.

SECTION M. BOARD RELATIONSHIPS:

Unless approved by a 2/3 majority of the Board, no immediate family member of a Board member may be a paid employee of the Club.

SECTION N. JUNIOR BOARD MEMBERS:

It is the intent of the Club to promote and stimulate interest in Club governance among the Club's youth members. To that end, the Executive Director or the President may appoint Junior Board Members, who may attend Board meetings and Committee meetings as assigned. Junior Board Members will be encouraged to represent the youth players' perspective, but Junior Board Members shall in no instance be counted for a quorum or eligible to vote on Board matters.

ARTICLE VI. CORPORATE OFFICER POSITION DESCRIPTIONS

SECTION A. PRESIDENT:

The President of the Club shall be the official representative of the Club and ensures all Club activities support the Club's goals as stated in the Articles of Incorporation, as amended and any additional goals established by the Board. The President provides direction and guidance to the Board, focused on the strategic direction of the Club and Committee efforts to support those objectives. The President will develop and maintain effective key organizational relationships and ensure these are delivered in accordance with the Club's strategic objectives. The President shall represent the Club in any legal matter in which the Club may be involved. The President shall be an ex-officio member of all committees establish pursuant to ARTICLE IX. The President will determine an appropriate role/focus for the At-Large Board Members and determine Board participation on Board Sub-Committees.

SECTION B. VICE PRESIDENT:

The Vice President shall assist the President at all Board meetings and shall be the official representative of the Club in the absence of the President. The Vice President shall be responsible for leading strategic planning on behalf of the Board.

SECTION C. SECRETARY:

The Secretary shall maintain all Club records including minutes of Board of Directors meetings, all committee meeting records, and official correspondence relating to Board activities on behalf of the Club.

SECTION D. TREASURER:

The Treasurer shall direct the Board approval process of the Club's annual budget and shall distribute a summary of the approved budget and quarterly financial statements to the Board. The Treasurer is responsible for ensuring completion of the Club's 990 filing with the IRS and Board approval of same.

SECTION E. AT-LARGE DIRECTORS (1-5):

These individuals will be expected to assist with specific Club activities as determined by the President and Executive Board. Board Members will serve on Board SubCommittees (and may act as the Committee Chair or may support a non-Board chair) including Field Development, Events and Fundraising, Community Outreach, Referees, Marketing & Communications or other areas based on the Board's strategic plan.

ARTICLE VII. DIRECTOR STAFF

The Board of Directors shall be authorized to hire the principal executive officers of the Club (Executive Director and Technical Director) who shall be employees and whose terms of employment shall be subject to the discretion of the Board of Directors and set forth in an employment agreement between the individual officer and the Club. The employee officers shall not be Board Corporate Officers or Directors; the Executive Director reports to the Board; the Technical Director reports to the Executive Director but the TD has authority over on field decision making and may appeal to the Board if there is disagreement with the Executive Director.

ARTICLE VIII. STANDING AND TEMPORARY COMMITTEES

SECTION A. STANDING COMMITTEES:

Standing committees, which may include advisory members, may be established as deemed necessary by the Board. The mission of any standing committee shall be set forth in writing by the Board. The Board by majority vote shall appoint a chairperson and the members of any standing committee. The number of members on any standing committee shall not be fewer than three (3), but may be adjusted at any time as deemed

necessary by the Board. All standing committees will work independently, but are directly responsible to the Board.

Section B. Compensation and Performance Management Committee:

Annually, at the direction of the Board's President, at the direction of 2/3rds of the current Board, or after the arrival or departure of a major Loudoun Soccer Club (Club) employee, this committee will meet ~~for no less than three (3) hours~~ to: 1) review the Club's compensation packages - i.e., salaries, bonuses, paid time off, leave, gifts, etc.; 2) evaluate employee performances against their written job descriptions; 3) draft recommendations for consideration by the Board. A major Club employee is here defined as anyone listed on the top two lines of the Technical staff's organizational chart or a Director of the Operations staff. Due to the executive nature of this committee, the Board's President or Vice-President must be present for all meetings. There is, however, no requirement for the Board's President or Vice-President to chair or formally serve on this committee. Minutes from each committee meeting will be presented to the Board in writing and summarized verbally at the soonest possible date, which need not be the proximate Board meeting.

Section C. Board Oversight Committee.

Every two years, prior to soliciting nominations for an open board seat, before a new Corporate Officer is emplaced, at the direction of the Board's President, at the direction of 2/3rds of the current Board, after receiving a petition signed by 1% of the Club's current members in good standing, or after the unexpected departure of a Board member, this committee will meet ~~for no less than three (3) hours~~ to: 1) discuss Board elections; 2) review the Club's governing documents - to include the by-laws, mission and vision statements, codes of conduct, and other high-level policies; 3) discuss Board practices and procedures, like meeting frequency and duration. Per the by-laws, a Corporate Officer is defined as the Board President, Vice-President, Secretary, or Treasurer. Due to the executive nature of this committee, the Board's President or Vice-President must be present for all meetings. There is, however, no requirement for the Board's President or Vice-President to chair or formally serve on this committee. Minutes from each committee meeting will be presented to the Board in writing and summarized verbally at the soonest possible date, which may need not be the proximate Board meeting.

SECTION D. TEMPORARY (Ad Hoc) COMMITTEES:

Temporary committees, which may include advisory members, may be established for any duration as deemed necessary by the Board. The mission of any temporary committee shall be set forth in writing by the Board. The Board, by majority vote, shall appoint a chairperson and the members of any temporary (ad hoc) committee. The number of members on any temporary committee may be adjusted at any time as deemed necessary by the committee chairperson or the Board. All temporary

committees will work directly with the chairperson, but are directly responsible to the Board.

ARTICLE IX. AMENDMENTS

These By-Laws may be amended or repealed by a majority vote of the Board voting on the change. Amendments may be docketed for discussion by the Board on its own initiative, or upon written petition of any two hundred (200) Members of the Club addressed to the Board. Any proposed amendment may be presented to the Board with or without recommendation.

ARTICLE X. DISSOLUTION

On dissolution of the Club, any funds remaining shall be distributed to one or more organizations as selected by the Board pursuant to the Club's Articles of Incorporation, as amended.