

**AMENDED BY-LAWS
OF
HERNDON YOUTH SOCCER, INC.,
A NON-PROFIT CORPORATION**

**ARTICLE I
NAME**

The name of the corporation is Herndon Youth Soccer, Inc., hereinafter referred to as the Club.

**ARTICLE II
PURPOSE**

The purposes for which the Club is organized are:

A The Club is organized to operate exclusively for the purpose of charitable, educational, and for fostering national or international amateur sports within the meaning of Section 501 (c)(3) of the Internal Revenue Code, as amended (the “Code”), and more specifically for the establishment and supervisions of a program of soccer education, training, and competition of and by the soccer enthusiasts in the Herndon area of Fairfax County, Virginia; and

B. To conduct any and all other lawful activities not required to be specifically stated in these Articles of Incorporation for which corporations may be incorporated under the Act, provided, however, that the Club shall engage only in such activities as are in furtherance of the exempt purposes set forth in § 501(c)(3) and § 501(j) of the Code, or the corresponding provision of any future federal tax law, for a “qualified amateur sports organization” (as defined in § 501(j) of the Code).

C. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE III
MEMBERS**

A. The Club shall not discriminate in the selection of Membership on the basis of race, color, religion, sex, or national origin.

B. The Membership of the Club shall be in the following Categories:

1. **Class I Membership.** Class I membership shall be open to the parents and guardians of a child or children, registered in a program sponsored by the Club, provided the player is registered in the current playing season. Class I membership is limited to one membership per family. Dues shall be paid annually at an amount set in the annual budget established by the Board of Directors. Each Class I Membership Family shall be eligible to vote in the Club's membership meetings and each parent or guardian comprising a Class I Membership Family shall be eligible, if in good standing, to serve in any of the Club's elective or appointive positions.

2. **Class II Membership.** Class II membership in the Club shall be granted to individuals who, and organizations which, desire membership and have an interest in supporting amateur soccer competitions.

C. The Club shall conduct an annual enrollment period, but members may be admitted at any time.

D. Members shall maintain good standing with the Club. All Categories of Members are in good standing if:

i. The Member has paid his or her annual dues or other assessment in the amount and by the date set by the Board of Directors.

ii. The privileges of Membership have not otherwise been suspended by the Board of Directors.

E. The Board of Directors may terminate membership for any Member by a majority vote of the Directors present at a regular or special meeting. Except for nonpayment of dues, such termination may only take place after the Member has been given an opportunity to be heard. Membership termination shall not automatically relieve the Member of his/her financial obligation to the Club. The majority of the Board of Directors must approve applications for reinstatement of any Member, but no Member may be reinstated until all outstanding financial obligations to the Club have been satisfied.

F. All Categories of Members shall be subject to the Club's By-Laws and any rules and regulations as prescribed by the Board of Directors.

ARTICLE IV

MEMBERSHIP MEETINGS

A. **Annual Meeting.** An annual membership meeting shall be held each year in the month of August at such time and place as the Board of Directors shall designate.

B. **Special Meetings.** A special meeting of the Members may be called by the President, by a majority of the Board of Directors, or upon the written request of not less than twenty percent (20%) of the current Class I Members, a special meeting of the Members shall be called by the President at a date not less than ten (10) nor more than thirty (30) days after the receipt of such request. Notices of a special meeting in all instances shall state distinctly the objects and purposes of the meeting and no business other than that for which it is called shall be presented or transacted.

C. **Notice.** At least ten (10) days, but not more than sixty (60) days before the date of an annual or special meeting of the Members, the Secretary shall cause written notice of the time and place thereof to be mailed or delivered to each Class I Member at the address appearing for such Class I Member on the records of the Club, and shall post notice of such meeting at all facilities used by the Club at least ten (10) days prior to such meetings.

D. **Quorum.** Except as otherwise provided in these Bylaws, at any annual or special meeting a quorum shall be established if fifteen (15) or twenty percent (20) of Class I Members, whichever is smaller, are present at the start of a meeting.

E. **Proxies.** A Class I Member may not vote by proxy. Proxies shall not be accepted on any matter.

F. **Membership Roster.** Ten (10) days prior to any annual or special meeting, the Membership roster of the Club shall be closed and a list of Class I Members eligible to vote shall be prepared.

G. **Voting.** At any annual or special meeting, each Class I Member shall be entitled to one vote per matter to be voted on by the membership. If more than one parent or guardian represents a Class I Member, the vote shall be exercised as the Class I Member Family determines. Unless otherwise stated, a simple majority of the members present and voting shall be sufficient for membership approval of the following matters:

1. Election of Directors.
2. Merger or Dissolution of the Club – two-thirds (2/3) majority.
3. Sale of All/Substantially All of the Club's assets – two-thirds (2/3) majority.
4. Amendments to the By-laws – two-thirds (2/3) majority.

ARTICLE V

BOARD OF DIRECTORS

A. **General Powers.** All corporate powers shall be exercised by or under the authority of, and the business of the Club managed under the direction of, its Board of Directors, subject to any limitation set forth in the articles of incorporation.

B. **Number and Term of Directors.** The Board of Directors shall consist of no less than three (3), but no more than nine (9) directors. The Board may change the number of directors from time to time by amendment to these Bylaws. Directors need not be residents of the Commonwealth of Virginia. Each director shall be a Class I or Class II Member in good standing with the Club. Directors shall be elected by majority vote of the Class I Members at the Members' Annual Meeting. The Board of Directors shall have the authority to create special committees, approve the work plans of any committee, and to prepare and approve a budget for the fiscal year.

C. **Nomination, Election, and Term.** At least two (2) months prior to the Members' Annual Meeting, the Board of Directors shall appoint a Nominating Committee for the purpose of formulating a proposed slate of directors to be elected at the Members' Annual Meeting. The Nominating Committee shall submit its proposed slate to the Secretary thirty (30) days prior to the Members' Annual Meeting. The proposed slate of directors shall be presented for election by majority vote of the Class I Members present and voting at the Members' Annual Meeting when a quorum is present. Those candidates receiving the highest number of votes shall be deemed elected. Upon election, a director shall serve a term of three (3) years. There shall be three annual classes of Directors (i.e., Class of 2024, 2025, and 2026) whereby certain director's terms shall expire and either rotate off the Board or be re-elected for another three (3) year term. Directors may be re-elected for an unlimited number of consecutive terms or until their successor is elected and qualified.

D. **Vacancy.** When a vacancy occurs on the Board of Directors, it may be filled by majority vote of the Board of Directors, though less than a quorum, for the remainder of the unexpired term.

E. **Resignation and Removal by Membership.** Any director may at any time deliver a written notice of intent to resign to the President, which shall be effective upon acceptance by the Board. Any director may be removed at any time with or without cause when, in the sole judgement and discretion of the Board of Directors, it is determined by at least three-quarters (3/4) of the directors present and voting that such director should no longer serve on the Board. In the event any director is so removed, a new director may be appointed in accordance with Section D of this Article.

F. **Compensation.** No member of the Board of Directors shall receive compensation for his or her role as a director. However, nothing herein shall be construed to preclude any Director from serving the Club, upon request, in any other capacity and receiving reasonable compensation. Moreover, the Board member may receive reasonable reimbursement for travel and other approved expenses upon request and written documentation.

G. **Transactions with Interested Parties.** A contract or other transaction between the Club and one or more of its Directors, Officers, or family members thereof (hereinafter “Interested Party”), or between the Club and any other entity, of which entity one or more Directors, Officers, or trustees are also Interested Parties (“Common Party”), or in which entity an Interested Party has a financial interest – shall be voidable at the sole election of the Club unless all of the following provisions are satisfied:

1. The Club entered into the transaction for its own benefit;
2. The transaction was fair and reasonable as to the Club, or was in furtherance of its exempt purposes at the time the Club entered into the transaction;
3. Prior to consummating the transaction, or any part, the Board of Directors authorized or approved the transaction, in good faith, by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors, and with knowledge of the material facts concerning the transaction and the Interested Parties’ interest in the transaction; and
4. Prior to authorizing or approving the transaction, the Board of Directors, in good faith, determined after reasonable investigation and consideration, that either the Club could not have obtained a more advantageous arrangement, with reasonable effort under the circumstances, or the transaction was in furtherance of the Club’s tax-exempt purposes.

Common or Interested directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction. The Board of Directors shall also adopt a Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by Board members, officers, senior management, and employees, and permit the Board to determine whether the contemplated transaction may be authorized as just, fair and reasonable to the Club.

ARTICLE VI

MEETINGS OF DIRECTORS

A. **The First Meeting.** The first regular meeting of the Directors shall be held not more than sixty (60) days following the Members’ Annual Meeting, at which meeting they shall establish the date of regular Board of Directors meetings and select from among themselves the Officers of the Club and the Chairperson of the Fundraising Committee.

B. **Regular Meetings.** After the first regular meeting of the Directors is held, the directors shall conduct regular bi-monthly meetings.

C. **Special Meeting Called by the Directors.** The President, or in his or her absence, the Vice President may call a special meeting of the Board of Directors at any time, and shall do so within seventy-two (72) hours upon receipt of the written request of a majority of the Board. The time and place of each meeting shall be fixed by the President, or in his or her absence, the Vice President.

D. **Quorum.** A majority of the Directors shall constitute a quorum. If less than a majority of the Directors is present, the Directors present may adjourn the meeting.

E. **Proxies.** A Director may not vote by proxy. Proxies shall not be accepted on any matter.

F. **Moderator.** Meetings of the Board shall be presided over by the President, or, in his or her absence, by the Vice President.

G. **Executive Session.** Meetings of the Board of Directors shall be open to the Members, except for those occasions when a majority of the Board of Directors has approved entering Executive Session.

H. **Action Without Meeting.** Action taken by the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by **all** the Directors and filed with the Secretary of the Club to be kept as part of the Corporate records.

I. **Participation by Conference Telephone or Similar Electronic Devices.** Members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting, noting participation of those who were present by means of such communications equipment.

ARTICLE VII

OFFICERS

A. **Number and Position.** The Officers of the Club, appointed by the Board of Directors, shall be a President, a Vice President, a Treasurer, and a Secretary. The Board may also

appoint one or more assistant secretaries and assistant treasurers. Two or more offices may be held by the same person except for the offices of President and Secretary. Except as otherwise provided, the officers may, but need not be, Directors of the Club. The Board may appoint such other officers and agents as it shall deem necessary, who shall exercise such powers and perform duties as shall be determined from time to time by the Board.

B. **Term of Office.** Officers of the Club shall serve for a term of one (1) year or until their successors are appointed and qualify in their stead. Officers may be reappointed without limitation as to the number of terms they may serve. Any officer may be removed at any time without cause when, in the sole judgment and discretion of the Board of Directors, it is determined by at least a three-quarter (3/4) vote of all members of the board that such officer should no longer serve on the Board. If the office of any other officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. In case of the absence or disability of an officer of the Club, or in any other case that the Board of Directors may deem sufficient reason therefore, the Board of Directors, by a majority vote, may delegate for the time being any or all of the powers or duties of any officer to any other officer, Director, or any other person.

C. **The President.** The President shall also be a director and shall preside at all meetings of the Members and of the Board of Directors. He or she shall perform such other duties as customarily pertain to the office of the President, or as he or she may be directed to perform by resolution of the Board of Directors. The President shall act as Chairperson of the Board of Directors, and of the Executive Committee.

D. **The Vice President.** The Vice President shall also be a Director. He or she shall have and exercise all the powers, authority, and duties of the President during the absence of or inability to act of the President. Duties of the Vice President shall include those duties as directed by the Board of Directors.

E. **The Secretary.** The Secretary shall prepare and maintain full minutes of the proceedings of all meetings of the Members and of the Board of Directors. The Secretary shall report the activities of all previous meetings, and give proper notice of all meetings of the Members and of the Board of Directors. The Secretary shall conduct correspondence of the Club as directed by the Board of Directors, and maintain custody of all valuable papers other than those kept by the Treasurer and perform such other tasks as customarily pertain to this office.

F. **The Treasurer.** The Treasurer shall have custody of all funds, securities, fiscal papers, and other intangible assets of the Club. The Treasurer shall prepare an annual budget for approval by the Board of Directors; keep a full and accurate account of all receipts and expenditures; receive and give receipts for monies due and payable to the Club from any source whatsoever,

disburse monies as authorized by the Club; prepare and submit a treasurer's and budget report at each regular meeting of the Board of Directors, which report will include a delinquent accounts report for all accounts more than 30 days past due; arrange for and have conducted an internal audit of the Club's books at least once every 12 months; and perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer.

G. **Assistant Secretaries and Treasurers.** If the Board elects to fill these positions, any assistant secretary or treasurer shall, in the absence or disability of their respective officer shall perform the duties and exercise the powers of said officer and shall perform such other duties as prescribed by the Board.

ARTICLE VIII **COMMITTEES**

A. **Board Committees.** The Board of Directors, by majority vote of all Directors in office, may appoint two or more persons from among its own number to serve as special and standing Board committees, such as the Board may determine are necessary, which shall have such powers and duties as shall from time to time be prescribed by the Board. Except as otherwise provided by Virginia law, the Articles of Incorporation, these Bylaws, or resolution of the Board, each Board committee may not exercise the authority of the Board.

B. **Nominating Committee.** This committee shall be responsible for evaluating and nominating responsible persons to serve on the Board of Directors. Potential candidates shall be nominated to the Board for presentation to the members at the Annual Members' Meeting.

C. **Finance Committee.** This committee shall prepare a fiscal budget for approval by the Board and assist the Treasurer in planning a sound financial policy. All requests for funds should be brought before this committee. The recommendations of the finance committee shall be presented to the Board for approval.

D. **Tournaments and Festival Committee.** This committee shall be responsible for establishing tournaments and festivals as deemed desirable and in the best interests of the Club.

E. **Advisory Boards and Committees.** The Board of Directors may establish such advisory board and committees as are determined are necessary or useful for the business and operations of the Club. These committees shall not exercise the authority of the Board, shall have no vote or governance role, and shall have only such advisory duties and authorities as shall from time to time be prescribed by the Board.

F. **Committees Rules and Procedures.** All members of Board and advisory committees shall serve at the pleasure of the Board. Rules governing procedures for meetings of any committee shall be established by the Board of Directors, or in the absence thereof, by the committee itself. Actions taken by Board committees shall be promptly reported to the Board, but need not be ratified by the Board unless otherwise required by statute, these Bylaws, or committee procedures imposed by the Board. The Board shall have authority to make appointments to each committee, to designate the chair thereof, to fill vacancies in, to change the size or membership of, and to discharge any such committee as it deems appropriate. The delegation of duties or authority to any committee shall not operate to relieve the Board of Directors or any member of the Board from any responsibility imposed by law.

ARTICLE IX

PROPERTY AND FINANCES

A. **Deposit of Funds.** The Board of Directors shall select banks, trust companies, or other depositories in which all funds of the Club not otherwise employed shall, from time to time, be deposited to the credit of the Club.

B. **Checks.** All checks or demands for money and notes of the Club shall be signed by such officer or officers or such other persons as the Board may from time to time designate.

C. **Contracts.** The President may sign contracts and other instruments to bind the Club if approved by the Board. However, the Board of Directors may authorize any additional officer or officers, agent or agents, to enter into a contract or execute and deliver any instrument in the name of or on behalf of the Club. Such authority may be general or confined to specific instances. All contracts and instruments that bind the Club should be reviewed by competent legal counsel, at the Board's discretion.

C. **Fiscal Year.** The Board of Directors shall have the power to fix, and from time to time to change, the fiscal year of the Club. Unless otherwise fixed by the Board, the fiscal year shall be July 1 through June 30.

D. **Endowments.** The Board of Directors may establish on behalf of the Club any endowments for the general purposes or for any special purpose of the Club.

E. **Designated Contributions.** The Club may accept any designated contribution, grant, bequest, or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Club shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to

the ultimate expenditure or distribution thereof in connection with any funds (including designated contributions) to assure that such funds will be used to carry out the Club's tax-exempt purposes.

F. **Loans to Directors and Officers Prohibited.** No loans shall be made by the Club to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Club for the amount of such loan until it is repaid.

ARTICLE X **INDEMNIFICATION**

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal by reason of the fact that he, his testator or intestate, is or was a director or officer, employee or agent of the Club, may be indemnified by the Club, and the Club may advance his related expenses, to the full extent permitted by law.

The Club may purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the indemnification specified above; and (b) its directors and officers.

ARTICLE XII **AMENDMENTS TO BYLAWS**

Amendments to the Bylaws may be adopted by the affirmative vote of a two-thirds (2/3) majority of the Class I Members present at a meeting in which quorum is established.

Certification of by-laws by Officer.

The undersigned officer of the Club certifies the foregoing by-laws have been adopted as the amended by-laws of the Club, in accordance with the requirements of Title 13.1 of the Code of Virginia.

HERDON YOUTH SOCCER, INC.

Date: 6/11/2024 By: Nico Delellis

Its: President