

**BYLAWS
OF THE
VIRGINIA SOCCER LEAGUE, INC.**

(Adopted May 17, 2005)

**ARTICLE I
NAME AND OFFICES**

Section 1. Name: The organization is incorporated as the VIRGINIA SOCCER LEAGUE, INC. (hereafter referred to as the "League").

Section 2. Offices: The League may maintain offices at places the Board of Directors may from time to time determine.

**ARTICLE II
PURPOSES**

The purposes of the League are as stated in the Articles of Incorporation.

**ARTICLE III
ACTIVITIES AND REGIONS**

Section 1. Activities: The activities of the League shall be:

- A. Operation of traveling leagues for its members;
- B. Sponsoring tournaments for members and invited travel teams; and
- C. Sponsoring other activities associated with youth and development of youth soccer.

Section 2. Regions: The territorial jurisdiction of the League shall be divided into 4 regions: the North Region, the West Region, the Central Region, and the South East Region. Each region shall have the same territory as provided under the bylaws of the Virginia Youth Soccer Association, Inc. (VYSA).

**ARTICLE IV
GENERAL**

Section 1. Membership in Other Organizations: The League shall be a member of VYSA or its successor organization. This membership is to maintain an appropriate relationship through the state youth association to the United States Youth Soccer Association, Inc., (USYS) and the United States Soccer Federations, Inc. (USSF).

Section 2. Fiscal and Seasonal Years:

- A. The fiscal year of the League shall be the calendar year.
- B. The seasonal year of the League shall be from September 1 of one calendar year through August 31 of the following calendar year.

Section 3. Robert's Rules of Order and Quorum:

- A. Except as otherwise provided in these bylaws, the current edition of *Robert's Rules of Order Newly Revised* govern all matters to which they are applicable.
- B. A quorum at any meeting shall be a majority of the total number of eligible votes.

ARTICLE V

MEMBERSHIP

Section 1. Membership: The League shall have two classes of membership: Active Members and Associate Members.

Section 2. Active Members:

- A. Active Membership is open exclusively to soccer clubs composed of two or more teams participating in the League at any time during the seasonal year. Active Membership is retained by having at least one team participating in each season.
- B. Active Members shall have the right to vote at all regular and special membership meetings as follows:
 - 1. The number of votes to be cast by each Active Member at membership meetings of the League shall be as determined by section 4 of article VIII of these Bylaws.
 - 2. Members shall designate a primary representative and an alternate representative to cast the Member's votes at membership meetings.
 - 3. The primary representative shall cast the member votes or, in his/her absence, the alternate representative shall assume this function.

Section 3. Associate Members: Associate Members shall be those clubs, teams and individuals who desire to advance the purposes and programs of the League. Associate Members shall not have the right to vote.

Section 4. Application:

- A. Applications for Active Membership shall be submitted to the Board of Directors for its approval. Applications shall include a statement signed by the Applicant's principal officer setting forth the organizational structure, principal areas of play, and availability of acceptable game fields. In addition, and annually, thereafter, information on the names, addresses and phone numbers of all officers, membership enrollment for the last previous playing season and either an actual or estimated enrollment figure for the forthcoming or current season shall be sent to the League Secretary. An Applicant shall designate to the Secretary the Applicant's proposed representative or representatives to attend regular and

special membership meetings. The Applicant shall also register its colors with the League Secretary. The application must include full payment of all dues, fees and assessments in amounts determined by the Board of Directors.

- B. Applications for Associate Membership in the League shall be submitted to the Board of Directors for its approval. The application shall indicate the name of the individual(s) or organization and its interests in soccer.

Section 5. Termination:

- A. Termination of Active Membership status is automatic if a Member fails to enroll at least one team in the League at the beginning of any one season, unless the Board of Directors grants a waiver.
- B. In addition, Active Member or Associate Member status may be terminated by a vote of the Board of Directors for non-payment of dues or fees and/or violation of the Articles of Incorporation, Bylaws or League Rules, Policies, Regulations or other conditions as maybe determined by the Board of Directors. The following procedures shall be followed:
 - 1. Reasons for the removal shall be made by written statement to all members of the Board.
 - 2. A copy of the statement shall be mailed to the Member whose status is proposed to be terminated.
 - 3. Notification of the date and time of the hearing before the Board shall be sent by certified or registered mail or a nationally recognized commercial carrier service for next day confirmed delivery or telecopied or emailed with a follow-up copy by mail or so sent by a nationally recognized commercial carrier service.
 - 4. Notification to the Member shall include a request for the Member to appear at the hearing.
 - 5. Before the final discussion and taking of the vote, the Member shall leave the hearing.
 - 6. A two-thirds (2/3) vote of the Board shall be necessary to terminate membership.
 - 7. A Member may return to the hearing room for the results of the voting.

Section 6. Member Representatives: Each Active Member shall appoint an individual or individuals to represent the member at regular and special membership meetings of the League. These representatives shall be responsible for carrying out their responsibilities at membership meetings and ensuring communication of member concerns and League matters between the Member, the Board of Directors and the membership.

ARTICLE VI

ORGANIZATION

Section 1. Board of Directors: The Board of Directors shall be composed of fifteen (15) members who shall be the President, the Vice President–Boys, the Vice President–Girls, the Treasurer, the Secretary, and ten (10) additional directors, 2 of whom shall be at large directors and 2 directors from each of the 4 regions established under section 2 of article III of these Bylaws.

Each director shall serve for a term of twenty-four (24) months and until their successors are elected and qualified.

Section 2. Board of Directors, Authority and Responsibilities: The Board of Directors shall be responsible and have the final authority, except as otherwise provided, for:

- A. Enforcing and interpreting the Articles of Incorporation, the Bylaws, and the Rules, Regulations and Policies of the League.
- B. The establishment of rules or regulations for specific cases not provided for elsewhere, but which are deemed necessary by the Board to carry out the purposes and requirements of the League.
- C. The conduct of the day to day affairs of the League pursuant to the directives of the membership.
- D. The approval of appointments made by the President as provided by these bylaws.
- E. Hiring, setting compensation, and determining responsibilities of a League Administrator and other employees of the League.

Section 3. Elections:

- A. The League Officers shall be a President, Vice President–Boys, Vice President–Girls, Secretary, and Treasurer. The League Officers shall be elected by a majority vote of the Active Members present at the annual general meeting. The President, Secretary and Treasurer shall be elected in years ending in odd numbers. The Vice President–Boys and the Vice President–Girls shall be elected in years ending in an even numbers. Their terms of office shall be as provided in section 1 of this article, except that the initial terms of the individuals elected as Vice President–Boys and Vice President–Girls elected at the annual general meeting in 2005 shall have 12-month terms ending at the annual general meeting in 2006. Officers elected at the annual general meeting shall take office at that meeting.
- B. The 2 at large directors shall be elected by a majority vote of the Active Members present at the annual general meeting. Their terms of office shall be as provided in section 1 of this article, except that the initial term of one of the 2 at large directors elected at the annual general meeting in 2005 shall have a 12-month term ending at the annual general meeting held in 2006, as determined by lot.
- C. The 2 directors from each of the 4 regions shall be elected by a majority vote of the Active Members from their region present at the annual general meeting. Their terms of office shall be as provided in section 1 of this article, except that the initial term of one of the 2 directors from each region elected at the annual general meeting in 2005 shall have a 12-month term ending at the annual general meeting held in 2006, as determined by lot. If a region has no Active Member that is a member of the League, the 2 director positions for that region remain vacant until there is at least one Active Member of the League who is from that region.

Section 4. Duties of Officers:

- A. **President.** The President shall serve as the Chief Executive of the League and shall preside at all meetings of the Board of Directors and all regular and special meetings of the membership and in general shall perform the duties incident to the office of the President.

The President shall appoint registrars, additional officers, and agents of the League as provided by section 5 of this article. The President shall appoint members to committees and designate chairmen of committees as provided by article IX of these Bylaws.

- B. **Vice President–Boys.** In the absence of the President, or in the event of his/her death, inability or refusal to act, the Vice President–Boys shall perform the duties of the President and, when so acting shall have all of the powers of and be subject to all the restrictions of the President. In the absence of the Vice President–Girls, or in the event of his/her death, inability or refusal to act, the Vice President–Boys shall act as the Chairman of the Finance Committee and shall perform such additional duties as are from time to time assigned by the President or the Board of Directors.
- C. **Vice President-Girls.** In the absence of the President and the Vice President – Boys, or in the event of their death, inability or refusal to act, the Vice President – Girls shall perform the duties of the President and, when so acting shall have all of the powers of and be subject to all the restrictions of the President. The Vice President – Girls is the Chairman of the Finance Committee and shall perform such additional duties as are from time to time assigned by the President or the Board of Directors.
- D. **Treasurer.** Subject to the general policies of the League, the Treasurer shall have charge of the business, administrative affairs and property of the League; and shall be responsible for the safekeeping of all official financial actions, contracts, records and documents of the League. The Treasurer shall also have charge of and supervision over the funds, securities, receipts and disbursements of the League. The Treasurer shall be empowered to levy fines, fees and/or penalties as established by the Board of Directors. The Treasurer shall serve as a non-voting member of the Finance Committee.
- E. **Secretary.** The Secretary shall be responsible for ensuring that meeting notices are given, minutes of meetings of the membership and the Board of Directors are taken, and records of the League are kept and maintained.

Section 5. Registrars, Additional Officers, and Agents: The President, with the approval of the Board of Directors, may appoint registrars, other assistant officers, and agents as may be deemed necessary who shall have authority and perform such duties in the management of the League as the Board of Directors may provide.

Section 6. Removal and Vacancies: Any member of the Board, Registrar, Officer or Agent of the League may be removed and relieved of his/her duties by a two-thirds (2/3) vote of the Board of Directors provided notice of proposed removal is given in the call of the meeting. All vacancies among the Board of Directors, however occurring, may be filled by a majority vote of the remaining Directors, although the remaining Directors may be less than a quorum, which action must be ratified by the membership at its next meeting.

ARTICLE VII

COMPENSATION

No Officer, member of the Board of Directors, or Active Member Representative shall receive compensation for any service he/she may render to the League. Reimbursement, however, for actual expenses incurred in the performance of their duties is acceptable.

ARTICLE VIII

MEETINGS AND VOTING

Section 1. Membership Meetings: There shall be at least two (2) regular meetings of the membership of the League, in January and July. The Board of Directors shall determine the date, time, and location of an annual meeting. The regular July meeting of the League shall be designated the annual general meeting.

Section 2. Special Meetings: Special Meetings of the Membership, as may be required from time to time, may be called by the President, with the concurrence of the Board, or whenever the Secretary is requested to do so by Active Members in good standing possessing fifty percent (50) of the votes eligible to be cast at any meeting of the membership.

Section 3. Notice: Written notice shall be provided of a membership meeting of the League to all members at least ten (10) days in advance of the meeting date. The meeting notice shall specify an agenda for the meeting and, with respect to the annual general meeting, a recommended slate of candidates for elective office.

Section 4. Voting: Each Active Member in good standing shall be entitled to cast its vote or votes at each membership meeting at which time such Member is represented by one individual whose representative or representatives will cast that Member's vote or votes. A Member is entitled to cast one (1) vote if that Member has paid for and fielded no more than eighteen (18) teams the prior fall season of competition. A Member is entitled to cast two (2) votes if that Member has paid for and fielded at least nineteen (19) but no more than thirty-six (36) teams the prior fall season. A Member is entitled to cast three (3) votes if that Member has paid for and fielded thirty-seven or more (37+) teams the prior fall season. A new Active Member is entitled to one (1) vote if that Member had not been a Member for the prior fall season. Officers cannot act as a voting representative of an Active Member. Proxy voting shall not be permitted.

Section 5. Board of Director Meetings: The Board of Directors shall meet prior to each membership meeting and at other times upon the call of the president or a majority of the Board. Each member on the Board shall be entitled to cast one (1) vote on any matter of business before the Board. Proxy voting shall not be allowed. The Board of Directors may act on any matter without a meeting with the written consent of all Directors.

ARTICLE IX

COMMITTEES

Section 1. Standing Committees: There shall be three standing committees within the League: Rules and Discipline Committee, Competition Committee and Finance Committee. The President shall appoint the members of each committee, subject to the approval of the Board of Directors. The President shall designate one member of each committee as the chairman of the committee, except for the Chairman of the Finance Committee. Committee members shall be appointed immediately after an annual general meeting and serve to the next annual general meeting and until their successors are appointed.

A. **Rules and Discipline Committee.** The Rules and Discipline Committee shall interpret and

enforce League Rules of Play and shall be responsible for the disposition of any situation arising due to violation of the League Rules. Penalties and/or disciplinary actions arising from the violation of the League Rules shall be provided to the Board of Directors for review and approval. Such actions shall be reported to the Membership at the next scheduled meeting.

- B. **Competition Committee.** The Competition Committee shall perform those functions necessary to manage the establishment, enforcement and interpretation of regulations prescribing rules of play, player eligibility, and the conduct of players, teams, and game officials for matches either conducted or sanctioned by the League. The Competition Committee shall develop the League's divisional composition for each season's match play. The Committee shall present their recommendations to the Board of Directors and the Active Membership for discussion at least one month prior to commencement of play. Final approval of the divisional composition will be the responsibility of the Board of Directors.
- C. **Finance Committee.** The Finance Committee shall perform those functions specified in Article XI of these Bylaws. The Chairman of this committee will be the Vice President – Boys. The members of this Committee shall be appointed by the President from the Active Members. The Treasurer shall be a non-voting member of the Committee.

Section 2. Special Committees: Subject to the approval of the Board of Directors, the president may establish special committees, appoint the members of the committees, and prescribe the responsibilities of each committee. The President shall designate one member of a special committee as the chairman of the committee.

Section 3. Reports: Committee Chairmen shall be prepared to report on the actions or findings of their committees at any regularly scheduled meeting of the Board of Directors or Membership.

ARTICLE X

PENALTIES, DISCIPLINARY ACTION AND APPEALS

Section 1. Protests and Grievances:

- A. The Rules and Discipline Committee shall consider and adjudicate cases arising from protests, grievances, alleged misconduct or from violations of policies, rules and/or regulations arising before, during or after matches either sponsored, conducted or sanctioned by or otherwise within the jurisdiction of the League whether occurring within or outside the territorial boundaries of the League.
- B. All protest and grievance procedures must be exhausted before a matter shall be considered by the Rules and Discipline Committee.
- C. All decisions of the Rules and Discipline Committee shall be by majority vote in writing.

Section 2. Jurisdiction of Board of Directors:

- A. The Board of Directors shall have both original jurisdiction and appellate jurisdiction over matters relating to the accomplishment of its purposes as set forth in the Articles of Incorporation, Bylaws, Regulations, Policies, Rules or other matters of the League.

1. Original Jurisdiction. The Board of Directors shall have the sole right and authority to suspend, expel or otherwise discipline any member, any player, any parent of a player, coach, manager or other principal of any component or affiliate of a Member, officials of Members or Member's affiliates and officials of the Association for violation of the Articles of Incorporation, Bylaws, Regulations, Policies, Rules, or other League matters. Such an action may be based either upon an original complaint filed with the League or upon the Board's own motion.
2. Appellate Jurisdiction. The Board of Directors shall have appellate jurisdiction over all decisions of the Rules and Discipline Committee.

B. Action by Board of Directors. All disciplinary action taken by the Board of Directors in any case brought before it either upon its original jurisdiction or its appellate jurisdiction shall be in writing and pursuant to a two-thirds (2/3) vote of the Board.

Section 3. Decision, Due Process: In all proceedings before the Rules and Discipline Committee, the Board of Directors and the Membership, all parties in interest, especially those accused of violations of any Article, Bylaws, Rule, Policy, or Regulation shall be afforded the opportunity to submit matters in rebuttal, mitigation or extenuation to any allegation made with respect to them.

Section 4. Instituting Legal Proceedings: In matters of discipline, penalties, protests or appeals, no party to such matter shall institute legal proceedings until all the administrative remedies provided herein including appeals to the, VYSA, USYS and USSF have been exhausted.

Section 5. Appeal to VYSA: Decisions of the Membership may be appealed to VYSA in accordance with its bylaws.

Section 6. Fees: Fees set by the Board of Directors must accompany all protests and appeals. If upheld, the fee shall be returned to the initiator.

ARTICLE XI

FINANCES

Section 1. Funds: The funds of the League shall be deposited in such banks, trust companies, and other financial institutions the Board of Directors shall designate and shall be withdrawn only upon the check or order as designated by the Board.

Section 2. Financial Review: Prior to the beginning of each fiscal year, the Finance Committee shall review the financial expenditures of the previous fiscal year and report the financial status of the League to the membership.

Section 3. Budget: The Finance Committee shall prepare a proposed budget for the next fiscal year. The proposed budget shall be presented to the Board of Directors for approval prior to the commencement of the fiscal year.

Section 4. Audit: An audit of the League's funds shall be performed annually. Such audit shall be performed and completed at least 90 days prior to the beginning of the next fiscal year.

ARTICLE XII

AMENDMENTS

Section 1. Articles of Incorporation: The Articles of Incorporation may be amended at any regular or special meeting of the Active Members by a vote of two-thirds (2/3) of the Active Members, provided notice has been given to all Active Members at least 30 days prior to the meeting at which the proposed amendment is to be considered. After such notification has been given, modifications to the proposed amendment(s) by vote of the Active Members present is acceptable without an additional notification period. Articles of Amendment reflecting any such amendments to the Articles of Incorporation shall be filed with the Virginia State Corporation Commission in the manner provided by law.

Section 2. Bylaws: These Bylaws may be amended at any regular or special meeting of the membership by vote of a majority of the Active Members present at the meeting, except that those provisions of the Bylaws requiring two-thirds (2/3) majority vote shall require two-thirds (2/3) majority of the Active Members to amend. Any such amendment shall be consistent with the provisions of the Articles of Incorporation and in the event of any inconsistency, the Articles of Incorporation shall prevail. Amendments shall be effective immediately upon adoption unless otherwise specified.