

**Bylaws
of
Vienna Youth Soccer, Incorporated**

**Amended April 26, 2017,
June 14, 2018**

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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 an administrator appointed by the President of the Board of Directors (the “Administrator”).

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 child 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, for a period of twelve months from the date of registration, in any parent or guardian of a child 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 in a program sponsored by this Corporation, who acts:

- (a) on the board of directors; or
- (b) in some other capacity lends assistance to a program sponsored by VYS.

Section 3.03 Membership under Section 3.02 shall become vested only after application made to the Board of Directors of this Corporation through the Administrator, acceptance of this

application by majority vote of the Board of Directors of this Corporation, and certification issued by the Administrator evidencing favorable action.

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 his or her 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 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 within forty-five (45) days of the receipt of such application by the Administrator. 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 of the Board of Directors 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 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, officers and directors 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 to the

election of directors, the members may also transact such VYS business as may properly come before them including Bylaw revisions that have been included in the annual meeting announcement.

Section 4.03 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 of Directors or upon a petition signed by one hundred (100) members of VYS and presented to the Administrator. 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 4.04 It shall be the duty of the Administrator to provide notice of each annual or special meeting, 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 4.05 The presence of at least 25 VYS members shall be in attendance to form a quorum at the annual meeting or any special meeting.

Section 4.06 At every VYS meeting of members, each member present in person or by remote communication 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 4.07 No proxies shall be permitted at any VYS meeting.

Section 4.08 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 participate by means of conference telephone or by any means of remote communication by which all persons participating in the meeting are provided an opportunity to participate in the meeting, vote on matters presented and read or hear the proceedings of the meeting, substantially concurrently with such proceedings. Such participation shall constitute presence in person at the meeting.

Section 4.09 The order of business at all VYS membership meetings of the members shall be set by the Board of Directors.

Section 4.10 Any action that may be taken at a meeting of the members may also be taken outside of a meeting by a written ballot procedure if authorized by the Board of Directors. For a ballot vote to be effective, each member entitled to vote must be sent a written ballot and the number of members returning a signed written ballot consenting to

the action must equal or exceed the number of members required to take action at a meeting at which all members entitled to vote are present and voting. Such written ballot may be signed and transmitted by electronic means. A written ballot must be returned within the time frame provided for return of written ballots which may not be more than 120 days following the return of the first written ballot consenting to the action. All ballots shall be filed with the records of VYS and retained for three years. An action taken under this written ballot procedure shall have the effect of action taken at a duly constituted meeting.

Section 4.11 It shall be the duty of the Administrator 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, which lists shall be organized in alphabetical order.

Article V: Directors

Section 5.01 The affairs of VYS shall be managed by its Board of Directors. It shall be the Board of Directors' duty to carry out the objectives and purposes of VYS, and to this end the Board of Directors may exercise all powers 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 Board of Directors may engage an Executive Director or such other staff to assist in the management of VYS and the carrying out of its objectives and purposes.

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. 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 of House
- (c) Vice President
- (d) Vice President of Travel
- (e) Vice President of Fields
- (f) Vice President of Marketing
- (g) Secretary
- (h) Treasurer

All other members of the board of directors shall be elected without specific VYS officer duties. This shall not be construed as preventing any other VYS officer as authorized by the Board of Directors pursuant to Section 6.01 from also serving on the Board of Directors. It does,

however, require that any member interested in serving both as a VYS officer not designated above and as a member of the Board must be elected independently to both positions.

Each Officer shall hold a term of one (1)-year.

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 as designated in Sections 5.01 and 6.01 to hold office until the next succeeding annual meeting. Each director so elected shall hold office for the term for which he or she is elected and until a successor shall be elected and qualified.

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 to a mid-year vacancy, the partial year served shall not count towards any term limits.

Section 5.03 Regular meetings of the VYS Board of Directors may be held at such time and place as shall be determined by a majority of the directors, but at least two such meetings shall be held during each fiscal year. Notice of regular meetings of the VYS Board of Directors shall be given to each director, by the Administrator or by a designate, either personally, or by mail, telephone, or email at least seventy-two (72) hours prior to the time named for such a meeting.

Section 5.04 At any VYS regular meeting or special meeting of the VYS members 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 his or her proposed removal at the meeting and an opportunity to be heard at this meeting.

Section 5.05 Any vacancy occurring in the VYS Board of Directors 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 his predecessor in office.

Section 5.06 The VYS Board of Directors may designate or dissolve by resolution any committee, such as an Executive or Budget and Finance Committee. Any committee exercising the power of the Board shall be designated by at least a majority of directors in office and must be comprised solely of directors appointed to such committee by at least a majority of directors in office. Any committee not exercising the power of the board can be designated and populated by a majority of the Board. Committees not exercising the power of the Board may be comprised of directors or non-directors. Any such committee shall be consistent with the avowed purposes of VYS and shall in no way be inconsistent with the Articles of Incorporation and/or these Bylaws. These Committees shall have the powers designated in the duly executed resolution. The Administrator shall maintain a list of all such designated Committees.

Section 5.07 The VYS Board of Directors shall elect a Chairperson from its membership. The Chairperson will focus on strategic opportunities and longer term financial and developmental issues facing VYS. The Chairperson will also preside at annual and special meetings of members and Board of Director meetings. If a different person holds the Office of President

Section 5.08 The first meeting of a newly elected Board of Directors shall be held within ten (10) days of the election at such place as shall be fixed by the directors at the meeting at which such directors were elected and no notice shall be necessary to the newly elected directors other than the notice provided at the meeting whereby the directors are elected. 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 5.09 Special meetings of the VYS Board of Directors may be called by the Chairperson 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 VYS Board of Directors shall be called by the Administrator in like manner and on like notice on the written request of at least three directors.

Section 5.10 Before or at any meeting of the VYS 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 by him 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 5.11 At all meetings of the VYS Board of Directors, five 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 VYS Board of Directors.

Section 5.12 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 conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

Section 5.13 Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if each member of the Board of Directors signs a consent describing the action to be taken and delivers it to VYS. Action taken under this Section shall be the act of the Board of Directors when one or more consents signed by all of the members of the Board of Directors are delivered to VYS, unless the consent(s) otherwise specify the time at which the action taken is to be effective. Such consent or 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 5.14 The order of business at all meetings of the VYS Board of Directors shall be determined by the President.

Article VI: Officers

Section 6.01 The operations of VYS shall be managed on a day-to-day basis by the VYS Officers in accordance with their job descriptions and VYS policies and procedures and as directed by the Board of Directors. The VYS Officers shall consist of the following positions:

- (a) President
- (b) Vice President of House
- (c) Vice President
- (d) Vice President of Travel
- (e) Vice President of Fields
- (f) Vice President of Marketing
- (g) Secretary
- (h) Treasurer

plus other officers as may be authorized by the Board of Directors from time to time. The specific names of the VYS officers filling those positions shall be maintained by the Administrator.

Section 6.02 At each VYS annual meeting, at any special meeting called for that purpose, or by written ballot, which may be signed and transmitted by electronic means, if authorized by the Board of Directors, the VYS members shall elect officers to the positions set forth in Section 5.01 and 6.01, to hold such offices until the next succeeding annual meeting. Each VYS Officer so elected shall hold office for the term for which they are elected and until a successor shall be elected and qualified.

Section 6.03 The VYS President may constitute a Nominating Committee composed of VYS members, which will be chaired by the VYS Secretary or another member who is retiring from the Board of Directors. It shall be the function of this Committee to nominate persons to fill each of the director positions set forth in Section 5.01 and the officer positions set forth in Section 6.01 of these Bylaws. The slate of nominees must be approved by the Board of Directors and reported to the Administrator in time for inclusion in the notice of annual or special meeting as set forth in Section 4.04.

Section 6.04 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 Administrator 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 6.05 The election of officers and directors if occurring at a meeting as provided for herein shall be by secret ballot of the members present for contested positions and may be by open vote

secret ballot. 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.

Section 6.06 At any VYS regular or special meeting of the Board duly called, any one or more of the officers may be removed with or without cause by a vote of two-thirds (2/3) of the members present and voting. Any officer whose removal has been proposed shall be given seventy-two (72) hours notice and an opportunity to be heard at this meeting. If an Officer who is a Member of the Board is removed from his or her office, he or she shall automatically vacate the seat on the Board.

Section 6.07 Any vacancy occurring in the office of an officer who is not a Member of the Board may be filled by a majority vote of the Board of Directors.

Any person elected or appointed to fill a vacancy as provided for herein shall fulfill the unexpired term of his predecessor in office, when applicable, or, when not, until the next annual meeting.

Section 6.08 The President shall be the chief executive officer of VYS. The President shall preside at annual meetings and special meetings duly called.

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) that the President deems appropriate for the operation of VYS. The President shall present the annual budget recommended by the Treasurer to the Board of Directors for its approval prior to the end of the fiscal year. The President shall execute the decisions of the Board of Directors. The Administrator 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.

The President has the power to enforce the decisions of the VYS Officers and Board of Directors and may suspend or terminate any coach or player or other member who stands in violation of Board of Director policies and/or directives. A person so suspended or terminated may petition for review by the Board of Directors whose decision will be final and binding.

Section 6.09 The President shall designate another officer who shall take the place of the President and perform the duties whenever the President shall be absent or unable to act. If the President 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.

Section 6.10 The Secretary or any designated staff member shall attend all VYS meetings of the members and the VYS Board of Directors and keep a true and complete record of the proceedings of these meetings. The Administrator shall be the custodian of the records. The Administrator shall attend to the giving of all notices and shall have other duties as prescribed in the Bylaws.

The Treasurer or designated staff member shall keep correct and complete records of account, showing accurately at all times the financial condition of VYS. The Treasurer shall be the custodian of all monies, notes, securities, and other valuables that may come into the possession of VYS. The Treasurer or designated staff member shall immediately deposit all funds of VYS to be designated by the VYS President and shall keep such account in the name of VYS. The Treasurer or designated staff member shall also perform such other duties as these Bylaws may provide or the Board of Directors may from time to time prescribe, including submitting a budget to the President before the end of the fiscal year.

Section 6.11 VYS Officers shall be responsible for administering divisions or programs as assigned by the Board of Directors in accordance with any policies or procedures established by VYS.

Article VII: Adjudication, Enforcement, and Discipline

Section 7.01

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 include that all grievances involving the right to participate and compete in activities sponsored by VYS and its members may be appealed to the Virginia Youth Soccer Association (“VYSA’s Appeals Committee”) that shall have jurisdiction to approve, modify or reverse a decision.

Section 7.02

The BOD Appellate Review Committee shall adjudicate decisions made in conducting VYS programs as outlined in VYS policies and procedures.

Section 7.03

a. 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.

b. The Board of Directors shall have the sole right and authority to suspend, expel, or otherwise discipline 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.

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

d. 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.

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

Section 7.04

In any proceeding before the BOD Appellate Review Committee and 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 7.05

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 VIII: Miscellaneous

Section 8.01 To the fullest extent permitted by the Act, the personal liability of the directors, officers, committee members, employees, and volunteers of VYS is hereby eliminated.

Section 8.02 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 8.03 VYS may purchase liability insurance on behalf of any director, officer, or employee, and any person who is or was serving at the request of VYS as a director, officer or

employee of another enterprise against any liability asserted against him or her or incurred by him or her in any such capacity or status.

Section 8.04 The Board of Directors may hire an Executive Director who shall be the chief operating officer of VYS and shall conduct and administer the day-to-day affairs of VYS under the direction and supervision of the Board of Directors. The Executive Director shall have the right to attend all meetings of the Board of Directors at the discretion of the Board.

Section 8.05 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 VYS Board of Directors, whose report will be prepared in accordance with the requirements of the VYS 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 8.06 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 8.07 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.