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ARLINGTON SOCCER ASSOCIATION, INC.

By-Laws

Article I

Membership

Membership in the Arlington Soccer Association, Inc. (“Association”) shall consist of each of the neighborhood recreational clubs that form the Recreational Soccer Committee, as well as the Travel Soccer Committee and the Teen Soccer Committee, all as defined below.

Article II

Directors

Sec 1: The governance of the Association shall be vested in a Board of Directors. The Board of Directors shall consist of the Chairpersons of the three Program Committees set forth in these By-laws (the Recreational Program Committee, the Teen Program Committee and the Travel Program Committee), and up to six at-large Directors to be elected by the members.

Sec 2: The Board of Directors shall be responsible for managing the Association’s affairs subject to the will of the membership.

Sec 3: A director shall discharge his or her duties as a director, including his or her duties as a member of a committee, in accordance with his or her good faith business judgment of the best interests of the Association.

a. Unless a director has knowledge or information concerning the matter in question that makes reliance unwarranted, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

(i) one or more officers or employees of the Association whom the director believes , in good faith, to be reliable and competent in the matters presented;

(ii) legal counsel, public accountants or other professional persons as to matters the director believes, in good faith, are within the person’s professional or expert competence; or

(iii) a committee of the board of directors of which the director is not a member if the director believes, in good faith, that the committee merits confidence.

b. A director is not liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with this section.

Sec 4: Election of the at-large members of the Board of Directors shall be by majority vote of the voting members present at the annual meeting of the Association. There shall be no voting by proxy. Each of the Clubs comprising the Recreational Program shall be represented by a Club Manager, or the Club Manager's designate, who will cast the vote of that Club at the annual meeting. The Travel Program Committee and the Teen Program Committee shall each have one vote, which shall be cast by their Chairpersons or a designate of the Chairperson.

Sec 5: At-large members serve for two years, except as set forth below in section 6. At-large members may be re-elected. Program Committee Chairperson members serve as long as they hold the position of Program Committee Chairperson, and will be succeeded at the next Board of Directors meeting following their replacement by a new Program Committee Chairperson.

Sec 6: Terms of at-large members shall be staggered as follows. At the first election of at-large directors following adoption of these by-laws, three at-large director positions will be for a term ending as of the June 2010 annual meeting of the Association, and three will be for a term ending as of the June 2011 annual meeting, as determined by lot conducted by the Executive Director. Thereafter, all at-large directors shall be elected for two-year terms.

Sec 7: There shall be a standing Nominating Committee chaired by the Vice President and comprised of three additional members—one designee of each of the three Program Committees, which designees shall not be members of the current Board of Directors. The Vice President shall serve ex officio and not have a vote on the Committee's recommendations. The Vice President shall report the recommendations of the Nominating Committee to the membership no later than 15 days before the annual meeting of the Association. Additional individuals' names may be placed in nomination, with the individual's consent, from the floor at the annual member meeting for at-large Board positions.

Sec 8: Each elected at-large Board member shall take office at the first Board meeting following his or her election and serve until his or her successor is elected.

Sec 9: Vacancies of the elected at-large Board members that occur between annual meetings may be filled by a majority of the Board of Directors. Such appointees shall serve the remainder of the term of the individual being replaced. A vacancy in the office of President shall be filled by the Vice President until such time as the Board elects a new President.

Sec 10: Any at-large Director may be removed from office and relieved of his or her duties by a two-thirds vote of those members eligible to vote, provided ten (10) days notice of a proposed removal is given prior to the vote of the membership.

Sec. 11: The Board of Directors shall designate a registered office and appoint a registered agent, as required by the Virginia Code, whose business office shall be identical with the registered office.

Sec. 12: An action of the Board of Directors may be reversed or modified by a two-thirds vote of all members eligible to vote at a special meeting or electronic vote of the membership called for that purpose. In order to override an action of the Board of Directors pursuant to this section, at least one third of the members must, within 15 days of the publication of the Board Minutes specifying the actions sought to be reversed or modified, submit to the President a request for a vote of the membership on the override request, in which case the President shall schedule a special meeting or electronic vote of the membership no later than 30 days from the date of the publication of the Board Minutes specifying the action sought to be reversed or modified.

Article III

Officers

The Board shall elect from its members a President, Vice President, and Secretary Treasurer.

- a. The President shall preside at all meetings of the Association and the Board, and shall have the duties and powers normally appurtenant to the office of the President in addition to those specifically outlined in these By-laws. The President, along with the Executive Director, shall be the direct liaison between the Association and officials of Arlington County and the City of Falls Church, Virginia.
- b. The Vice President shall have the duties and exercise the powers of the President in the case of the President's absence or incapacity, as well as any other duties or powers specified in these By-laws.
- c. The Secretary-Treasurer shall see that a record of all meetings of the Association and the Board and all matters of which a record shall be ordered by the Association is maintained and available to the members. The Secretary-Treasurer, in conjunction with the Executive Director, shall render to the Board of Directors or whenever otherwise requested, correct statements and reports showing the financial condition of the Association and together with the Executive Director, shall present the Association's budget to the Board for its approval. He or she may sign corporate documents and instruments as necessary.

The Secretary-Treasurer shall exercise such other and further duties as may be designated by the Board of Directors or these By-laws.

Article IV

Meetings

Sec 1: There shall be an annual meeting of the Association, held during June of each year. The purpose of this annual meeting shall be to conduct elections and to conduct other matters of interest to the general membership. At least fifteen (15) days prior to the date of the annual meeting, announcements of the meeting, and the names of the candidates the Nominating Committee is putting forth for election, shall be provided to the membership via the Association's website, email communications and such other means as are deemed appropriate by the Board.

Sec 2: Special meetings or electronic votes of the membership may be called by the President, a majority of the Board of Directors or a written petition of at least four members. Notice of such meetings or electronic votes shall be given to the membership seventy-two (72) hours in advance.

Sec 3: Meetings of the Board of Directors shall be held at least six (6) times a year at such time and place as decided by the President. A majority of the Board of Directors shall constitute a quorum. The President shall also convene a special meeting or electronic vote of the Board of Directors within seven days of any request for such a meeting joined by three (3) or more members of the Board.

Article V

Programs

Sec 1: The Association shall offer the following Programs: Recreational Program, Teen Program and Travel Program.

Sec 2: The Recreational Program will be open to all youth soccer players, regardless of ability, through the eighth grade. The Recreational Program will be organized through neighborhood and/or school-based soccer clubs as established by the Board of Directors in consultation with the Recreational Committee (established in Article VI).

Sec 3: The Teen Program will be open to all recreational soccer players, regardless of ability, who are students in high school. The Teen Program will be organized by groups as established by the Board of Directors in consultation with the Teen Program Committee (established in Article VI).

Sec 4: The Travel Program will be open to all players who qualify based upon their athletic ability and soccer skills as determined in a try-out or other selection process as established by the Travel Committee (as established in Article VI).

Sec 5: The Board may provide for the Association to establish and conduct additional activities, including but not limited to programs, clinics, camps, exhibitions, tournaments and classes, as it sees fit to further the mission, vision and purposes of the Association. Any such activities shall be carried out under the direction of the Executive Director or such of the staff as the Executive Director may designate, or some other management structure or form as designated by the Board of Directors.

Article VI

Program Committees

Sec 1: The Association shall have three permanent Program Committees, as set forth below.

a. Recreational Program Committee. The Recreational Program Committee shall consist of the Manager of each neighborhood and/or school based recreational club as established by the Board in consultation with the Recreational Program Committee. For purposes of these by-laws, the TOPS soccer program is considered a neighborhood recreational club.

i. Each recreational club shall designate an individual to serve as the Club Manager. In the event of an unfilled Club Manager position, the Executive Director may appoint an interim Club Manager.

ii. Each Club Manager shall serve as a member of the Recreational Program Committee. The Club Managers serving on the Recreational Program Committee shall elect one of them as the Chairperson of the Recreational Program Committee. The Chairperson of the Recreational Program Committee will serve on the Association Board of Directors for as long as he or she is the Chairperson of the Recreational Program Committee.

iii. Each Club Manager shall exercise the vote of the recreational club in any meeting or vote of the membership of the Association. A Club Manager may designate someone else to cast the Club's vote at such a meeting or vote if the Club Manager is unavailable.

iv. The Recreational Program Committee shall meet at the request of the Executive Director, the Chairperson of the Committee, or three members of the Committee, and shall include at its meetings the Executive Director and any other Association staff deemed necessary to the meeting by the Executive Director.

v. The Recreational Program Committee shall be responsible for advising and directing the Executive Director as to the management of the Recreational Program of the Association, including playing rules, competition formats, disciplinary procedures, organizational structure, and operating procedures, subject to these by-laws and the policy direction of the Board.

vi. The Recreational Program Committee may, by a two-thirds majority vote of its members, decide to organize itself in a different manner than by neighborhood and/or school based clubs.

b. Teen Program Committee. The Teen Program Committee shall consist of at least three members, to be appointed by the Executive Director.

i. The members of the Teen Program Committee shall elect one of them as the Chairperson of the Teen Program Committee. The members of the Teen Program Committee may, by majority vote, invite other persons, including player representatives, to join the Committee in their discretion.

ii. The Chairperson of the Teen Program Committee shall serve on the Association Board of Directors for as long as he or she is the Chairperson of the Recreational Program Committee, and shall exercise the vote of the Teen Program Committee in any meeting or vote of the Association's membership.

iii. The Teen Program Committee shall meet at the request of the Executive Director, the Chairperson of the Committee, or two members of the Committee, and shall include at its meetings the Executive Director and any other Association Staff deemed necessary to the meeting by the Executive Director.

iv. The Teen Program Committee shall be responsible for advising and directing the Executive Director as to the management of the Teen Program of the Association, including playing rules, competition formats, disciplinary procedures, organizational structure, and operating procedures, subject to these By-laws and the policy direction of the Board.

c. Travel Program Committee. The Travel Program Committee shall consist of voting and non-voting members. The voting members shall consist of the Chairperson of the Travel Program, the Boys Travel Commissioner, the Girls Travel Commissioner, the Secretary, the Chairperson of the Travel Finance Committee, and two At-Large members. The non-voting members shall consist of the WAGS, NCSL and ODSL representatives, and such other persons as shall be appointed by a majority of the voting members of the Travel Program Committee.

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i. Each travel team shall designate an individual to serve as the Team Manager. The Team Managers shall, together, form the Travel Program Council. The Travel Program Council shall have, at a minimum, an annual general meeting, and such other meetings as may be called by the Chairperson of the Travel Program Committee. The Travel Committee Chairperson, Boys Travel Commissioner, Girls Travel Commissioner, Secretary, Finance Chairperson and two At-Large positions will be elected by a majority vote of the Travel Team Council, each Team Manager having one vote, such elections to be conducted at the annual general meeting. All elected committee members shall serve terms of two years, except that at the first annual general meeting of the Travel Program after the adoption of these by-laws the Chairperson, Secretary, and Finance Chairperson will be elected for a term of one year, and thereafter for terms of two years.

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ii. Other, non-voting committee members, including The WAGS, NCSL and ODSL representatives will be appointed by a majority vote of the elected committee members. Such representatives shall be appointed at the first meeting of the Travel Program Committee following the annual general meeting and shall serve a period of one year, subject to unlimited re-appointment.

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v. iii. The Travel Program Committee may, by majority vote, invite other persons, including player representatives, to join the Travel Committee as non-voting members in their discretion.

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iv. The Chairperson of the Travel Program Committee will be a member of the Association Board of Directors for as long as he or she is the Chairperson of the Travel Program Committee, and shall exercise the vote of the Travel Program Committee in any meeting or vote of the Association membership.

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v. The Travel Program Committee shall meet at the request of the Executive Director, the Committee Chairperson, or three members of the Committee, and shall include at its meetings the Executive Director and any other staff deemed necessary by the Executive Director.

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vi. The Travel Program Committee shall be responsible for advising and directing the Executive Director as to the management of the Travel Program of the Association, subject to these by-laws and the policy direction of the Board.

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Sec. 2: Each of the Program Committees may, in its discretion, appoint sub-committees, which may include non-members of the Program Committees, to assist in its duties and responsibilities. Each such subcommittee must be approved by a majority of the relevant Program Committee and must be provided with a written description of its charter.

Article VII

Standing And Temporary Committees

Standing Committees may be established by the President with approval of the Board of Directors. The charter of any standing committee shall be set forth in writing. The Board may also establish additional committees of temporary duration as it deems necessary. Any such temporary committee shall be given a written description of its charter.

Article VIII

Executive Director

The Board shall employ an individual to serve as Executive Director of the Association. This person shall become an employee of the Association and shall be responsible to the Board of Directors for the management of the Association, its recreational, teen, travel and other programs and activities, as well as its employees, contractors and volunteers, subject to these by-laws and the policy direction of the Board. The Executive Director shall perform such additional duties as may be assigned by the Board of Directors. The Executive Director may employ, contract with, or appoint other persons to work for or assist the Association, provided that such positions are included in a budget submitted to and approved by the Board, or such positions are otherwise approved by the Board. The Executive Director, or his or her designee, shall collect and receive all monies due or belonging to the Association. The Executive Director, or his or her designee, shall deposit same in a bank designated by the Board of Directors in the name of the

Association. The Association's books at all times shall be open to inspection of the Board, and the Executive Director shall report at every Board meeting the condition of the Association's finances. The Executive Director shall be responsible to the Board for all receipts and disbursements of Association funds. In consultation with the Program Committees, and together with the Secretary-Treasurer, the Executive Director shall prepare and present the Association's annual budget to the Board for its approval.

Article IX

Non-Voting By Association Employees

No employee of the Association may hold a voting position as a member of the Association, director of the Association or member of a Program Committee. Employees of the Association may serve in an advisory capacity to a Program Committee, and may vote in a subcommittee of a Program Committee, or a standing or temporary committee of the Board, provided that the charter of such subcommittee, standing committee or temporary committee expressly allows such vote.

Article X

Rules of Order And Methods of Communication and Voting

Sec. 1: Roberts Rules of Order, Revised, shall govern the proceedings of all meetings of The Association and its constituent parts, except as provided in these Bylaws.

Sec. 2: Communications with Association Directors, Officers, Program Committee Members, the Executive Director and other employees of the Association may take place via email or other electronic means, including all official notices and other communications within these by-laws. Votes of the Board of Directors, Members and Program Committees may be taken by email or other electronic means. Every Director, Officer, Member, and Program Committee member must maintain a valid email address and furnish such address, and any changes to such address, to the Executive Director for purposes of communicating Association business.

Article XI

Delegations

Delegations or special committees, as may be necessary, may be appointed by the President to represent the Association in any convention or meeting, subject to the approval of and/or direction of the Board of Directors. Such delegations shall be free to vote on all matters unless specifically instructed by the Board of Directors.

Article XII

Audit

The Executive Director shall provide for an annual audit of the financial accounts of the Association, the results of which will be made available to the Association's members.

Article XIII

Amendments

These Bylaws may be amended by a two-thirds (2/3) or more vote of the members present at any regular or special meeting, provided that the members shall be given written notice of the proposed amendment(s) at least ten (10) days prior to the meeting at which the amendment(s) shall be acted upon. Publication of a general notice of proposed Bylaw changes on the home page of the Association website and via electronic distribution to members shall constitute adequate notice.

Article XIV

Corporate Records

Sec 1: The Association shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Association.

Sec 2: The Association shall maintain appropriate accounting records.

Sec 3: The Association shall maintain a record of its members, in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order.

Sec 4: The Association shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Sec 5: The Association shall keep a copy of the following records:

- a. Its articles or restated articles of incorporation, all amendments to them currently in effect, and any notices to members regarding facts on which a filed document is dependent;
- b. its bylaws or restated bylaws and all amendments to them currently in effect;
- c. the minutes of members' meetings, and records of all actions taken by members without a meeting, for the past three years;
- d. all written communications to members concerning official business of the Association within the past three years;
- e. a list of the names and business addresses of its current directors and officers; and

f. its most recent annual report filed with the State Corporation Commission.

Article XV

Dissolution

The Association may be dissolved at any time by a vote of two-thirds (2/3) or more of the members present at any regular or special meeting, provided that the members shall be given written notice of the proposed dissolution at least ten (10) days prior to the meeting at which the dissolution shall be acted upon. Publication of a general notice of proposed dissolution on the home page of the Association website and via electronic distribution to members shall constitute adequate notice.

Article XVI

Transitional Period

Upon adoption of these by-laws, the current Board of Directors of the Association will continue to serve until a new election is held pursuant to these by-laws. A new election shall be held at a special meeting or via electronic vote of the Members for that purpose as soon as possible after adoption of these by-laws.