

McLean Youth Soccer Bylaws
Passed March 10, 2008

Article I — Name

A. The name of the Association shall be McLean Youth Soccer Association t/d/b/a "McLean Soccer". B. The Association shall be a non-stock corporation organized under the laws of the Commonwealth of Virginia and shall seek tax-exempt status under the Regulations of the Internal Revenue Service.

Article II — Purpose

The purpose of McLean Soccer shall be to organize, promote, and regulate soccer activities in the McLean area.

Article III — Membership

Any parent or legal guardian of a member who is registered to play soccer shall be considered a member of and be entitled to one (1) vote in this organization for one (1) year from the date of last registration. No one shall be denied participation because of a lack of money to pay the registration fee.

Article IV — Government

Sec 1: The government of McLean Soccer shall be vested in a Board of Directors.

a. The Board of Directors shall consist of the following five (5) officers: Chairman, Vice Chairman, Commissioner, Travel Director and Treasurer and at least six (6) other members elected by the general membership as prescribed by the Bylaws. All elected members serve for two (2) year terms unless a shorter term is otherwise provided. The Board of Directors by majority vote will determine the proper staggering of the terms of the board members at the time that they indicate to the nominating committee what positions need to be filled. This may necessitate one-year terms at times for certain positions.

b. Up to three (3) other members may be appointed to the Board of Directors if nominated by the Chairman or at least three (3) other Board members and approved by a majority vote of the Board of Directors. Such appointments shall last until the next annual membership meeting.

c. A nomination to replace an elected board member or to approve or replace an appointed board member shall be raised at least one Board meeting before the Board of Directors votes to allow for discussion. This rule may be waived if agreed to by unanimous consent of those present and voting.

Sec 2: The Board of Directors shall be responsible for managing McLean Soccer affairs subject to the will of the membership.

Sec 3: Election of the elected members of the Board of Directors shall be by majority vote of the voting members present at the annual meeting of McLean Soccer. There shall be no voting by proxy.

Sec 4: The maximum consecutive service by any Officer in any one office on the Board of Directors is six (6) years unless (i) the Board of Directors approves a further continuation of service by an individual in an Office by a secret ballot vote of at least two-thirds of the Directors present at a meeting of the Board in advance of the annual meeting and (ii) the members elect such individual to such office as provided by Section 3 above.

Sec 5: There shall be a standing Nominating Committee chaired by the Vice Chairman and further comprised of two (2) Board members and at least two (2) non-Board members appointed by the Vice Chairman. The members of the Nominating Committee shall be approved by a majority vote of the Board of Directors. The Board of Directors shall provide the Nominating Committee with the Board positions to be filled no later than the second to last Board meeting prior to the

annual meeting. The Vice Chairman shall present the slate to the Board of Directors for approval of each individual candidate no later than the last Board meeting prior to the annual meeting. The Vice Chairman shall present the Board's recommendations to the membership at the annual meeting. Another candidate or candidates may be placed in nomination from the floor at the annual meeting for individual Board positions.

Sec 6: All elected Board members shall take office immediately upon election.

Sec 7: Vacancies of the elected and appointed Board members shall be filled by the Chairman after obtaining consent of a majority of the Board of Directors. Such appointees shall serve the remainder of the term of the individual being replaced. A vacancy of the office of Chairman shall be filled by the Vice Chairman. For the purpose of the six (6) year limitation in Article IV, Sec 4, a person serving over one-half (1/2) of a full term shall be deemed to have served a full term.

Sec 8: A vacancy in the office of Chairman, because of death or prolonged absence, may be declared by a two-thirds (2/3) or more vote of the Board of Directors at a duly called meeting.

Article V -- Meeting

Sec 1: There shall be an annual meeting of McLean Soccer, held during March 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 ten (10) 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 published on the McLean Soccer website and distributed by e-mail to the membership.

Sec 2: 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 Chairman. A majority of the Board of Directors shall constitute a quorum.

Sec 3: Special meetings of the membership may be called by the Chairman, a majority of the Board of Directors or a written petition of at least one hundred (100) members. Notice of such meetings shall be given to the membership seventy-two (72) hours in advance. Petitions for special meetings must be presented in triplicate, one copy to the Chairman, one copy to the Commissioner, and one copy to the Travel Director.

Article VI -- Duties of Officers

Sec 1: The Chairman shall:

- a. Preside at all membership meetings and at Board of Directors meetings and be responsible for establishing the agenda for such meetings.
- b. Assign duties to the members of the Board of Directors.
- c. Be responsible for the overall activities of McLean Soccer and serve as liaison between McLean Soccer and McLean Youth Inc.
- d. Be an ex-officio member of all committees.
- e. Represent McLean Soccer with respect to all other organizations in compliance with Article X.

Sec 2: The Vice Chairman shall:

- a. Serve as assistant to the Chairman.
- b. Preside at membership meetings in the absence of the Chairman or in the event of a vacancy in the Office of Chairman, as determined by the Board of Directors in accordance with the Bylaws, and perform all duties and assume all responsibilities and authority of the Chairman for the remainder of the term.
- c. Chair the Nominating Committee as described in Article IV, Sec 5.

Sec 3: The Commissioner shall: Supervise all the organizational and operational aspects of the recreational programs.

Sec 4: The Travel Director shall: Supervise all the organizational and operational aspects of the travel programs.

Sec 5: The Treasurer shall:

- a. Be responsible for keeping the financial books of McLean Soccer.
- b. Prepare a budget prior to each season for approval by a majority of the Board of Directors.
- c. Report on the finances of the organization at each Board of Directors meeting and at the annual meetings.
- d. Receive and disburse funds as directed by the Board of Directors.

Article VII - Removal from Office

Sec 1: Any Board member who misses three (3) consecutive regularly scheduled Board of Directors meetings may be removed from the Board of Directors, unless good cause is established to the satisfaction of the majority of the other Board members.

Sec 2: If it shall be called to the attention of the Board of Directors that it would be in the best interest of McLean Soccer that a person be removed from the Board, that person may be removed by the following procedure:

- a. Notification in writing to the Board member in question of pending action concerning his or her removal at least ten (10) days prior to consideration by the Board of Directors.
- b. For due cause and by a vote of at least two-thirds (2/3) of the Board of Directors, the Board of Directors shall recommend to the membership at the next regularly scheduled membership meeting that such Board member should be removed from office.
- c. For due cause and by a secret ballot vote of two-thirds (2/3) of the members present at such membership meeting, the person shall be removed from office.

Article VIII -- Standing Committees

Standing Committees may be established by the Chairman with approval of the Board of Directors.

Article IX -- Rules of Order

Roberts Rules of Order, Revised, shall govern the proceedings of all meetings of McLean Soccer and its constituent parts, except as provided in these Bylaws.

Article X -- Delegations

Delegations or special committees, as may be necessary, may be appointed by the Chairman to represent McLean Soccer 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 XI -- Coaches' Code of Conduct

The Board shall adopt an appropriate Coaches' Code of Conduct and shall amend and modify it as necessary.

Article XII —

Not used.

Article XIII -- Indemnification

The Board shall adopt an appropriate policy for the Indemnification of Directors, former Directors, or any person who may have served at the request of a Director and shall amend and modify it as necessary.

Article XIV -- 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 in the local press shall constitute adequate notice.

Article XV —Dissolution

In the event the Association decides to dissolve and cease operation,

A. The dissolution shall be made 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 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 in the local press shall constitute adequate notice.

B. Upon dissolution of the Association, no board member, officer or member shall benefit by receiving any asset of the Association. All such remaining assets shall be distributed to successor or similar organizations, the decision of the board being final in determining which such organizations.