

**By-Laws
of
Vienna Youth Soccer, Incorporated**

Amended June 2, 2008

Table of Contents

Article I: Identification

- Section 1.01 Name of the Corporation
- Section 1.02 Registered Office and Agent
- Section 1.03 Fiscal Year

Article II: Purposes

- Section 2.01 Purposes

Article III: Membership

- Section 3.01 Parent Members
- Section 3.02 Non-Parent Members
- Section 3.03 Application for Membership
- Section 3.04 Approval of Applications
- Section 3.05 Vesting of Membership

Article IV: Meetings

- Section 4.01 Place of Meetings
- Section 4.02 Annual Meetings
- Section 4.03 Special Meetings
- Section 4.04 Notice of Meetings
- Section 4.05 Voting
- Section 4.06 Proxies
- Section 4.07 Order of Business
- Section 4.8 Voting List

Article V: Directors

- Section 5.01 Designation
- Section 5.02 Election and Term of Office
- Section 5.03 Regular Meetings
- Section 5.04 Removal
- Section 5.05 Vacancies
- Section 5.06 Sub-Board or Committee
- Section 5.07 Board of Directors Chair
- Section 5.08 Rules and Conduct of the Games Committee
- Section 5.09 Organization Meeting

- Section 5.10 Special Meetings
- Section 5.11 Waiver of Notice
- Section 5.12 Quorum
- Section 5.13 Order of Business

Article VI: Officers

- Section 6.01 Designation
- Section 6.02 Election and Term of Office
- Section 6.03 Nominating Committee
- Section 6.04 Nomination by Members
- Section 6.05 Ballots
- Section 6.06 Removal
- Section 6.07 Vacancies
- Section 6.08 President
- Section 6.09 Vice President Commissioners
- Section 6.10 Secretary
- Section 6.11 Treasurer
- Section 6.12 VYS Officers

Article VII: Adjudication, Enforcement, and Discipline (added June 2002)

- Section 7.01 Hearing and Appeal Procedures
- Section 7.02 Jurisdiction of the BOD Appellate Review Committee
- Section 7.03 Jurisdiction of the Board of Directors
- Section 7.04 Due Process
- Section 7.05 Instituting Legal Proceedings.

Article VIII: Miscellaneous

- Section 8.01 Fidelity Bonds
- Section 8.02 Audit
- Section 8.03 Participation
- Section 8.04 Amendments

Article I: Identification

Section 1.01 The name of this corporation is Vienna Youth Soccer, Incorporated.

The intent of Vienna Youth Soccer, Incorporated (VYS) is the development of a friendly spirit of cooperation, sportsmanship, and skill development in soccer.

Section 1.02 The address of VYS is P.O. Box 993, Vienna, Virginia 22183. The initial registered agent of the Corporation was George Bennett, Jr., who registered the Articles of Incorporation of Vienna Youth Soccer, Incorporated as a resident of Virginia and a member of the Virginia State Bar. The name and address of the current VYS registered agent is contained on a list which is available from the Administrator.

Section 1.03 The fiscal year of VYS shall begin on the first day of January in each year and end on the last day of December in the same 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. The Corporation 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, 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 this VYS.

Section 3.02 Membership in VYS shall vest 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 (a) shall be automatically vested in this official, as defined above, of this corporation, for a period of time coincidental with his term as an official as defined elsewhere in these By-Laws.

Membership under Section 3.02 (b) 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.

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 be for a period of twelve months from the date of the favorable vote by the Board of Directors.

Section 3.04. The Board of Directors shall be required to act upon applications for membership under Section 3.02 (b) within forty-five (45) days of the receipt of such application by the Administrator. 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 twelve (12) months from such conclusive approval.

Section 3.05. Membership in VYS shall only be vested provided that the applicant agrees to abide by the Articles of Incorporation, By-laws, policies, procedures and decisions of VYS.

Article IV: Meetings

Section 4.01 Meetings of the VYS membership shall be held at such suitable place convenient to the VYS membership 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. At this meeting, officers, and directors shall be elected of the VYS members, as called for in these By-Laws. The members may also transact such VYS business as may properly come before them including By-Law revisions that have been included in the annual meeting announcement.

Section 4.03 It shall be the duty of the President 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 e-mail 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, the notification requirements of this section will be considered to have been met, and the meeting shall be held not less than 48 hours from the time the original annual meeting was called.

Section 4.05 The presence of at least 25 members shall be in attendance to form a quorum at the annual meeting.

Section 4.06 At every VYS meeting of members, each member present in person shall have the right to cast only one vote on each question. The vote of the majority of those

present in person and voting at a meeting shall decide any question brought before such meeting, unless the question is one upon which, by express provision of statute, or of Articles of Incorporation, or of these By-Laws, a different vote 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 The order of business at all VYS membership meetings of the members shall be as follows:

- (a) Proof of notice of meeting
- (b) Reading of minutes of preceding meeting
- (c) Reports of Officers
- (c) Reports of Committees
- (g) Election of Officers and Directors
- (f) Old Business
- (h) New Business
- (i) Adjournment

Section 4.09 It shall be the duty of the Administrator to maintain a record of VYS members entitled to vote at a meeting.

Article V: Directors

Section 5.01 The affairs of VYS shall be governed by the VYS Board of Directors which 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. No decrease of the Board of Directors shall have the effect of shortening the term of any incumbent director. The following VYS Officers shall serve as members of the VYS Board of Directors:

- (a) President
- (b) VP of House
- (c) VP of Operations
- (d) VP of Travel

(e) VP of Referees

(f) VP of Fields

(g) Secretary

(h) Treasurer

All other members of the board of directors shall be elected at large, i.e., without specific VYS officer duties. This shall not be construed as preventing any other VYS officer from also serving on the Board of the Directors. It does, however, require that any member interested in serving both as a VYS officer not designated above (as serving ex officio on the Board) and as a member of the Board must be elected independently to both positions.

Section 5.02 At each VYS annual meeting, or at any special meeting called for that purpose, the VYS members shall elect directors and officers as designated in Sections 5.01 and 6.01, both inclusive, to hold office until the next succeeding annual meeting. Each director so elected shall hold office for the term for which he is elected and until a successor shall be elected and qualified.

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 a designate, personally, or by mail, telephone, or E-mail at least seventy-two (72) hours prior to the time named for such a meeting.

Section 5.04 At any VYS regular BOD or special meeting of the VYS members duly called, 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 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 though 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 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 By-Laws. 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 Board of Director meetings and, if a different person holds the Office of President, coordinate closely with the VYS 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 in order to legally constitute such meeting.

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, E-mail, or telegraph, 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 Chairperson or 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 shall be 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 The order of business at all meetings of the VYS Board of Directors shall be as follows:

- (a) Calling of the roll
- (b) Proof of notice of meeting
- (c) Reports of Officers and/or Directors
- (d) Reports of Committees
- (e) Old Business
- (f) New Business

(g) Adjournment

Article VI: Officers

Section 6.01 The seasonal 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. The VYS Officers shall consist of the following positions:

- (a) President
- (b) VP of Operations
- (c) Secretary
- (d) VP of House
- (e) VP of Travel
- (f) VP of Referees
- (g) VP of Fields
- (h) Treasurer
- (i) Members at Large

plus such others as may be authorized by the Board of Directors from time to time. The current list of VYS officer positions is maintained by the Administrator, and included, for informational purposes, on the VYS web site. The specific names of the VYS officers filling those positions is also maintained by the Administrator.

The principal coordinating committee within VYS shall be the Board of Directors and such other officers, officers pro tem, assistant officers, VYS-designated committee members and agents, as may be authorized by the Board of Directors. The current list of VYS officer positions and office holders shall be maintained by the Administrator.

Section 6.02 At each VYS annual meeting or at any special meeting called for that purpose, 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 headed by the VYS Secretary. It shall be the function of this Committee to nominate persons to fill each of the officer positions set forth in Section 5.01 and the director positions set forth in Section 6.01 of these By-Laws. The Nominations Committee shall report its nominees 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 Twenty-four hours prior to any VYS annual meeting or at any special meeting called for the purpose of election of officers and directors, any member may nominate in writing a person in writing or by Email of their choice to fill any position.

Nominations must be submitted to the Administrator and will close 24 hours prior to the scheduled meeting start time. In exception, 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 as provided for herein shall be by secret ballot of the members present for contested positions and by secret ballot or open vote (based upon majority preferences) for uncontested positions. Election to any position shall be by majority vote of the members present and voting for filling such position.

Section 6.06 At any VYS regular or special meeting 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 opportunity to be heard at this meeting.

Section 6.07 Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the Board of Directors or of those remaining directors, even though less than a quorum of the Board of Directors, whichever is less. Any vacancy occurring in the other Officers may be appointed by the President, except in the case of multiple candidates or volunteers for such a vacant position. In such a case, the VYS Board of Directors or their designee shall decide by majority vote.

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. The President shall have all the general powers and duties which are normally vested in the office of president of a corporation. These powers include, but are not limited to, the power to appoint committees (such as Planning or Field Development) from among the membership in the President's discretion and where not inconsistent with these By-Laws, and decide what is appropriate to carrying out the purposes of VYS. Appointees to such committees shall be officers of the VYS.

From time to time, the President shall recommend to the Board of Directors for their approval proposed VYS organization, and/or other matters (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 Board of Directors for their approval. The President shall execute the decisions of the Board of Directors. The Administrator shall maintain a copy of all approved organization, budgets, etc., 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 member of the VYS Officers, Board of Directors, 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 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 some other officer to do so on an interim basis. The designee shall also perform such other duties as the By-Laws may provide or the Board of Directors may from time to time prescribe.

Section 6.10 The Secretary shall attend all VYS meetings of the members and of 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 and the seal of VYS, and see that the seal is affixed to all documents, the execution of which on behalf of VYS under its seal is duly authorized. The Administrator shall attend to the giving of all notices and shall have other duties as prescribed in the By-Laws.

Section 6.11 The Treasurer 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 the Corporation. The Treasurer 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 shall also perform such other duties as the By-Laws may provide or the Board of Directors may from time to time prescribe.

Section 6.12 VYS Officers shall be responsible for administering their respective sponsored divisions or programs in accordance with any policies or procedures established by the Corporation.

Article VII: Adjudication, Enforcement, and Discipline

Section 7.01 Hearing and Appeal Procedures 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 VYSA's Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.

Section 7.02 Jurisdiction of the BOD Appellate Review Committee.

a. The BOD Appellate Review Committee shall have the following jurisdiction:

- (1) to consider and adjudicate appeals of decisions of members of the Corporation;
- (2) to consider and adjudicate appeals of decisions of any individual, committee, or group having responsibility for administering an activity conducted or sponsored by the

Corporation; and

(3) to consider and adjudicate allegations of assaults and abuses on referees and linesmen as provided under USSF rules.

b. All protests and appeals procedures must be exhausted before a matter will be considered by the BOD Appellate Review Committee.

c. The appeal of a decision under subsection a (1) or (2) of this section must be submitted to the BOD Appellate Review Committee within 48 hours of the decision. Any appeal shall be in writing and shall be accompanied by cash, certified check, or money order for \$150 made payable to "VYS, Inc.". If no appeal is submitted within this time period, then the decision made under subsection (1) or (2) shall be final and may not be appealed either to the BOD Appellate Review Committee or the VYSA Appeals Committee. If the appeal is upheld, the fee will be returned. If the appeal is denied, the fee will be deposited in the general fund of VYS.

d. All decisions of the BOD Appellate Review Committee shall be by majority vote and in writing.

e. A decision of the BOD Appellate Review Committee is the final decision of the Corporation. The decision may only be appealed to the VYSA's Appeals Committee that shall have jurisdiction to approve, modify or reverse the decision.

Section 7.03 Jurisdiction of the Board of Directors.

a. The Board of Directors of the Corporation 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, By-laws, and rules and policies.

b. Except as provided in section 1. a. (3) of this article, the Board of Directors shall have the sole right and authority to suspend, expel, or otherwise discipline for violating the VYS's Articles of Incorporation, By-laws, 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 the 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 the 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 Due Process. 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 matter in support, rebuttal, mitigation, or extenuation in regard to the party.

Section 7.05 Instituting Legal Proceedings.

a. No party may invoke the aid of any court without first exhausting all administrative remedies provided in these By-laws and in the rules and By-laws of VYSA.

b. For violating this section, the offending party is subject to sanctions and fines, and is liable to VYS for all expenses VYS and its officers, employees, and agents incurred in defending any court action, including but not limited to the following:

1) court costs;

2) attorney fees;

3) reasonable compensation for time spent by the Corporation, its officers, employees, and agents in the action, including responses to discovery and court appearances;

4) travel expenses; and

5) expenses for holding special meetings necessitated by the court action.

6) any compensation awarded by the court.

Article VIII: Miscellaneous

Section 8.01 The VYS Board of Directors shall require that all VYS Officers and Directors of VYS handling or responsible for corporate VYS funds shall furnish adequate fidelity bonds and the premiums shall be paid by VYS.

Section 8.02 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 the Corporation for each fiscal year, to be presented at the annual membership meeting.

Section 8.03 It shall be required that each child participating in a program under the auspices of VYS who is in attendance at the beginning of and in uniform for a soccer match, shall play at a minimum, barring health or safety reasons, injury, expulsion by referee, or explicit sanctions by the player's coach for lack of attendance or improper conduct at practices or games, one half of that match. Select programs are exempt from this requirement.

Section 8.04 These By-Laws 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.