

STERLING YOUTH SOCCER
ASSOCIATION, INC.

BY LAWS

ADOPTED APRIL 20, 1999
REVISED JANUARY 24, 2005
REVISED SEPTEMBER 2013

ARTICLE I
NAME AND LOCATION OF CORPORATION

SECTION 1. Name. The name of the Corporation is: Sterling Youth Soccer Association, Inc. Its principle office is located in Sterling, Virginia. The mailing address of the Corporation is:

STERLING YOUTH SOCCER ASSOCIATION, INC.
P.O. BOX 650098
POTOMAC FALLS, VIRGINIA 20165

ARTICLE II
PURPOSE AND POWERS

SECTION 1. The Corporation is organized for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, including primarily the following: the establishment and supervision of a program of soccer education, training and competition of and by all children in Loudoun County, Virginia without regard to race, color or creed; the solicitation and receipt of contributions from the public for its purposes; the provision of free equipment for engaging in sports to those children who cannot otherwise afford such equipment; the encouragement of youth participation in, and the organization of, clinics, tournaments, leagues, and play-offs; and the development of good character and sportsmanship of youth; provided, however, that the Corporation shall not intervene or participate directly or indirectly in any political campaign; and provided further, that the Corporation's programs and facilities are available to any child who desires to participate, is physically able, and has reached the qualifying age level for participation.

ARTICLE III

MEMBERSHIP

SECTION 1. Voting Membership. Any parent or guardian who has a child who is in the Sterling Youth Soccer program within the current operating calendar year is entitled to vote on all matters which a vote of the membership is required or permitted.

SECTION 2. Membership Eligibility. The eligibility requirements for membership in the Corporation are those set forth in the Article of Incorporation. The Board of Directors may publish such regulations concerning memberships as it may determine to the extent that such regulation remain consistent with the Corporation's Articles.

SECTION 3. Membership Meetings. Meeting of the members shall be held in Loudoun County, Virginia at such locations as shall be determined by the Board of Directors.

SECTION 4. Annual Corporation Meetings. Annual meetings shall be held at such a place and such dates as may be determined by the Board of Directors, subject to the limitations specified in Article III, Section 2. Annual meeting shall be held prior to December 15th each calendar year.

SECTION 5. Special Meetings. Special meetings of the members may be called by the Board of Directors or by least sixty (60) voting members. Business transacted at any special meetings of members shall be confined to the purposes stated in the notice thereof.

SECTION 6. Notice. Notice of regular annual and special meetings shall be promulgated to the members through printed in newspaper of the local circulation in Loudoun County and/or other appropriate notice to the members. The notice shall be published or otherwise delivered not more than sixty (60) days and not less than fourteen (14) days in advance of the scheduled date of meeting. The notice shall state the location, date and hour of the meeting in question. The notice of a special meeting shall state the purpose for which the meeting has been called and the business to be transacted in the meeting.

SECTION 7. Quorum. The voting members actually present at any meeting but not less than 100 voting members shall be deemed to constitute a quorum and vote the majority so present shall decide any question brought before such meeting, except when the question is one upon which express provision of the laws and Sterling Youth Soccer Association, Inc., require a different vote. Such express provisions shall govern and control the decision of such questions.

ARTICLE IV

DIRECTORS

SECTION 1. Number. The Director of the Sterling Youth Soccer Association, Inc., shall be never (7) in number, of which one (1) shall be the Club President, unless the Articles of Incorporation shall be amended to specify an increase or a decrease in number of Directors.

SECTION 2. Election of Directors. Each Director shall be elected by the members of the Corporation except as otherwise provided within these By-laws or within the Articles of Incorporation. Ballots shall be cast prior to the fall season each year, elections may be held by online voting. (Added 1/24/2005) In the event that there are less candidates than open positions, the current Board will elect those candidates that have submitted candidacy for the open term.

SECTION 3. Term of Office. Except for the Initial Board of Directors, Directors shall be elected for a term of two (2) years. Terms shall be staggered between the six (6) Directors such that two (2) Directors' terms shall expire each July 31st. The Board term of the Club President expires with Presidency term of office.

SECTION 4. Vacancies. Should a vacancy occur on the Board of Directors, the remaining Directors shall be empowered to appoint an individual to fill the vacation position on the Board. Any vacancy occurring on the Board of Directors shall be filled by a vote of the remaining Directors at any meeting of the Board. Any Director appointed to fill a vacancy shall serve until the next election at which time the members shall elect a Director of fulfill the remaining portion of the original term of office. If more than one vacancy exists at the time of the next scheduled election the vacancies shall be filled based upon the total number of votes received. Candidates with the highest number of votes shall be seated in the vacant positions with the longest remaining term consecutively until all vacancies are filled.

SECTION 5. Commencement of Duties. Newly elected members of the Board of Directors shall be seated at the August meeting of the Board after the elections are held. Replacement members appointed by the Board Directors shall be seated immediately upon appointment.

SECTION 6. Voting Members. The voting members of the Board of Directors shall consist of the elected members of the Board of Directors and any individuals who may have appointed to fill a vacancy in accordance with Article IV Section 4.

SECTION 7. Meetings. All meetings of the Board of Directors shall be held in Loudoun County, Virginia and shall be open to the members of the Corporation. Regular meetings of the Board shall be held at such time and place as shall, from time to time, be determined by resolution of the Board. Special meetings may be called by the Chairperson of the Board on five (5) business days' notice to each Director, either personally or in writing. Special meeting may also be called I like manner and on like notice upon the written request of two (2) members of the Board.

SECTION 8. Board Officers. The members of the Board shall elect one of the members to serve as

Chairperson of the Board and one of the members to serve as Vice-chair of the Board. The term of this position is one (1) year. Board officers shall be elected each year at the August meeting of the Board of Directors.

SECTION 9. Quorum. A quorum for the transaction of business shall consist of at least a majority of the voting members of the Board at any Board meetings, assuming a minimum of five (5) voting members are present or have proxy. The act of a majority of the voting members of the Board present at any meeting where a quorum is present shall be the act of the Board of Directors.

SECTION 10. Form of Action. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting provided that the action be set down in writing and physically or electronically by two-thirds (2/3) of voting members of the Board.

SECTION 11. Minutes of the Meetings. The Board shall maintain a record of the minutes of all Board meetings and such records shall be available for inspection by all of the Corporation's members upon five (5) business days after Board approval.

SECTION 12. Membership Requirements. Directors must be members of the Sterling Youth Soccer Association, Inc. Membership is determined as a children that currently play or have played for Sterling Youth Soccer Association, Inc.

SECTION 13. Director Removal. Board Members that miss three (3) consecutive meetings may be removed with a majority vote of the other sitting members.

SECTION 14. Standing Committees. Standing committees of the Board of Directors shall exist and shall carry out such responsibilities as may be assigned from time to time by the Board of Directors. Standing Committee Chair people shall be prepared to report on the actions and finds of their committees at any regularly scheduled meeting of the Board of Directors.

SECTION 15. Service on Standing Committees. Each Director shall serve one (1) standing committee of the Board of Directors.

SECTION 16. Ad Hoc Committees. Ad Hoc or Special Committees needed by action of the Board of Directors.

ARTICLE V

CORPORATE OFFICERS

SECTION 1. Corporate Offices. The corporates of the Sterling Youth Soccer Association shall be as follows:

1. President
2. Vice President
3. Treasurer

SECTION 2. Appointment of Corporate Officers. The Board of Directors shall appoint Corporate Officers as specified in Section 1 of this Article. Appointments of Corporate Officer be for terms of three (3) years commencing of the 1st of each year. The Club President shall nominate Corporate Officer position for Board ratification.

SECTION 3. Vacancies. Vacancies occurring among the Corporate Officers shall be filled by a vote of the Board of Directors as they occur.

SECTION 4. Duties: President. The President shall be Chief Executive and Chief Operating Officer of the Corporation. The President shall exercise general and active management of the business and operations of the

corporation. The President shall:

1. Ensure that all resolutions and orders of the Board of Directors are executed.
2. Recruit such administrative and managerial officers as are necessary to operate the corporation's programs.
3. Remove or replace administrative managerial officers as necessary.
4. Upon approval of the Board of Directors, execute bonds, mortgages, and other contracts requiring a seal, under the seals of the corporation except where mandated by law to be otherwise signed and executed or where the signing and execution there of have been expressly delegated by the Board of Directors to some other officer

SECTION 5. Duties: Vice President. The Vice President shall:

1. Assume the office of the President, in the event of a vacancy in that office, with the approval of the Board of Directors.
2. Execute the duties of the President in the absence of the President.
3. Perform such duties as may be prescribed by the President, provided, however, that the Vice President shall not perform any duties that himself is not authorized to perform.
4. 4. Organize and oversee those activities necessary to operate the Sterling Youth Soccer Association program. Specific duties include:
 - a. Conduction player registration prior to each season.
 - b. Recruiting coaches and assistant coaches.
 - c. Arranging practice and competition fields for the travel and recreational programs.
 - d. Administering the assignments of travel and recreational programs.
 - e. Administering the ongoing operations of the travel and recreational programs.
5. Respond to inquiries and investigation complaints related to the recreational and travel programs. Report to the Corporate Officers and Board of Directors the results of any such investigation.
6. Serve as the spokesperson for the Board of Directors and the Officers to the volunteers and participants in the recreational and travel programs to communicate policies and procedures to the end that the Sterling Youth Soccer program may function as smoothly as possible.

SECTION 6. Duties: Treasurer. The Treasurer shall:

1. Have custody of corporate funds and shall keep full and accurate accounts of all receipts and disbursements in records belonging to the corporation.
2. Shall deposit all moneys and other valuable effects in the name of and to the credit of corporation, in such depositories as may be designated by the Board of Directors.
3. Disburse the fund of the corporation as may be ordered by the President, which prior approval of the Board of Directors, taking proper vouchers for such disbursements.
4. Render an account of financial condition of the corporation and of all transactions made by the

Treasurer to the President and the Board of directors at regular business meetings.

SECTION 7. Removal. Any Corporate Officer may be removed from office, with or without cause, and successor appointed by vote of the Board of Directors at any regular or special meeting of the Board.

ARTICLE VI

OPERATING OFFICERS

SECTION 1. Operating Officers. The Corporate Officers of the Sterling Youth Soccer Association shall recruit personnel to assume responsibility for various aspects of the operations of the Sterling Youth Soccer Association. They shall:

1. Determine the specific assignments to be fulfilled.
2. Recruit volunteers to fill those assignments.
3. Submit a list of all such volunteers of the Board of Directors for approval.

SECTION 2. Operating Officers not specifically named in this article shall:

1. Perform their duties as assigned by the Corporate Officers for which they themselves are authorized to perform.
2. Support and uphold the policies of the Sterling Youth Soccer Association.

SECTION 3. Removal. Any Operating Officer may be removed from the office, with or without cause, and a successor appointed by administrative action of the Corporate Officers.

ARTICLE VII

RECREATIONAL PROGRAM OPERATIONS

SECTION 1. Participation in Recreational Activities. All children in the Sterling Youth Soccer Association Recreational program shall participate in each practice session and in each game. Game participation shall be divided equitable amount the players present, subject of the restriction imposed by the format of the competition. In particular:

1. All players present for each competition (game) play. There shall be an equitable distribution of playing time among the players, unless players are being disciplined for infractions of association rules.
2. All players attending practices shall participate in the practice activities unless being disciplined for infractions of association rules.
3. The Coach shall notify the parent or legal guardian of a player and the Vice President prior to taking disciplinary action against a player.

SECTION 2. Player Participation during All Star Tournaments. All Star Tournaments play shall be considered competitive, not recreational play. Teams entered into a tournament shall make every effort to advance in the tournament competition and win. Coaches of teams participating in tournaments may allocate playing time among their players in the manner that will result in the greatest success for the team subject to the restriction that each player plays during each half of each game for which that player is present. The amount of playing time that each player receives during each half shall be determined at the discretion of the Coach.

SECTION 3. Registration. Each player participating in the Recreational (house) Program shall be formally registered each session. A complete registration form shall be required for each player; that form may be signed either by one of the player's parents or legal guardian. Players in the Recreational Program, who have reached the age of majority, may sign their own registration forms. Electronic registration is accepted as well as hard copy registration.

SECTION 4. Team Selections. The Corporate or Operating Officers or their delegates shall construction teams. The following shall be observed when construction teams:

1. Teams shall consist of players in the same age group whenever possible. Age groups shall be defined as the Virginia Youth Soccer Associations age group classifications in force at the time.
2. When insufficient numbers of players are present in a particular age group, that group may be combined with an adjacent age group.
3. Teams shall be made up of players of the same sex whenever possible. Players shall be assigned to teams in a manner that distributes player talent in any particular age group evenly among those teams constructed. This distribution maybe made by manual or automated means.

SECTION 5. Coaches. The Corporate Officers and Operating Officers shall select coaches for each team. These coaches may be selected from among those who volunteer to coach or form among personnel specifically recruited to coach. In addition, coaches may be replaced by the Corporate Officer or Operating Officers with or without cause during the course of the season upon notification to the Board of Directors. The Officers shall present a written list of coaches to the Board of Directors at the first board meeting following the start of each season.

ARTICLE VIII

COMPETITIVE (TRAVEL) PROGRAM OPERATIONS

SECTION 1. Oversight. The Vice President is the Corporation Officer in charge of the oversight and administration of the Travel Soccer program with the Sterling Youth Soccer Association.

SECTION 2. Purpose. The Travel program shall provide a program dedicated to the development and advancement of its youth players through participation in a competitive soccer program.

SECTION 3. Volunteer Recruitment. The Vice President assumes and operational responsibilities associated with the operation of the divisions.

SECTION 4. Coach Recruiting and Replacement. The Vice President shall organize and coordinate the search and selection process for coaches for the new teams forming for participation in the Travel program and to identify replacements for resigning coaches. The search and selection process shall follow the process described in the most version of the Sterling Youth Soccer Association Rules and Procedures.

SECTION 5. Registration. Each player participating in the Travel Program must register each season. Registration forms shall be signed by the player's parent or legal guardian. Players who have reached the age of majority, may sign their own registration forms. Electronic registration is accepted as well as hard copy registration.

ARTICLE IX

RULES AND DISCIPLINE

SECTION 1. Existence. There shall be a standing Rules and Discipline Committee when needed.

SECTION 2. Composition. This Committee shall consist of five (5) members:

1. One (1) Member of the Board of Directors.
2. One (1) Corporate or Operating Officer.
3. One (1) Parent or player registered in the Recreational Program.
4. One (1) Travel Program Coach.
5. One (1) Parent or player registered in the Travel Division.

SECTION 3. Appointment of Committee Members. The Chairman of the Board of Directors shall appoint the Director; the President shall appoint the participants. All appointees shall be place if the need arises.

SECTION 4. Policy and Procedure Manual. There shall be a Sterling Youth Soccer Association Policy and Procedure Manual. The most current version of this manual will be utilized to provide guidance and direction on the club's policies and procedures to the extent that they do not conflict with the By Laws of SYSA and the articles of Incorporation. The Policy and Procedure Manual may only be amended by a majority vote of the Board of Directors at any regular or special meeting of the Board at which a quorum is present.

ARTICLE X

MISCELLANEOUS

SECTION 1. Limits of Service. With the exception of the Board appointed President and Treasurer, no individual shall hold more than one position. Within the administrative structure of the Corporation at a given time. No individual holding a position within the administrative structure of the Club shall be a contractor or supplier of the Club (revised 1/24/2005)

SECTION 2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

SECTION 3. By-Laws. By-laws may be adopted, amended, or repealed by the vote of two thirds (2/3) of the entire Board of Directors. By-Laws may also be adopted, amended, or repealed during a meeting of the general membership of the Corporation. A quorum at such meeting shall be defined in accordance with Article 3, Section 7 of the By-Laws. A vote of two thirds (2/3) of the attending members shall be required to enact a proposed change.

SECTION 4. Bonding. All Directors and Officers having fiscal responsibilities shall be bonded.

SECTION 5. Financial Review. A review or audit of the accounts of the Corporation shall be conducted no less frequently than annually at the direction of the Board of Directors. The results of such review or audit shall be available for review of any members of the Corporations upon request.

SECTION 6. Investments. Investments of the funds of the Corporation shall be limited to deposits in one (1) or federal insured depository institutions and must be approved by the Board of Directors.

SECTION 7. Relations. No person may hold a Corporate Office or Directorial position while another member of that person's immediate family holds a bondable position with financial responsibilities within the Corporation.

SECTION 8. Compensation. No Director, Officer, or other volunteer shall receive compensation from Sterling Youth Soccer Association for any services he may render to the Sterling Youth Soccer Association, Inc. However, Directors, Officers, and other volunteers may be reimbursed for actual expenses incurred during the normal course of the performance of their duties.

SECTION 9. Employees. Sterling Youth Soccer Association, Inc. shall not employ any person or persons to perform corporate or operating functions.

SECTION 10. Contractors. The President of the Sterling Youth Soccer Association, Inc., upon approval of the Board of Directors, shall from time to time, contract with individuals or businesses for services that Sterling Youth Soccer does not or chooses not to perform internally or through other volunteer effort. These services may include but are not limited to the following:

1. Referees for recreational soccer games.
2. Professional soccer or general athletic training services.
3. Referee assignor.
4. League Administrator (Added 1/24/2005)

The Sterling Youth Soccer Association, Inc. shall not insure any contractor performing such services nor shall it provide any compensation or benefits beyond that compensation mutually agreed in the service agreement. (Amended 1/24/2005)

ARTICLE XI

CODE OF CONDUCT

SECTION 1. General Conduct of Members, Officers, and Directors of Sterling Youth Soccer Association, Inc. All personnel participating in the activities sponsored by the Sterling Youth Soccer Association, shall conduct themselves in a manner that promotes good citizenship, good sportsmanship, and the good of soccer. Persons exhibiting unacceptable behavior shall be subject to temporary suspension from participation in league activities or to permanent expulsion from the Association. Behavior considered unacceptable shall include but shall not be limited to:

1. Deliberate violation of SYSA policies and procedures.
2. Abuse of trust of SYSA for personal gain.
3. Consumption of alcoholic beverages at game or practices.
4. Use of foul or abusive language.
5. Directing physical or verbal threats toward any official, coach, assistant, spectator, and/or player.
6. Directing verbal abuse toward any individual.

