

**STERLING YOUTH SOCCER  
ASSOCIATION, INC.**

**BYLAWS**

**ADOPTED APRIL 20, 1999  
REVISED JANUARY 24, 2005**

## **ARTICLE I**

### **NAME AND LOCATION OF CORPORATION**

**SECTION 1.** Name. The name of this 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 409  
STERLING, VIRGINIA 20167

## **ARTICLE II**

### **PURPOSES 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 participating 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 Articles of Incorporation. The Board of Directors may publish such regulations concerning memberships as it may determine to the extent that such regulations remain consistent with the Corporation's Articles.

**SECTION 3.** Membership Meetings. Meetings 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 place and such dates as may be determined by the Board of Directors, subject to the limitations specified in Article III, Section 2. Annual meetings shall be held prior to December 15<sup>th</sup> 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 notice in a newspaper of local circulation in Loudoun County and/or other appropriate notice to 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 the 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 the vote of the majority so present shall decide any question brought before such meeting, except when the question is one upon which express provisions 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 Directors of the Sterling Youth Association Inc., shall be nine (9) in number, unless the Articles of Incorporation shall be amended to specify an increase or a decrease in the 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 during the special meeting during the spring season of each calendar year.

**SECTION 3.** Term of Office. Except for the Initial Board of Directors, Directors shall be elected for a term of three (3) years. Terms shall be staggered between the nine (9) Directors such that three (3) Directors' terms shall expire each calendar year.

**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 vacant 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 to 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 July meeting of the Board after the elections are held. Replacement members appointed by the Board of 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 been 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 meetings may also be called in 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 (1) of their number to serve as Chairperson of the Board, one (1) to serve as Vice-Chair, and one (1) to serve as Secretary of the Board. The term of this position is one (1) year. Board officers shall be elected each year at the July meeting of the Board of Directors.

**SECTION 9. Quorum.** A quorum for the transaction of business shall consist of at least six (6) voting members of the Board. 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 signed by two-thirds (2/3) of the voting members of the Board.

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

**SECTION 12.** Membership Requirements. Directors need not be members of the Sterling Youth Soccer Association, Inc.

**SECTION 13.** Directors can only be removed by a majority of the voting members of SYSA present at a duly called meeting.

**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 Chairmen shall be prepared to report on the actions or finding of their committees at any regularly scheduled meeting of the Board of Directors.

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

**SECTION 16.** Ad Hoc Committees. Ad Hoc or Special Committees may be formed as needed by action of the Board of Directors.

## **ARTICLE V**

### **CORPORATE OFFICERS**

**SECTION 1.** Corporate Officers. The corporate officers of the Sterling Youth Soccer Association shall be as follows:

1. President
2. Vice President of Recreational Soccer
3. Vice President of Travel Soccer
4. Treasurer
5. Secretary

**SECTION 2.** Appointment of Corporate Officers. The Board of Directors shall appoint Corporate Officers as specified in Section 1 of this Article by vote of the Board . Corporate Officer appointments shall be for terms of one year in duration, commencing on January 1st of each year.

**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 the 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 and managerial officers as necessary.

4. Upon approval of the Board of Directors, execute bonds, mortgages, and other contracts requiring a seal, under the seal of the corporation except where mandated by law to be otherwise signed and executed or where the signing and execution thereof have been expressly delegated by the board of directors to some other officer or agent of the corporation.

**SECTION 5.** Duties: Vice President of Recreational Soccer. The Vice President of Recreational Soccer shall:

1. Assume the office 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 of recreational soccer shall not perform any duties that the president himself is not authorized to perform.
4. Organize and oversee those activities necessary to operate the recreational (house league) portion of the Sterling Youth Soccer Association program.

Specific duties include:

- ◆ Conducting player registration prior to each season
  - ◆ Recruiting coaches and assistants
  - ◆ Recruiting administrative volunteers (division coordinators) to serve as a communications channel to teams, coaches, and parents of participants.
  - ◆ Arranging practice and competition fields for the recreational program.
  - ◆ Administering the assignment of teams to practice and competition fields.
  - ◆ Administering the ongoing operations of the recreational program.
5. Respond to inquiries and investigation complaints related to the recreational soccer program. 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 program to communicate policies and procedures to the end that the Sterling Youth Soccer program may function as smoothly as possible.

**SECTION 6.** Duties: Vice President of Travel Soccer. The Vice President of Travel Soccer shall:

1. Organize and oversee those activities necessary to operate the competitive (travel or select) portion of the Sterling Youth Soccer Association Program.

Specific duties include:

- ◆ Conducting player registration prior to each season.
- ◆ Recruiting personnel to perform administrative duties associated with participation in those leagues in which Sterling Youth Soccer enters teams.
- ◆ Arranging practice and competition fields for the competitive program.

- ◆ Administering the assignment of teams to these fields.
  - ◆ Administering the ongoing operations of the competitive program.
2. Respond to inquiries and investigate complaints related to the competitive soccer program. Report to the Corporate Officers and Board of Directors the results of any such investigation.
  3. Serve as the spokesperson for the Board of Directors and the Officers to the volunteers and participants in the competitive program to communicate policies and procedures to the end that the Sterling Youth Soccer program may function as smoothly as possible.
  4. Perform such duties as may be prescribed by the president, provided, however, that the Vice President of Travel Soccer shall not perform any duties that the president himself is not authorized to perform.

**SECTION 7. Duties: Treasurer.** The Treasurer shall:

1. Have custody of the 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, with prior approval of the Board of Directors, taking proper vouchers for such disbursements.
4. Render an account of the financial condition of the corporation and of all transactions made by the treasurer to the president and board of directors at regular business meetings and at other times as ordered by the board.

**SECTION 8. Secretary.** The Secretary shall:

1. Attend all meetings of the Officers and all meetings of the general Membership of the Corporation.
2. Maintain a record or minutes of all proceedings of such meetings in a book to be kept for that purpose.
3. Give or cause to be given notice of meetings.
4. Have custody of the seal of the corporation and shall have the authority, when so directed by the president, to affix the same to any instrument requiring it, and when so affixed, it may be attested to by the secretary's signature. The board of directors may give general authority to some other corporate officer to affix the seal of the corporation and to attest the affixing by that officer's signature.

**SECTION 9. 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.

**SECTION 10.** The President of SYSA, Treasurer, Vice President of Travel Soccer and Vice President of Recreational Soccer may attend all board of Directors meetings. The Corporate Officers receive a collective two representative votes as approved by the President, unless in the case the President is an acting Board member in which case only one Corporate Officer vote is recorded. (revised 1/24/2005)

## **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 to 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 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 equitably among the players present, subject to the restrictions imposed by the format of the competition. In particular:

1. All players present for each competition (game) shall 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 of rules.
3. The Coach shall notify the parent or legal guardian of a player and the vice president of recreational soccer prior to taking disciplinary action against a player.

Coaches are not obligated to make special provisions for players who arrive late for competitions or leave early.

**SECTION 2.** Player Participation During Tournaments. 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 the Recreational (house league) Program shall be formally registered each session. A completed registration form shall be required for each player; that form must 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.

**SECTION 4.** Team Selections. The Corporate or Operating Officers or their delegates shall construct teams. The following preferences shall be observed when constructing teams:

1. Teams shall consist of players in same age group whenever possible. Age groups shall be defined as the SYSA 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 may be made using manual or automated means.

**SECTION 5.** Coaches. The Corporate and Operating Officers shall select coaches for each team. These coaches may be selected from among those who volunteer to coach or from among personnel specifically recruited to coach. In addition, coaches may be replaced by the corporate and 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 OR SELECT) PROGRAM OPERATIONS**

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

**SECTION 2.** Purpose. The Travel Division 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 of Travel Soccer shall recruit personnel to assume the administrative and operational responsibilities associated with the operation of the division.

**SECTION 4.** Coach Recruiting and Replacement. The vice president of Travel Soccer shall organize and coordinate the search and selection process for coaches for 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 current version of the “Sterling Youth Soccer Association Rules and Procedures Manuel.”

**SECTION 5.** Registration. Each player participating in the Travel Program must register each season. Registration forms shall be signed by the player’s own parent or legal guardian. Players who have reached the age of majority, may sign their own registration forms.

## **ARTICLE IX**

### **RULES AND DISCIPLINE**

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

**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 Division 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 Participant from among the officers and the personnel drawn from the Recreational program; the Vice President of Travel Soccer shall appoint the personnel associated with the Travel Program. The Committee shall be a Standing Committee; all appointees shall be in place prior to the start of the season. Alternate Committee Members shall be designated by the Chairman of the Board of Directors; the President and Vice President of Travel Soccer from their prospective communities to service, if needed, in place of a regular committee member.

**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 (Corporate Officer, Operating Officer, or Director) 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 to the Club. (revised 1/24/2005)

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

**SECTION 3.** 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 a 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 member of the Corporation upon request.

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

**SECTION 7.** 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 for any service 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 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 employ any individual to perform these services or any other services and 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.

## **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 the Corporation for personal gain.
3. Consumption of Alcoholic beverages at games 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.