

BY-LAWS
OF
RAPPAHANNOCK COUNTY SOCCER ASSOCIATION, INC.

Article I

General Provisions

Section 1. Affiliation. The Rappahannock County Soccer Association, Inc. (hereafter “RCSA”) shall be an affiliate of the Virginia Youth Soccer Association, Inc. (VYSA) and the United States Youth Soccer Association (USYSA). The RCSA shall be subject to the authority of the VYSA, the USYSA, the United States Soccer Federation (USSF) and the Federation Internationale de Football Association (FIFA).

- a. To the extent permissible under applicable law, RCSA and its members shall abide by VYSA, USYSA and USSF articles of incorporation, by-laws, policies and requirements including those regarding interplay.
- b. RCSA will register all of its players, coaches, teams, referees and administrators with VYSA in accordance with the requirements of VYSA, and timely pay all dues and fees to VYSA.
- c. RCSA will allow VYSA to review its documents and procedures, upon request of VYSA, no less than once every four years.
- d. RCSA will not join any organization that has requirements that conflict with VYSA or USYSA articles, by-laws, policies and requirements.

Section 2. Authority. The RCSA shall exercise through its governing all such powers as may be required in the furtherance of its stated purpose or purposes, as are not inconsistent with the articles, bylaws, rules and requirements of the VYSA, USYSA, USSF and/or the laws of the relevant jurisdiction.

Section 3. Non-Discrimination. The RCSA will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

Section 4. Sexual and Physical Abuse. To the extent permitted by law, the RCSA may adopt policies prohibiting sexual and physical abuse that are consistent with criteria established by VYSA.

Section 5. Tax Status. The RCSA shall maintain its tax-exempt status under the Internal Revenue Code.

Article II

Membership

Section 1. Eligibility. Membership in RCSA is open to any soccer players 18 years or older, coaches, trainers, managers, administrators and officials within the geographic territory established by the Board of Directors.

Section 2. Election to Membership.

- a. Each application for membership shall be on a form as approved from time to time by the Board of Directors and which shall provide that the applicant agrees to abide by the articles, bylaws, policies and requirements of the RCSA.
- b. Each application shall be accompanied by the fees due for the current period, unless waived by the Board of Directors.

Section 3. Members Voting Rights. Each member shall be entitled to attend all meetings of the membership, vote to fill vacancies on the Board of Directors and any other matters that are submitted to the membership.

Article III

Organization

Section 1. Board of Directors. The Board of Directors shall be composed of members elected by RCSA members at the Annual Meeting of the members, or at such other meeting as the Board of Directors may specify. If a vacancy occurs during a Director's term, the remaining Directors may elect a replacement to serve out the term. In no case shall the Board of Directors be comprised of less than three members.

Section 2. Board of Directors Authority and Responsibility. The Board of Directors shall be responsible for and have final authority, except as otherwise provided, for:

- a. Enforcing and interpreting the RCSA articles of incorporation and bylaws.

- b. Establishing, enforcing and interpreting rules and regulations prescribing rules of play, player eligibility and the conduct of players, teams, team officials, coaches, spectators and game officials, for matches either conducted or sanctioned by RCSA.
- c. Approving all inter-district or inter-state competition.
- d. Establishing rules and regulations for specific situations or cases not covered elsewhere which are deemed necessary by the Board to carry out the objectives of the RCSA.
- e. Conducting the day-to-day affairs of RCSA pursuant to the directives of the membership.
- f. Ratifying appointments made by the Commissioner of officers, committee chairpersons and agents of the RCSA.

Section 3. Officers. The RCSA officers shall be a Commissioner, Registrar, Treasurer, Secretary and an At Large member to be appointed by the Board of Directors. Each officer shall serve for one year or until their successors are elected and qualified. Officers elected at the Annual Meeting of the membership shall take office at that meeting.

Section 4. Duties of Officers.

- a. President. The President shall conduct all meetings of the Board of Directors and all general and special meetings of the membership. The President shall serve as the RCSA representative to the VYSA. The President shall appoint committee chairpersons after taking office as necessary to fulfill additional duties as determined by the Board. Examples of such committee chairs may include, but are not limited to, Travel Coordinator, Groundskeeper, Field Development Coordinator, etc.
- b. Registrar. The Registrar shall keep a complete record of all teams, players, coaches, team officials and game officials for the purposes of player registration, team affiliation, VYSA registration, fee assessment and insurance records. The Registrar shall establish and provide for the registration of players and teams as may be directed by the Board, and handle all applications and correspondence in connection with the foregoing.

c. Treasurer. The Treasurer shall keep detailed accounts for the RCSA in a suitable manner, pay all RCSA bills and collect any amounts owed to RCSA. The Treasurer shall report in writing the state of the finances of RCSA at each meeting of the Board of Directors or at such other times as required by the Commissioner or by the majority of the Board of Directors. The Treasurer shall ensure that all filings required to maintain the RCSA's tax-exempt and non-profit status under federal and state tax codes are completed and filed in a timely fashion.

d. Secretary. The Secretary shall handle all correspondence, give notice of all meetings and maintain the files of the RCSA in a suitable manner. The Secretary shall also prepare and keep a record of all meetings of the Board of Directors and members of the RCSA.

e. At Large member. The At Large member will typically be a long-serving league coordinator, coach, former member or other person in the community such as a parent, school coach, etc. The At Large member shall be responsible for assisting the Commissioner and other officers with the running of the RCSA. In addition, the At Large member may be assigned other specific functions or committee chairs such as Head Coach, Referee Coordinator, Sponsor Coordinator, etc.

Section 5. Additional Officers. The Commissioner, with the approval of the Board of Directors, may appoint such other assistants officers and agents as may be deemed necessary who shall have authority and shall perform such duties in the management of the RCSA as the Board of Directors may provide. Assistant officers and agents shall not be deemed members of the Board of Directors.

Section 6. Removal and Vacancies. Any member of the Board of Directors, Officer or agent of the RCSA may be removed from office and relieved of his or her duties by a majority vote of the Board of Directors for missing two consecutive board meetings without excuse, as determined by the Commissioner. All vacancies among the Board of Directors or Officers, however occurring, shall be filled by a majority vote of the remaining Directors.

Article IV

Meetings and Voting

Section 1. Membership Meetings. There shall be semi-annual meetings of the RCSA membership. The quorum for any meeting shall be twenty percent of the members. The summer meeting of the RCSA members shall be designated the Annual Meeting.

Section 2. Special Meetings. Special meetings of the membership, as may be required from time to time, may be called by the Commissioner, with the concurrence of the Board, or whenever the Secretary is requested to do so by members in good standing possessing twenty percent of the votes eligible to be cast at any meeting of the membership.

Section 3. Notice. The Secretary shall provide written notice of any meeting of the RCSA membership to all members at least ten days in advance of the meeting date, which notice shall include an agenda for the meeting. With respect to the Annual Meeting, the notice shall include a recommended slate of candidates for elective office.

Section 4. Voting. Each member in good standing shall be entitled to cast his or her vote at each membership meeting at which the member is represented. Proxy voting shall be permitted at any membership meeting provided said proxy shall have been submitted in writing to the presiding officer at such meeting or the Secretary. In the event of a tie vote, the Commissioner shall cast the tie-breaking vote.

Section 5. Board of Directors Meetings.

a. The Board shall meet at least twice per year on such dates as the Board may determine, and at other times at the call of the Commissioner or majority of the Board.

b. The order of business and agenda shall be as determined by the Commissioner, or as set forth for general meetings. Three of the voting members of the Board shall constitute a quorum to conduct business. Each member of the Board shall be entitled to cast one vote on any matter of business before the Board. Voting by proxy shall not be allowed. The Board of Directors may act on any matter without a meeting with the consent of all Directors.

Section 6. Reporting of Actions. Actions, policies and regulations adopted by the Board of Directors or Officers of the RCSA shall be reported to the members at least once each year at the Annual Meeting, or at such other times as the Board may direct.

Article V

Association Year and Elections

Section 1. Association Year. The RCSA's seasonal and fiscal year shall begin on July 1st and end on June 30th.

Section 2. Election. No person may be a candidate in an RCSA election who has not been nominated. The Board shall provide a slate of recommended candidates to the members prior to the Annual Meeting; however, nominations may be made at the Annual Meeting by the members. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. In the absence of any opposing candidates, the entire slate may be elected with one vote. Voting may, but need not be, by written ballot.

Section 3. Terms of Elections. All persons elected shall serve for a term of one year.

Article VI

Committees

Section 1. Coordinators and Committees. The Commissioner shall appoint with the approval of the Board of Directors each year coordinators to advance the work of the RCSA in such matters as rules of competition, discipline, conduct, scheduling, publicity, membership and other areas. Coordinators shall include:

- a. Technical Director
- b. Referees
- c. Sponsorships
- d. Groundskeeper
- e. Webmaster

Coordinators may be provided committee members to assist as and when deemed appropriate by the Commissioner and as approved by the Board. Coordinators and committees shall be subject to the final authority of the Board. The coordinator of any committee shall serve as its chair.

Article VII

Adjudication, Enforcement and Discipline

Section 1. Jurisdiction of the Board of Directors.

a. The Board of Directors 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, bylaws, rules, policies and regulations.

b. The Board of Directors shall have the right and authority to suspend, expel, or otherwise discipline for violating the RCSA's articles of incorporation, bylaws, rules and policies or for other misconduct, the following:

(1) any player, coach, or manager of RCSA;

(2) any official of RCSA; and

(3) any spectator at a function sponsored by the RCSA.

Any action taken under this subsection may be based either on an original complaint filed with the Board or upon the Board's own motion.

c. Disciplinary action taken by the Board of Directors shall be by majority vote in writing.

d. A decision by the Board of Directors under this section is a final decision of the RCSA. The decision may be appealed only to the VYSA as provided in their rules and bylaws.

Section 2. Due Process. In any proceeding before the Board of Directors under this Article, any party in interest shall be afforded the opportunity to appear personally and to submit matter in support, rebuttal, mitigation or extenuation of the matter being considered by the Board.

Section 3. Instituting Legal Proceedings.

- a. No party may invoke the aid of any court without first exhausting all administrative remedies provided in these bylaws, in the bylaws of the VYSA and in the rules of the USYSA and USSF.
- b. For violating this section, the offending party is subject to sanctions and fines and shall be liable to the RCSA for all expenses the RCSA and its Directors, Officers employees and/or agents incur in defending any court action, including but not limited to court costs, attorney's fees, expenses of discovery and court appearances, travel expenses and expenses for holding special meetings necessitated by court action.

Article VIII

Budget and Fees

Section 1. Setting of Fees. All fees assessed the membership shall be determined after presentation of a budget by the Board of Directors and after approval by a majority vote of the members eligible to vote at the Annual Meeting at which a quorum is present.

Section 2. Membership Fees.

- a. Assessment. Regular registration membership fees as are established by the membership shall be assessed and paid prior to the start of the Fall or Spring RCSA schedule.
- b. Effect of Nonpayment. Unless a waiver of payment is granted by the Board, membership rights and privileges will be suspended unless payment of such fee is made prior to the due date established by the Board.

Article IX

Amendment, Repeal or Suspension

The Articles of Incorporation and Bylaws may be amended, repealed or suspended, in whole or in part, by a two-thirds vote of the members in good standing at any duly authorized meeting of the Board of Directors. Proposals for amendment, repeal or suspension of the articles or bylaws must be made in writing and submitted to the

Secretary so as to allow fifteen days notice to all members of the Board prior to consideration of such proposal at any meeting.

RCSA shall provide to the VYSA copies of its articles, bylaws and governing documents from time to time as the VYSA may require and, upon reasonable request, make copies of these documents available to RCSA members.

Article X

Dissolution

The RCSA may be dissolved at any time by the written consent of no less than two-thirds of the members eligible to vote in accordance with the provisions of Article of the Articles of Incorporation. Disposition of any assets of the RCSA upon dissolution shall be made strictly in accordance with the Articles of Incorporation.