

**BY-LAWS  
OF THE  
FAUQUIER COUNTY SOCCER CLUB**

February 28, 2013

Fauquier County Soccer Club, Inc. (hereinafter the "FCSC"), a volunteer not-for-profit membership corporation organized and existing under the laws of the Commonwealth of Virginia and the United States of America, herein sets out its by-laws to be the following:

**ARTICLE I  
GENERAL PROVISIONS**

**SECTION 1. Affiliation:** The FCSC shall be an affiliate of the Virginia Youth Soccer Association, Inc. (VYSA) for its youth programs and the Metropolitan D.C.-Virginia Soccer Association, Inc. (MDCVSA) for its adult programs, and the FCSC shall be subject to the rules, regulations and by-laws of the VYSA and the MDCVSA respectively to the extent permissible under applicable laws of the Commonwealth of Virginia and the United States of America.

**SECTION 2. Authority:** The FCSC shall exercise through its governing body all such powers as may be required to accomplish its stated purpose, or purposes, as are not inconsistent with the articles, by-laws, rules, and requirements of the VYSA, the MDCVSA, and the laws of the relevant jurisdictions.

**SECTION 3. Non-Discrimination:** The FCSC will not discriminate against any individual based on race, color, religion, age, sex, or national origin.

**SECTION 4. Sexual and Physical Abuse:** To the extent permissible under applicable law, the FCSC shall adopt policies prohibiting sexual and physical abuse that are consistent with the criteria established by the VYSA, MDCVSA, and their respective governing authorities.

**ARTICLE II  
MEMBERSHIP**

**SECTION 1. Individual Membership:** The elected officials of FCSC, persons appointed to positions in FCSC by an elected official, coaches of teams that are members of the FCSC, parents or guardians of children three (3) to nineteen (19) years of age who are properly registered with the FCSC and have paid the requisite membership fee for the current year, and adult players nineteen (19) years of age or older who are properly registered with the FCSC and have paid the requisite membership

fee for the current year. Individual members of FCSC shall be governed by these by-laws and such rules and regulations as may be promulgated pursuant to the provisions in these by-laws.

**SECTION 2. Team Membership:** All youth and adult soccer teams that participate in the FCSC recreational league, all youth and adult soccer teams sanctioned by FCSC that participate in an affiliated recreational league, all youth and adult all-star teams and tournament teams sanctioned by FCSC and comprised of players from the FCSC recreational league, and all youth and adult competitive teams and tournament teams sanctioned by FCSC and comprised mainly of players residing in Fauquier County, Virginia. Team members shall be governed by these by-laws and such rules and regulations as may be promulgated pursuant to the provisions in these by-laws.

### **ARTICLE III MEETINGS OF THE MEMBERS**

**SECTION 1. Meetings:** An annual meeting of the members for the election of Directors, as well as the transaction of such other business as may properly come before the meeting, shall be called by a majority of the Board of Directors or by the President. Each annual meeting shall be held at a time and place established by the Board of Directors. The Secretary shall cause notice of the annual meeting to be given to all members of record not less than seven (7) nor more than sixty (60) days prior to each annual meeting. The notice shall include the time and place of the meeting as well as the purpose for which the meeting is called. Annual meetings of the members shall be held within Fauquier County, Virginia as determined by the Board of Directors.

Special meetings of the members for the transaction of such business as may properly come before the meeting, may be called by a majority of the Board of Directors or by the President. Each special meeting shall be held at a time and place established by the Board of Directors. The Secretary shall cause notice of each special meeting to be given to all members of record not less than seven (7) nor more than fourteen (14) days prior to each special meeting. The notice shall include the time and place of the meeting as well as the purpose for which the meeting is called. Special meetings of the members shall be held within Fauquier County, Virginia as determined by the Board of Directors.

**SECTION 2. Quorum:** The presence of twenty-five (25) members, in person or by absentee ballot in accordance with Appendix B, shall constitute a quorum for the transaction of business at a meeting of the members, except as otherwise provided by these by-laws, by the Articles of Incorporation, or by statute. In the event of a discrepancy between Appendix B and these by-laws, these by-laws shall take precedence.

**SECTION 3. Voting:** At any duly held meeting of the members at which a quorum is present, the affirmative vote of a majority of the members present, in person or by absentee ballot in accordance with Appendix B, shall be the act of the membership on any motion, except where the act of a

greater number is required by these by-laws, by the Articles of Incorporation, or by statute. In the event of a discrepancy between Appendix B and these by-laws, these by-laws shall take precedence.

**ARTICLE IV  
DIRECTORS**

**SECTION 1. Number:** The number of members comprising the Board of Directors shall be no fewer than seven (7). Directors shall be elected by the membership at the annual meeting. The Board of Directors shall be divided into three (3) classes of membership as near to being equal in number as possible, with the term of office of one (1) class expiring each year. When the aggregate number of Directors is changed, any increase or decrease shall be so apportioned among the classes so as to make all classes as nearly equal in number as may be possible. No decrease in the aggregate number of Directors shall shorten the term of any incumbent Director.

The Board of Directors shall be the governing authority of the FCSC and shall have all the powers as vested in them in accordance with Article IV, Section 2 of these by-laws.

**SECTION 2. Powers:** The management of FCSC, its property and affairs shall be vested in the Board of Directors. That Board of Directors may exercise all of the powers of the corporation and do all lawful acts and things, including the adoption of such rules and regulations for the conduct of the members, the exercise of its powers, and the management of the FCSC, as it may deem proper, consistent with these by-laws, the Articles of Incorporation, and statute and not thereby conferred upon or reserved to the members.

**SECTION 3. Meetings:** An annual meeting of the Board of Directors for the transaction of such business as may properly come before the Board of Directors, shall be called by a majority of the Board of Directors or by the President. Each annual meeting shall be held at a time and place established by the Board of Directors. The Secretary shall cause notice of the annual meeting to be given to all Directors not less than seven (7) nor more than sixty (60) days prior to each annual meeting. The notice shall include the time and place of the meeting as well as the purpose for which the meeting is called. The annual meeting of the Board of Directors may be held without notice, immediately after the annual meeting of the members.

Regular meetings of the Board of Directors for the transaction of such business as may properly come before the Board of Directors, may be established by a majority of the Board of Directors or by the President. The regular meeting shall be held at a time and place established by the Board of Directors. The Secretary shall cause notice of the regular meeting to be given to all Directors. The notice shall include the regular time and place of the meetings as well as the general purpose for which the meetings are called.

Special meetings of the Board of Directors for the transaction of such business as may properly come before the Board of Directors, may be called by a majority of the Board of Directors or by the

President. The special meeting shall be held at a time and place established by the Board of Directors. The Secretary shall cause notice of the special meeting to be given to all Directors not less than seven (7) nor more than fourteen (14) days prior to each special meeting. The notice shall include the time and place of the meeting, and may include the purpose for which the meeting is called.

**SECTION 4. Quorum:** The presence of a majority of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors, except as otherwise provided by these by-laws, by the Articles of Incorporation, or by statute.

**SECTION 5. Voting:** At any duly held meeting of the Board of Directors at which a quorum is present, the affirmative vote of a majority of the Directors present shall be the act of the Board of Directors on any motion, except where the act of a greater number is required by these by-laws, by the Articles of Incorporation, or by statute.

**SECTION 6. Quorum for Voting by Email:** Any action required or permitted to be taken by Directors at a meeting of the Board of Directors may be taken by email in accordance with Appendix C. The casting of a ballot by a majority of the Board of Directors shall constitute a quorum for the transaction of business by email, except as otherwise provided by these by-laws, by the Articles of Incorporation, or by statute. In the event of a discrepancy between Appendix C and these by-laws, these by-laws shall take precedence.

**SECTION 7. Voting by Email:** Any action required or permitted to be taken by Directors at a duly held meeting of the Board of Directors may be taken by email in accordance with Appendix C. The affirmative vote of a majority of the responding Directors shall be the act of the Board of Directors on any motion, except where the act of a greater number is required by these by-laws, by the Articles of Incorporation, or by statute. In the event of a discrepancy between Appendix C and these by-laws, these by-laws shall take precedence.

**SECTION 8. Vacancy:** Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum.

**SECTION 9. Removal:** Any Director may be removed at any time, for or without cause, by vote of the members, at any duly held meeting of the members, for which the meeting notice announces the intended removal. The affirmative vote of a majority of the members present, in person or by absentee ballot in accordance with Appendix B, shall be the act of the membership. In the event of a discrepancy between Appendix B and these by-laws, these by-laws shall take precedence.

**SECTION 10. Limits on Representation:** Representation on the Board of Directors by more than two representatives of a single FCSC recreational or competitive team, excluding all-star and tournament teams established for a specific and then disestablished, is prohibited. A representative of a team shall include players, and immediate family members. In the event that the child of an existing Director joins a team that is already represented by two Directors, the team will be allowed to have three representatives until the term of one of the team representatives expires, at which point the Director is prohibited from running for another term. The Board of Directors may waive this restriction by unanimous consent, on an individual basis, to ensure operational integrity of the Board of Directors.

**SECTION 11. Potential Conflict of Interest:** Due to the potential for a conflict of interest, FCSC employees and their immediate family are prohibited from serving as a Director of FCSC. This section shall not apply to independent contractors.

**ARTICLE V  
ELECTED OFFICERS AND APPOINTED OFFICIALS**

**SECTION 1. Officers:** The officers of FCSC shall be a President, Vice President of Operations, Vice President of Development, Vice President of Recreational Programs, Vice President of Competitive Programs, Treasurer, and Secretary, who shall be elected annually by the Board of Directors of FCSC, from the Directors nominated and elected by the members of the FCSC, and shall hold office at the pleasure of the membership. All vacancies occurring among any of the officers shall be filled by a majority vote of the Board of Directors for the remainder of that officer's term.

**SECTION 2. President:** The President shall call and preside at all membership, and Board of Directors meetings. When the Board of Directors is not in session, the President shall have general management and control of the business and affairs of FCSC. Additionally, the President shall exercise such other powers and perform such other duties as prescribed by the Board of Directors.

**SECTION 3. Vice President of Operations:** The Vice President of Operations shall be responsible for overseeing the general operations of FCSC, work with the Treasurer to monitor operational income and expenses not specific to the recreational or competitive programs, and appoint all Operations officials in accordance with Appendix D. In the event the President is not available to conduct the business and affairs of FCSC, the Vice President of Operations shall act on behalf of the President. Additionally, the Vice President of Operations shall exercise such other powers and perform such other duties as prescribed by the Board of Directors.

**SECTION 4. Vice President of Development:** The Vice President of Development shall be responsible for overseeing the public communications, marketing, fundraising, and product support initiatives of FCSC, work with the Treasurer to monitor income and expenses relative to such

activities, and appoint all Development officials in accordance with Appendix D. Additionally, the Vice President of Development shall exercise such other powers and perform such other duties as prescribed by the Board of Directors.

**SECTION 5. Vice President of Recreational Programs:** The Vice President of Recreational Programs shall be responsible for overseeing the recreational programs, work with the Treasurer to monitor income and expenses of the recreational programs, and appoint all Recreational Programs officials in accordance with Appendix D. Additionally, the Vice President of Recreational Programs shall exercise such other powers and perform such other duties as prescribed by the Board of Directors.

**SECTION 6. Vice President of Competitive Programs:** The Vice President of Competitive Programs shall be responsible for overseeing the competitive programs, work with the Treasurer to monitor income and expenses of the competitive programs, and appoint all Competitive Programs officials in accordance with Appendix D. Additionally, the Vice President of Competitive Programs shall exercise such other powers and perform such other duties as prescribed by the Board of Directors.

**SECTION 7. Treasurer:** The Treasurer shall be responsible for ensuring that detailed accounts of FCSC finances are maintained in accordance with standard accounting practices, ensure that all bills are paid and that all receivables are collected, ensure that a financial report is presented to the Board of Directors at each meeting of the Board of Directors, and ensure that the taxes for the FCSC are prepared and paid in accordance with Internal Revenue Services and Virginia State Tax Laws. Additionally, the Treasurer shall exercise such other powers and perform such other duties as prescribed by the Board of Directors.

**SECTION 8. Secretary:** The Secretary shall keep the minutes of all meetings of the members as well as proceedings of the Board of Directors, ensure that all notices to the members are given in a timely manner, perform parliamentarian and clerical duties associated with the orderly conduct of meetings and votes on behalf of the membership as well as the Board of Directors, and administer official correspondence on behalf of the FCSC. Additionally, the Secretary shall exercise such other powers and perform such other duties as prescribed by the Board of Directors.

**SECTION 9. Officials:** The Officers of FCSC shall have the authority to appoint officials deemed beneficial to the operation of FCSC. Appointed officials serve at the pleasure of the Officers of FCSC and shall not have voting rights.

**SECTION 10. Committees:** The Officers of FCSC shall have the authority to charter, establish, and disestablish committees deemed beneficial to the operation of FCSC.

**ARTICLE VI  
RULES AND REGULATIONS**

**SECTION 1. Governance of Operations:** The Board of Directors shall enact such rules and regulations to govern all aspects of its operation of FCSC as the Board of Directors may deem necessary and beneficial, provided such rules and regulations are not contrary to rules and regulations established by VYSA, MDCVSA, and their respective governing authorities.

**ARTICLE VII  
INDEMNIFICATION**

**SECTION 1. Directors:** Directors of FCSC shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any actual or threatened action or proceeding arising out of their service to FCSC.

**SECTION 2. Other Persons:** Persons other than Directors of FCSC may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors.

**SECTION 3. Insurance:** FCSC may purchase and maintain indemnity insurance with respect to any obligations hereunder to the full extent permitted by law.

**ARTICLE VIII  
MISCELLANEOUS**

**SECTION 1. Fiscal Year:** The fiscal year of FCSC shall close annually on May 31.

**SECTION 2. Checks, Notes, Etcetera:** Checks, notes, drafts, bills of exchange and orders for the payment of money shall be signed or endorsed in such manner as shall be determined by the Board of Directors. The funds of the corporation shall be deposited in such bank or trust company, and checks drawn against such funds shall be signed in such manner as may be determined from time to time by the Board of Directors.

**ARTICLE IX  
REVISIONS**

**SECTION 1. Alteration, Amendment, and Repeal:** These by-laws shall be altered, amended or repealed:

- a. At any duly held meeting of the members, for which the meeting notice announces the intended revision, and whereby the affirmative vote of not less than two-thirds of the members present, in person or by absentee ballot in accordance with Appendix B, shall be the act of the membership. In the event of a discrepancy between Appendix B and these by-laws, these by-laws shall take precedence.
- b. At any duly held regular or special meeting of the Board of Directors whereby the affirmative vote of not less than two-thirds of all Directors, shall be the act of the Board of Directors. Revisions adopted by the Board of Directors must be ratified at the next duly held meeting of the members in accordance with paragraph (a) of this section.



## APPENDIX A REVISION HISTORY

May 8, 2013

Version	Date	Authority	Revision
1.0	March 19, 2011	Members	Reconstitution of the by-laws from prior versions and events that transpired following the special election of the Board of Directors of 2007.
1.1	February 28, 2013	Board of Directors	Definition of a process enabling the membership to vote by absentee ballot, introduction of a modified organizational structure, as well as administrative edits for clarity and internal consistency.
2.0	May 8, 2013	Members	Ratification of v1.1 by the membership.

**APPENDIX B**  
**MEETINGS OF THE MEMBERS – VOTING BY ABSENTEE BALLOT**

February 28, 2013

Any action required or permitted to be taken by members at a meeting of the members may be taken by absentee ballot in accordance with the following rules and procedure:

- a. The Secretary shall reference an electronic copy of the absentee ballot within the notice of the meeting of the members. In the event the absentee ballot has not been made ready at the time of the notice, the notice shall include a date, not less than fourteen (14) days prior to the meeting, by which time the absentee ballot shall be posted. Furthermore, following the notice and until such time as the referenced electronic copy of the absentee ballot shall be made ready, a clearly marked sample ballot, similar in all practical respects to the intended absentee ballot, shall be posted in the noticed location.
- b. A member may print a copy of the absentee ballot from the location referenced within Secretary's notice of the meeting of the members, or obtain a copy from the club administrator.
- c. The member, having completed the portion of the absentee ballot relevant to the member, must sign and date the absentee ballot in the witness of an elected official or the club administrator.
- d. The member shall immediately submit this signed ballot to the elected official or club administrator which witnessed the member's signature.
- e. The elected official or club administrator which witnessed the member's signature shall, in turn, immediately complete all portions of the absentee ballot relevant to the witness. This completed, signed, submitted, and officially witnessed absentee ballot is then considered to have been cast. The absentee ballot must be cast prior to the date and time of the noticed meeting of the members to be considered valid and counted.

## **APPENDIX C DIRECTORS – VOTING BY EMAIL**

February 28, 2013

Any action required or permitted to be taken by Directors at a meeting of the Board of Directors may be taken by email in accordance with the following rules and procedure:

- a. All Directors shall keep on file with the Secretary a current email address for the receipt of official communication.
- b. The making of, seconding of, offering amendments to, and voting on motions shall take place by distribution of email to all Directors at the email address of record.
- c. Any Director may submit a motion for vote by email by distributing said motion to all Directors at their respective addresses of record in a single email such that all Directors can witness that the motion was made simultaneously to the Board of Directors and was sent to the addresses of record of the Directors.
- d. The motion must state and clearly explain the nature of the subject action and the name of the Director so moving.
- e. The motion must, within forty-eight (48) hours of being submitted, be acknowledged by the President, or in their absence, be acknowledged by the Vice President of Operations by return email to the Board of Directors stating the acknowledgement is made in the absence of the President. Such acknowledgement shall include the request for a second. Any motion not receiving an acknowledgement and request for a second within forty-eight (48) hours shall be considered to be expired.
- f. A second may be made by any Director by replying to the Board of Directors as a whole and indicating clearly that the motion is seconded.
- g. After a second, the Secretary will immediately send out a ballot form on this motion and will set a deadline of forty-eight (48) hours from the time of sending the ballot. In the absence of the Secretary, the President or the Vice President of Operations having acknowledged the motion and called for a second, shall appoint a Secretary Pro Tem as vote administrator.
- h. Any Director may move at any time to modify the deadline set by the Secretary, that is, to move for curtailment or extension of debate. Such a motion, if seconded, has immediate precedence. The Secretary will immediately send out a ballot form on this motion and will set a deadline of forty-eight (48) hours from the time of sending the ballot.
- i. Directors will cast their votes by reply to the Board of Directors as a whole. Any Director may change their vote by replying to the Board of Directors, provided that the forty-eight (48) hours has not elapsed, nor the votes of all other Directors have been received.
- j. For any vote by email conducted in accordance Article IV, Section 6 of these by-laws, as well as paragraphs (b) through (i), above, the casting of a ballot by a majority of the Board of Directors shall constitute a quorum for the transaction of business by email, except as otherwise provided

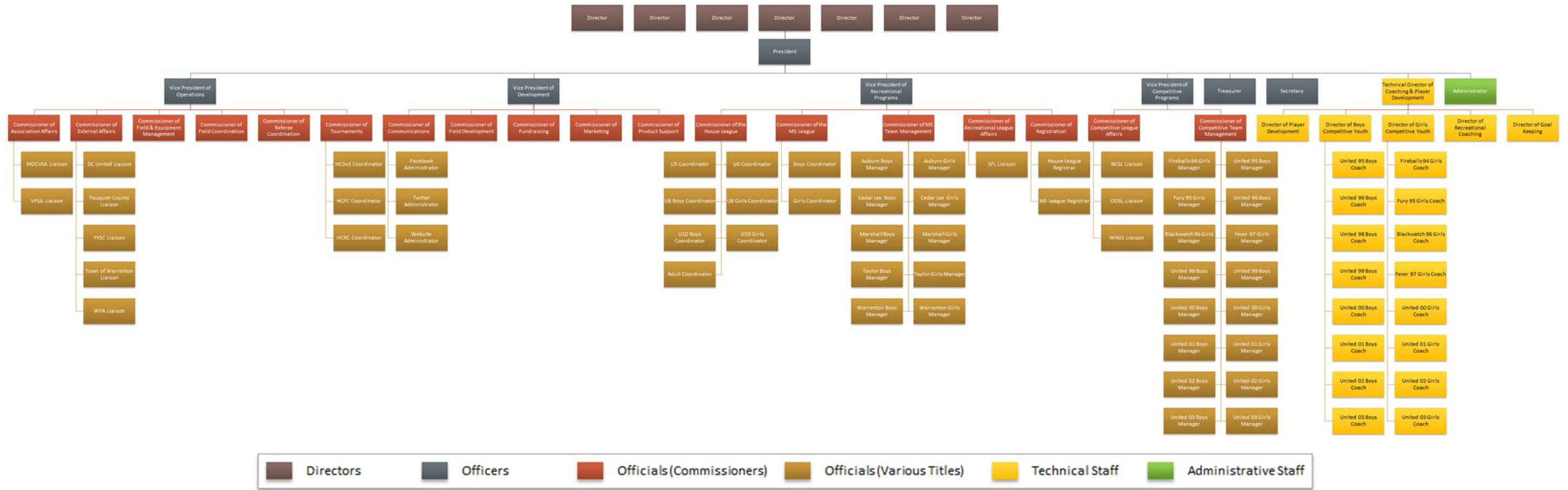
by these by-laws, by the Articles of Incorporation, or by statute. In the event of a discrepancy between the by-laws and Appendix C, the by-laws shall take precedence.

- k. For any vote by email conducted in accordance Article IV, Section 7 of these by-laws, as well as paragraphs (b) through (i), above, the affirmative vote of a majority of the responding Directors shall be the act of the Board of Directors on any motion, except where the act of a greater number is required by these by-laws, by the Articles of Incorporation, or by statute. In the event of a discrepancy between the by-laws and Appendix C, the by-laws shall take precedence.
- l. The Secretary will publish to the Board of Directors the outcome and the vote of each Director who returned a ballot.

**APPENDIX D**  
**ORGANIZATIONAL STRUCTURE**

February 28, 2013

The FCSC organizational structure is illustrated in Figure 1.



Directors
  Officers
  Officials (Commissioners)
  Officials (Various Titles)
  Technical Staff
  Administrative Staff

Figure 1. Organization Chart