

## ByLaws

Fredericksburg Area Soccer Association

doing business as (DBA):

Fredericksburg Football Club (FFC)

Bylaws updated on January 19, 2016.

Summary of changes:

- Number of board members reduced from nine (9) to seven (7). The change is to take place over two election cycles (2016 and 2017). Decision reached via unanimous vote on 4 November 2015.
- Frequency of regularly schedule board meetings reduced from monthly to quarterly. Decision reached via unanimous vote on 3 January 2016.

### **Article 1: Name**

(1) The name of the club shall be Fredericksburg Area Soccer Association (FASA) doing business as Fredericksburg Football Club (FFC).

(2) The club will be referred to as Fredericksburg Football Club (FFC) in all documents and communication to include official, unofficial and internal and external communications.

(3) The Association shall be a non-stock corporation organized under the laws of the Commonwealth of Virginia and a charitable and educational organization as defined under Section 501(c)(3) of the Internal Revenue Code of 1986.

### **Article 2: Purpose**

Fredericksburg Football Club (FFC) is a soccer organization, which offers levels of play for all people. FFC promotes an active, healthy lifestyle and love for the “beautiful game.” FFC develops complete soccer players with core values which we believe provide our players the best opportunity to succeed at the next level of play, whether that is high school, college, professional soccer, or life outside of competitive sports.

### **Article 3: Membership**

Any coach, player, parent or legal guardian of a player(s) who is registered to play soccer for the club and who is in good standing with the club. Good standing is defined as being current on all dues; fees owed to the club and are in compliance with club bylaws and policies.

### **Article 4: Management**

(1) The management of the affairs of the club shall be vested in the Board of Directors, subject to the will of the membership. The Board of Directors shall possess and may exercise all the

powers and authority granted to the club by the Articles of Incorporation and the Virginia Non-stock Corporation Act. Directors shall be of adult age (defined for this purpose as 21 years of age).

(2) The number of members constituting the Board shall be seven (7) members. The Board shall consist of: President, Vice President, Secretary, two (2) Boys Representatives, and two (2) Girls Representatives.

- During 2016 the board will consist of eight (8) members with the additional member being At-Large. Following the completion of the current At-Large member's term that position will not be filled at the 2017 election and will be removed from the board leaving the final membership number as seven (7).

(3) All previous and current members of the club, as well as respected members of the community are eligible for nomination to the board. Anyone who is not a current member (as defined in Article 3) must apply to the nominating committee for status as a "special member" in order to be eligible to run for a board seat.

(4) Election of the board will be conducted in conjunction with the annual general meeting each year.

(5) Election of the board members shall be by majority vote of the travel teams represented at the annual election.

a. Each team is allowed one ballot. There shall be no voting by proxy.

b. If a coach is assigned as the head coach of multiple teams, he/she shall be permitted to cast the ballot for each team.

c. If a person other than the head coach is designated as the team representative for the election, that person may only represent one team and may only cast one ballot.

(6) Election Tie Breakers

a. In the case of a tie, where there are more than two candidates running, there will be an immediate run-off election where votes can only be cast for the two candidates who tied for receiving the most votes.

b. If there were only two candidates running, or if the run-off election results in another tie, then the board of directors will cast anonymous votes for one of the two remaining candidates.

- If the contested election includes an incumbent board member as a candidate, that member shall not cast a vote.

c. if the board vote also results in a tie between the two remaining candidates, then the president shall break the tie.

(7) The term of office for each board member shall be three (3) years.

(8) All elected members shall be installed in their office effective immediately.

(9) Unscheduled vacancies on the Board may be filled by an appointment of a replacement board member nominated by a sitting member of the board and affirmed by a majority vote of the remaining board members. The appointed board member shall serve the remainder of the term and will be eligible for reelection in accordance with the seat's normal election cycle.

### **Article 5: Meetings**

(1) An annual meeting of the members shall be held during January of each calendar year. The specific date, time and location of the annual meeting shall be designated by the Board to accommodate the most participation of the members. The purpose of this annual meeting shall be to receive reports on the finances and activities of the club and to conduct other matters of interest to the general membership. At least ten (10) days prior to the date of the annual meeting, announcements of the meeting shall be published on the club website and distributed by e-mail to the membership.

(2) Special meetings of the members may be called by the Board. A special meeting may also be called by a written petition requesting a meeting signed by at least two hundred (200) members. The purpose of a special meeting should be to address urgent matters of the club; such as significant programmatic changes to the club curriculum. The Board shall give the members notice of a special meeting not less than three (3) days prior to the meeting.

(3) Meetings of the Board.

a. Will be held at least quarterly at such time and place as determined by the President.

Additional meetings of the Board may be called by one-third of the board members or by the President.

b. A majority of the board members shall constitute a quorum.

c. Each board member shall have one vote. Proxy votes shall be allowed if the President and Vice President are notified in advance of the intent to proxy.

d. Board meetings are closed to non-members and to the general membership of the club. Club members may request to attend a board meeting in order to be heard by the board by contacting their appropriate representative.

(4) Any or all board members may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

(5) In situations requiring urgent action, it shall be acceptable to consider Board matters via telephone, email or other electronic means. In these cases, voting conducted electronically shall have the same force as those completed during routine meetings. These votes will be recorded as separate meeting minutes, or if the minutes from the previous month have not been approved they may be included as an addendum to those minutes.

### **Article 6: Board Member Roles**

(1) The President shall:

- a. Preside at all membership meetings and meetings of the Board and be responsible for establishing the agenda for such meetings.
- b. Be responsible for the overall activities of the Association.
- c. Represent the club with respect to all other organizations

(2) The Vice President shall:

- a. Carry out the duties of the President when he/she is absent or incapacitated; shall have the same powers and duties as the President when acting in that capacity; and shall perform such other duties as the Board may from time to time assign.
- b. Serve as chairperson of the Nominating Committee as described in Article 8.
- c. Serve as the chairperson of the Disciplinary Committee.

(3) The Secretary shall:

- a. Keep, or cause to be kept, a true and complete record of the meetings of the Board, and shall give, or cause to be given, notice of all meetings of the Board and the members.
- b. Keep, or cause to be kept, an orderly record containing the names and pertinent data of all persons who are members of the club.

(4) The Boys Representative shall:

- a. Represent the best interests of the club, particularly those of the boys' travel program, in all board business.
- b. Serve as a conduit for the concerns and recommendation of the boys' travel coaches, managers and parents to the board.

(5) The Girls Representatives shall:

- a. Represent the best interests of the club, particularly those of the girls' travel program, in all board business.
- b. Serve as a conduit for the concerns and recommendation of the girls' travel coaches, managers and parents to the board.

(6) The At-Large member shall:

- a. Represent the best interests of the club.
- b. Serve as a conduit for the concerns and recommendation of all club and program coaches, managers and parents to the board.

NOTE: The At-Large position will be terminated following the sitting member's term and will not be filled at the 2017 election.

(7) The Board may employ an individual to serve as Executive Director of the club. The Executive Director shall be an employee of the club and shall be responsible to the Board for the management of the club, its recreational, travel, and other programs and activities, as well as its employees, contractors and volunteers, subject to these Bylaws and to the policy direction of the Board. The Executive Director shall perform such additional duties as may be assigned by the Board. The Executive Director may employ, contract with, or appoint other persons to work for or assist the club, provided that such positions are included in a budget submitted to and approved by the Board, or such positions are otherwise approved by the Board. In consultation

with the Financial Director, the Executive Director shall prepare and present the club's annual budget to the Board for its approval no later than 1 April of each year.

#### **Article 7: Removal from Office**

(1) A board member who misses three (3) consecutive regularly scheduled Board meetings may be removed from the Board by the vote of a super majority (75%) of the Board (excluding the absentee member), unless good cause for such absences is established to the satisfaction of the majority of the other Board members.

(2) A board member may be removed by the vote of a super majority (75%) of the Board (excluding the member sought to be removed) at any regular or special meeting, whenever the Board determines that such removal is in the best interests of the club.

#### **Article 8: Committees**

(1) The President may create committees as needed.

(2) The Vice President shall serve as the chair of the Disciplinary Committee. This committee will be an ad hoc committee of two or more board members that meets when matters of club discipline are to be decided.

(3) There shall be a Nominating Committee chaired by the Vice President and further comprised of two (2) Board members and at least one (1) non-Board members appointed by the Vice President. The members of the Nominating Committee shall be approved by a majority vote of the Board. The Nominating Committee shall be responsible for nominating prospective board members representing the club's diverse membership (e.g., recreational programs, and various levels of boys and girls travel programs, etc.). The Vice President shall present each nominee recommended by the Nominating Committee to the Board for approval no later than the last regularly scheduled Board meeting prior to the annual election. The Vice President shall present the approved nominees to the voting membership at the annual election. The Nominating Committee will be charged with running the election process including: checking in team coaches/representatives, distributing ballots, collecting ballots, counting votes and announcing the winners.

#### **Article 9: Rules of Order**

Roberts Rules of Order, Revised, shall generally be utilized to govern the proceedings of all meetings of the club.

#### **Article 10: Indemnification**

The club shall indemnify its board of directors and officers to the fullest extent permitted by law.

#### **Article 11: Amendments**

These Bylaws may be amended by a super majority (75%) vote of the board members present at any regular or special meeting, provided that the board members shall be given written notice of the proposed amendment(s) at least ten (10) days prior to the meeting at which the amendment(s) shall be acted upon. Publication of a general notice of proposed Bylaw changes via email shall constitute adequate notice.

#### **Article 12: Dissolution**

In the event the club decides to dissolve and cease operation:

(1) The dissolution shall be made by a super majority (75%) vote of the members present at any regular or special meeting, provided that (i) the members shall be given written notice of the proposed dissolution at least ten (10) days prior to the meeting at which the dissolution shall be acted upon, and (ii) notice must be provide to the general club membership at least ten (10) days prior to the meeting at which the dissolution shall be acted upon. Publication of a general notice of proposed dissolution via email shall constitute adequate notice.

(2) Upon dissolution of the club, no Board member, officer or club member shall benefit by receiving any asset of the club. All such remaining assets shall be distributed to successor or similar organizations, the decision of the Board being final in determining which such organizations.