

Proposed Amended  
Articles of Incorporation of  
PORTSMOUTH SOCCER, INC.

To be voted on by the General Voting Members Dec. 2009

**Articles of Incorporation of Portsmouth Soccer, Inc.**

**Article I. Name.**

5 The name of the corporation shall be **Portsmouth Soccer, Inc.** The corporation shall be hereinafter referred to as PSI.

**Article II. Corporate Nature.**

10 PSI is a nonprofit corporation organized pursuant to the Virginia Nonstock Corporation Act, Code of Virginia, Section 13.1-801 et seq.

**Article III. Purposes.**

15 PSI is organized exclusively for charitable and educational purposes as a qualified amateur sports organization to foster national amateur sports competition and primarily to support and develop amateur athletes for national competition in the sport of soccer, including, for such purposes:

20 A. Providing youth and adult soccer programs for amateur athletes from Portsmouth, Virginia and surrounding communities in such manner that qualifies PSI as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

25 B. Directing and controlling athletic competitions, supporting and developing soccer teams and leagues, conducting tournaments, and prescribing eligibility rules for contestants. To the fullest extent possible, PSI programs and facilities are available to any amateur athlete in the area who desires to participate, is physically able, and  
30 meets the qualifying age level for participation. PSI will conduct its programs and operate its facilities in a racially nondiscriminatory manner and will not discriminate against any person on the basis of race, color, or national or ethnic origin.

35 C. Assisting member athletes in the identification and procurement of athletic scholarships to any institution that offers soccer scholarships and complies with the NOTICE OF NONDISCRIMINATORY POLICY under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

40 D. Making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article IV. Members.**

45 A. The requirements for Membership in PSI shall be racially non-discriminatory. Membership shall only be vested provided that the

applicant agrees to abide by the Articles of Incorporation, Bylaws, policies, procedures and decisions of PSI.

50 B. There are seven Member classes:

1. Non Voting Member. Any athlete who has not reached age eighteen on the day of registration but who is properly registered on any team sponsored by PSI.
- 55 2. General Voting Member. Any athlete who has reached age eighteen on the day of registration who is properly registered on any team sponsored by PSI. The parent or guardian of any athlete under age eighteen on the day of registration who is properly registered on any team sponsored by PSI. Any person serving as a member of the Board of Directors pursuant to Article V.B. below or serving as the head coach, assistant coaches, or manager on any team sponsored by PSI.
- 60 3. Academy Group voting Member. Any General Voting Member in accordance with Article IV.B.2. above who is also the parent, guardian or Athlete for an Academy team.
- 65 4. Recreation Voting Group Member. Any General Voting Member in accordance with Article IV.B.2. above who is also the parent, guardian or athlete for a Recreational team.
- 70 5. Advanced Team Group Voting Member. Any General Voting Member in accordance with Article IV.B.2. above who is also the parent, guardian or athlete for an Advanced team.
- 75 6. Select Soccer Group Voting Member. Any General Voting Member in accordance with Article IV.B.2. above who is also the parent, guardian or athlete for a Select Soccer team.
7. Adult Team Group Voting Member. Any General Voting Member in accordance with Article IV.B.2. above who is also the parent, guardian or athlete for an Adult team.

80 C. Except as limited by Article IV.D. below, the General Voting Members have one vote each on all issues presented for vote at the Annual General Meeting of Members or at any Special General Meeting of Members. Other than casting a vote by proxy for another eligible General Voting Member, no member shall cast more than one vote on any issue at any meeting, even if the member qualifies as a General Voting Member on more than one basis because he/she serves multiple roles.

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D. Group Voting Members have one vote each for the purpose of electing the Directors under Article V.D.2. below at the Annual General Meeting of Members or at any Special General Meeting of Members convened for such purpose. Other than casting a vote by proxy for another eligible group voting member, no member shall cast more than one vote for any single Director position, even if serving multiple roles. Group voting is limited as follows:

- 95 1. Only Academy Group Voting Members may vote for the Academy Director.
2. Only Recreation Group Voting Members may vote for the Recreation Director.
3. Only Advanced Team Group Voting Members may vote for the Advanced Team Director.
- 100 4. Only Select Soccer Group Voting Members may vote for the Select League Director.

5. Only Adult Team Group Voting Members may vote for the Adult Team Director.

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**Article V. Management of Corporate Affairs.**

- A. All corporate powers shall be exercised by or under the authority of, and the business of PSI managed under the direction of, the Board of Directors, subject to any limitation set forth in the Code of Virginia, the Internal Revenue Code and the Regulations thereunder, and these Articles of Incorporation.
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- B. The Board of Directors consists of:
1. Commissioner
  - 115 2. Treasurer
  3. Secretary
  4. Registrar
  5. Academy Director
  6. Recreation Director
  - 120 7. Advanced Teams Director
  8. Adult Teams Director
  9. Ways and Means Director (non-voting position)
  10. Concessions Director (non-voting position)
  11. Facilities Director (non-voting position)
  - 125 12. Public Relations Director (non-voting position)
  13. Coaching Director (non-voting employee position)
  14. Equipment Director (non-voting position)
  15. Select League Director
- 130 C. The term of office of the Commissioner shall be three years. The terms of office of the other members of the board of Directors shall be two years.
- D. Election and appointment of the Board of Directors shall be as follows:
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1. The Secretary, Treasurer, and Registrar shall be elected by plurality of the votes cast by the General Voting Members present at a General Meeting of Members convened in compliance with the Bylaws.
  - 140 2. The Academy Director, Recreation Director, Advanced Teams Director, Select League Director, and the Adult Teams Director shall be elected by plurality of the votes cast by the Group Voting Members entitled to do so pursuant to Article IV.D. above that are present at a General Meeting of Members convened in compliance with the Bylaws.
  - 145 3. All other Directors, including the Commissioner, shall be nominated for appointment by the Directors set out in Article V.D.1 and appointed by unanimous vote of the Directors set out in Article V.D.2.
  - 150 4. In the event that any position provided for in Article V.D.1 or V.D.2, becomes vacant for any reason, the Board of Directors may fill the position in accordance with the procedures set out in Article V.D.3. The duration of the term of office of an Article V.D.4. appointment shall not exceed the time remaining until the term of office would otherwise normally expire.
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E. Names and addresses of the initial Directors are as follows:

Board of Directors

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<p>Commissioner: Lawrence Hefflefinger 117 Kansas Avenue Portsmouth, VA 23701</p>	<p>Treasurer: Joe Williams 2921 Meadow Forest Road Chesapeake, VA 23321</p>
<p>Secretary: Monique Doutre 22 Prospect Parkway Portsmouth, VA 23702</p>	<p>Registrar: Susan Moore 1019 Martin Avenue Portsmouth, VA 23701</p>
<p>Cradock Director: Millard Stone 55 Prospect Parkway Portsmouth, VA 23702</p>	<p>John Tyler Director: Lawrence Gray 5 Surry Street Portsmouth, VA 23707</p>
<p>Olive Branch Director: James Holland 134 Oregon Avenue Portsmouth, VA 23701</p>	<p>Advanced Teams Director: Lindsey Waggoner 111 Idlewood Avenue Portsmouth, VA 23704</p>
<p>Adult Teams Director: Wendy Del Vecchio 3008 King Richard Way Chesapeake, VA 23321</p>	<p>Ways and Means Director:</p>
<p>Concessions Director:</p>	<p>Facilities Director: Martin Hill 101 Lamper Road Portsmouth, VA 23701</p>
<p>Public Relations Director: Jim Melton 1413 Hodges Ferry Road Portsmouth, VA 23701</p>	<p>Coaching Director:</p>
<p>Equipment Director: Maghan Goodloe 214 Bellhaven Road Portsmouth, VA 23702</p>	<p>Select League Director: Toni Fogel 4601 Watson Way CT Chesapeake VA 23321</p>
<p>Game Facilitator Director:</p>	

**Article VI. Bylaws.**

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A. The PSI initial Bylaws shall be enacted by a majority vote of the initial directors and thereafter may be amended by a majority vote of the Voting Members present at the Annual General Meeting of Members or at any Special General Meeting of Members convened for that specific purpose. Emergency Bylaws may be enacted by a majority vote of the board of directors in accordance with the

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procedures, and for the purposes, provided for in the Virginia Nonstock Corporation Act.

- 175 B. The Bylaws may specify:
- 180 1. The purposes and limitations of PSI, except that the Bylaws shall contain no provision that would cause PSI to fail to qualify as a corporation exempt from tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
  2. The Membership.
  3. The requirements regarding the General Meetings of Members (Annual and Special).
  4. The requirements for amending the Bylaws.
  - 185 5. The requirements regarding the Board of Directors.
  6. Any other matters deemed appropriate or necessary, subject to any limitation set forth in the Code of Virginia and these Articles.

#### **Article VII. Earnings and Activities.**

- 190 A. No part of the net earnings of PSI shall inure to the benefit of, or be distributable to its Members, Directors, Officers or other private persons, except that PSI shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.
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- B. No substantial part of the activities of PSI shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and PSI shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
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- C. Notwithstanding any other provision of these articles, PSI shall not:
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1. Carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
  - 210 2. Except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of PSI.
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#### **ARTICLE VIII. Dissolution.**

220 Upon dissolution of PSI, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of PSI, dispose of all of the assets of PSI exclusively for the purposes of PSI, or distribute such assets to an organization or organizations organized and operated exclusively for charitable and educational

225 purposes as shall qualify as an exempt organization or organizations  
under Section 501(c)(3) of the Internal Revenue Code, or the  
corresponding section of any future federal tax code, in such manner as  
the Board of Directors shall determine, or shall be distributed to the  
federal government, or to a state or local government, for a public  
230 purpose. Any such assets not so disposed of shall be disposed of by a  
Court of competent jurisdiction in the city in which the principal  
office of PSI is then located, exclusively for such purposes or to such  
organization or organizations as the Court shall determine, which are  
organized and operated exclusively for such purposes.

235 **Article IX. Dedication of Assets.**

The property of PSI is irrevocably dedicated to educational and  
charitable purposes and no part of the net income or assets of PSI  
shall ever inure to the benefit of any member, director or officer  
240 thereof, or to the benefit of any private individual.

**Article X. Registered Agent and Office.**

245 The address of PSI's registered office is 416 Westover Mews, Norfolk,  
Virginia 23507, which is physically located in the City of Norfolk, and  
the name of its registered agent is Mark F. Williams, whose business  
address is the same as the registered office address, and who is a  
resident of Virginia and a member of the Virginia State Bar.

250 **ARTICLE XI. Indemnification.**

A. To the fullest extent permitted by law which is not contrary to  
public policy nor contrary to the express purposes for which the  
255 Corporation is formed, the Corporation shall indemnify any person who  
was or is a party or is threatened to be made a party to any  
threatened, pending or completed action, suit or proceeding, whether  
civil, criminal, administrative, arbitratative or investigative  
(including an action or suit by or in the right of the Corporation to  
260 procure a judgment in its favor) by reason of the fact that he or she  
is or was a director or officer of the Corporation against judgments,  
fines, amounts paid in settlement, and expenses (including attorneys'  
fees actually and reasonably incurred by him or her in connection  
with such action, suit or proceeding) if such person acted in good  
265 faith and in a manner he or she reasonably believed to be in or not  
opposed to the best interests of the Corporation, and with respect to  
any criminal action or proceeding, had no reasonable cause to believe  
his or her conduct was unlawful. The termination of any action, suit  
or proceeding by judgment, order, settlement, conviction, or upon a  
270 plea of nolo contendere or its equivalent, shall not of itself create  
a presumption that the person did not act in good faith and in the  
manner such person reasonably believed to be in or not opposed to be  
in the best interests of the Corporation, and, with respect to any  
criminal action or proceeding, had reasonable cause to believe that  
275 his or her conduct was unlawful.

280 B. Notwithstanding the provisions of paragraph A of this Article, no  
indemnification shall be made in an action or suit by or in the right  
of the Corporation to procure a judgment in its favor in respect of  
any claim, issue or matter as to which such person shall have been  
finally adjudged to be liable for gross negligence or willful  
misconduct in the performance of his or her duty to the Corporation  
unless, and only to the extent that, the court in which such action  
or suit was brought shall determine upon application that, despite  
285 the adjudication of liability but in view of all circumstances of the  
case, such person is fairly and reasonably entitled to  
indemnification.

290 C. To the extent that any such person has been successful on the merits  
or otherwise in defense of any action, suit or proceeding referred to  
in paragraph A of this Article, or in defense of any claim, issue or  
matter therein, he or she shall be indemnified against expenses  
(including attorneys' fees) actually and reasonably incurred by him  
or her in connection therewith.

295 D. Any indemnification under paragraphs A and B of this Article (unless  
ordered by a court) shall be made by determination that  
indemnification of any such person is proper in the circumstances  
because he or she has met the applicable standard of conduct set  
300 forth in paragraphs A and B. Such determination shall be made (i) by  
the Corporation's Board of Directors by a majority vote of a quorum  
consisting of Directors who were not parties to such action, suit or  
proceeding; or (ii) if such a quorum is not obtainable, or even if  
obtainable and a quorum of disinterested Directors so directs, by  
305 independent legal counsel in a written opinion. If the determination  
is to be made by the Directors, they may rely, as to all questions of  
law, on the advice of independent counsel.

310 E. Expenses (including attorneys' fees) incurred in defending an action,  
suit or proceeding, whether civil, criminal, administrative,  
arbitrative or investigative, unless such action, suit or proceeding  
is one brought by the Corporation to procure a judgment in its favor,  
shall be paid by the Corporation in advance of the final disposition  
of such action, suit or proceeding as authorized in the manner  
315 provided in paragraph D of this Article upon receipt of an  
undertaking by or on behalf of such person to repay such amount  
unless it shall ultimately be determined that he is not entitled to  
be indemnified by the Corporation as authorized in this Article.

320 F. The Board of Directors is hereby empowered, by majority vote of a  
quorum of disinterested directors, to cause this Corporation to  
indemnify or contract in advance to indemnify any person not  
specified in paragraph A who was or is a party or is threatened to be  
made a party to any threatened, pending or completed action, suit or  
325 proceeding, whether civil, criminal, administrative, arbitrative or  
investigative, by reason of the fact that he or she is or was an  
employee, member, or agent of the Corporation to the same extent as  
if such person were specified as one to whom indemnification is  
granted in paragraph A. The provisions of paragraphs B through E of  
330 this Article shall be applicable to any indemnification provided  
hereafter pursuant to this paragraph F.



335 G.The Corporation may purchase and maintain insurance to indemnify it  
against the whole or any portion of the liability assumed by it in  
accordance with this Article and may also procure insurance, in such  
amounts as the Board of Directors may determine, on behalf of any  
person who is or was a director or officer of the Corporation against  
any liability asserted against him or her and incurred by him or her  
340 in any such capacity or arising out of his status as such, whether or  
not the Corporation would have the power to indemnify him against  
such liability under the provisions of this Article.

345 H.Each reference herein to director or officer shall include former  
directors or officers, and their respective heirs, executors and  
administrators. The indemnification hereby provided and provided  
thereafter pursuant to the power hereby conferred on the Board of  
Directors shall not be exclusive of any other rights to which any  
person may be entitled, including any right under policies of  
350 insurance that may be purchased and maintained by the Corporation or  
others, with respect to claims, issues or matters in relation to  
which the Corporation would not have the power to indemnify such  
person under the provisions of this Article.

**ARTICLE XI. Amendment of Articles.**

355 These Articles of Incorporation may be amended by a majority of the  
votes cast by the General Voting Members present at a General Meeting  
of Members convened in compliance with the Bylaws.

**SECRETARY'S CERTIFICATE PURSUANT TO §13.1-889**

360 **The undersigned duly elected Secretary of PSI hereby certifies as  
follows:**

- 365 1. The name of the corporation immediately prior to  
restatement of the Articles of Incorporation was Portsmouth  
Soccer, Inc.
- 370 2. The restatement of the Articles set out above was  
adopted on December 8, 2009.
- 375 3. The restatement of the Articles contains amendments  
requiring member approval. The amendments to the Articles  
were proposed by the board of directors and submitted to  
the general membership of the corporation at a special  
meeting called for that purpose in accordance with the  
Virginia Nonstock Corporation Act. A quorum of the general  
membership existed at the special meeting held on  
\_\_\_\_\_, 2005. The total votes cast for the  
380 amendments were \_\_\_\_\_, and the total votes cast against the  
amendments were \_\_\_\_\_. The number of votes cast for the  
amendments was sufficient to adopt the amendments.

The foregoing Certificate is issued this 8th day of December, 2009.

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Secretary