

**BYLAWS
OF
SHENANDOAH VALLEY UNITED, INC.**

**ARTICLE I
Purpose and Fiscal Year**

1. **Purpose.** The purpose of the corporation is to promote the enjoyment of soccer and advance the development of soccer skills in the Shenandoah Valley area through the creation of programs to facilitate said goals.
2. **Fiscal Year.** The fiscal year of the corporation shall begin on January 1 in each year and end on December 31.

**ARTICLE 2
Members**

1. **Membership.** Membership in the Corporation shall be based upon participation in the Corporation's soccer programs. The Corporation shall establish and maintain a list of all members, such list to be updated at the conclusion of each registration period. Such list shall be utilized for all corporate purposes, including determining eligibility to vote at special or annual meetings of the members. Members must be 18 years of age or older. There shall be two classifications of memberships and all members shall be assigned to one of the following classifications:
 - a. **Playing Members.** Those members whose membership is derived from having a child or children who are properly registered for participation in a Corporation soccer program) provided, however, that there shall be but one voting member per family unless others in the family qualify as Participant Members;
 - b. **Participant Members.** Those members whose membership is derived from active participation in the affairs of the Corporation in various capacities, including without limitation, serving in designated volunteer capacities or on established committees, on the Board of Directors, as team coaches, or as paid part-time or full time employees of the Corporation. The Corporation's Board of Directors shall determine and maintain a listing of such positions which result in membership for such participating persons.
2. **Annual Meeting.** An annual meeting of the members shall be held in the first quarter of each year. Failure to hold the annual meeting at the designated time shall not work as a forfeiture or dissolution of the corporation.

The treasurer shall submit a detailed report of the financial condition of the corporation at the annual meeting.

3. **Special Meetings.** Special meetings of the membership may be called by the President, the Board of Directors, or by request of at least fifty percent (50%) of all members entitled to vote at the meeting.

4. **Quorum and Voting.** Five percent (5%) of the members entitled to vote represented in person shall constitute a quorum at any meeting of the membership. Less than a quorum may adjourn the meeting to a fixed time and place, no further notice of any adjourned meeting being required. The vote of a majority of the votes entitled to be cast by the members represented in person at a meeting at which a quorum is present shall be necessary or the adoption of any matter unless a greater proportion is required. In the event that the election of Directors is an issue to be decided at a meeting of the members and insufficient numbers are present to constitute a quorum, previous Directors shall continue to hold office until a meeting is held where a quorum is present.

5. **Conduct of Meetings.** The President shall preside over all meetings of the membership. If the President is not present, any Vice President shall preside. If none of such officers are present, a chairman shall be elected by the meeting. The Secretary of the corporation shall act as secretary of all the meetings. If the Secretary is not present, the chairman shall appoint a secretary of the meeting. The chairman of the meeting may appoint one or more inspectors of the election to determine the qualification of voters and the results of ballots. Roberts Rules of Order shall govern the conduct of all meetings.

6. **Action Without a Meeting.** Any action required to be taken at a meeting of the members of the corporation, or any action that may be taken at a meeting of the membership, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members entitled to vote. This consent shall have the same effect as a unanimous vote of members and may be stated as such.

7. **Dues.** Dues for Members may be fixed at such amounts as the Board of Directors shall determine. Members who fail to pay dues within thirty (30) days from the due date may be dropped from membership and forfeit all rights and privileges of membership by vote of the Board of Director.

8. **Suspension or Termination of Members.** Membership may be terminated by resignation or action by the Board of Directors.

- a. The Board of Directors, by a two-thirds vote of those present at any duly constituted meeting, shall have the authority to discipline any member or suspend or terminate the membership of any member when the conduct of such person is considered detrimental to the best interests of the corporation. The member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges.
- b. The Board of Directors shall, in case of a participant, give notice to the head coach of the respective team of which the player is a participant. Said coach may appear, in the capacity of an adviser, with the player before a duly

appointed committee of the Board of Directors, which shall have full power to suspend or revoke such players right to future participation.

9. **Participation / Registration Fee.** Participation or Registration fees may be assessed for programs of the organization in an amount to be determined by the respective league Vice President or Director of Coaching and approved with a majority vote of the Board of Directors. However, payment, in the discretion of the Board, may not be a prerequisite for participation.

ARTICLE 3 Board of Directors

1. **Number and Qualifications.** The business and affairs of the corporation shall be managed under the direction of a board of not less than five (5) nor more than ten (10) directors. Directors shall be members of the corporation.

Board Members shall not be permitted compensation, monetarily or in kind, for the performance of their respective duties as Board Members, Officers, Assistant Officers or Agents; however, Board Members may be employees of the corporation and compensated for the performance of contract duties outside the scope of their responsibilities as Directors, Officers or Agents.

2. **Election and Term of Office.** Members of the initial Board of Directors shall hold office until the first annual meeting of members and until their successors shall have been elected and qualified. At the first annual meeting of members, and at each annual meeting thereafter, the members shall elect directors to hold office for a term of three years. Terms of directors shall be staggered with one third of the Board being elected each year. Terms of initial Directors shall be adjusted by the Board to put into place the staggered rotation set forth above. Each director shall hold office for the term for which he is elected and until his or her successor shall be elected and qualified.

3. **Vacancies.** Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. The term of a director elected by the Board of Directors to fill a vacancy expires at the next members meeting at which directors are elected.

4. **Place of Meetings.** Meetings of the board of directors, annual, regular, or special, may be held either within or without the State of Virginia.

5. **Annual Meetings.** The Board of Directors shall meet each year immediately after the annual meeting of the members for the purpose of organization, election of officers, and consideration of any other business that may properly be brought before the meeting. No notice of any kind to either old or new members of the Board of Directors for this annual meeting shall be necessary.

6. **Regular Meetings.** Regular meetings of the Board of Directors may be held without notice at such time and place as the Board of Directors may designate.

7. **Special Meetings.** Special meetings of the Board of Directors may be held upon notice by telephone, first class mail or email, delivered not less than seventy-two (72) hours preceding the time for the meeting, upon call of the President or Secretary of the corporation or at the request of at least a majority of directors at any place. Notice of any meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice, whether before or after the time of the meeting. Notice of special meetings shall include the business to be transacted at, or the purpose of, the meeting.

8. **Quorum.** A majority of the number of directors prescribed, or if no number is prescribed, the number in office immediately before the meeting begins shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, the Articles of Incorporation or the Bylaws.

9. **Manner of Acting.** All meetings of the Board of Directors shall be governed by the procedural rules set forth in the most recent edition of Roberts' Rules of Order, unless suspended as provided herein, provided however, that failure to strictly comply with such procedures shall not invalidate any action of the Board. Upon the majority vote of the Board of Directors, Roberts' *Rules of Order* may be suspended and any other informal manner of conducting meetings may be utilized at the discretion of the Board.

10. **Informal Action by Directors.** Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter thereof.

11. **Participation by Electronic Means.** Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

12. **Resignation.** Any director of the Corporation may resign at any time by giving written notice to the President or the Secretary of the Corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

13. **Removal.** Any director or directors of the Corporation may be removed at any time, for cause, in the manner provided in the Virginia Nonprofit Corporation Act and by giving notice to the designating entity which shall take such action as may be necessary to remove its representative from the Board. For the purposes of this paragraph, the term "for cause" shall mean any act, conduct, event or circumstance which has a direct and reasonable relationship to the

Corporation's affairs or the individual's service on the Board, and shall include, without limitation, malfeasance, nonfeasance, or misfeasance of any obligation, duty or responsibility imposed or directed by law or by these Bylaws, or other Corporate or Board policy, procedure, or directive.

14. Committees. By resolution adopted by a majority of the Board of Directors, the directors may designate two or more directors to constitute a committee, any of which shall have such authority in the management of the Corporation as the Board of Directors shall designate and as shall be prescribed by the Virginia Nonprofit Corporation Act.

15. Action Without a Meeting. Any action that may be taken at a meeting of the Directors or of a committee may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed before the action by all of the Directors or all of the members of the committee, as the case may be. For the purposes of this section, consent in writing shall include email responses from Board members from an email address known by the board Secretary to be the primary email address of said Board member.

ARTICLE 4 Officers

1. Officers. The officers of the corporation shall consist of a President, two (2) Vice Presidents (Recreational League and Travel League), Secretary and Treasurer.

The officers shall be elected by the Board at its first meeting, which shall occur immediately after the annual membership meeting. Such other officers and assistant officers and agents as may be deemed necessary by the Board of Directors shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors.

2. Vacancies. Whenever any vacancies shall occur in any office by death, resignation, increase in the number of offices of the corporation, or otherwise, the same shall be filled by the Board of Directors, and the officers so elected shall hold office until his successor is chosen and qualified.

3. President. The President shall have active executive management of the operations of the corporation, subject, however, to the control of the Board of Directors. The President shall preside at all meetings of the members and directors, discharge all the duties that devolve upon a presiding officer, and perform such other duties as the Bylaws provide or the Board of Directors

4. Vice Presidents. A Vice President shall be elected to be in charge of each league. One Vice President (as agreed to by the Vice Presidents, or if no agreement, then as determined by the Board) shall perform all duties incumbent upon the President during the absence or disability of the President, and shall perform such other duties as the Bylaws may provide or the Board of Directors may prescribe.

5. **Secretary.** The Secretary shall attend all meetings of the members and of the Board of Directors and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of these meetings. The Secretary shall be custodian of the records and the seal of the corporation and see that the seal is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized. The Secretary shall attend to the giving of all notices and shall perform such other duties as the Bylaws may provide or the Board of Directors may prescribe.

6. **Treasurer.** The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the corporation. The Treasurer shall be the legal custodian of all moneys, notes, securities, and other valuables that may from time to time come into the possession of the corporation. The Treasurer shall immediately deposit all funds of the corporation coming into his hands in some reliable bank or other depository to be designated by the Board of Directors, and shall keep this bank account in the name of the corporation. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the corporation, and shall perform such other duties as the Bylaws may provide or the Board of Directors may prescribe.

7. **Transfer of Authority.** In case of the absence of any officer of the corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may transfer the powers or duties of that officer to any other officer or to any director or employee of the Corporation, provided a majority of the full Board of Directors concurs.

ARTICLE 5 Committees

1. **Chairpersons.** The President shall appoint a chairperson of all committees.

2. **Duties.** Each committee may adopt rules not inconsistent with these Bylaws to govern its proceedings. Each committee shall make recommendations to the Board of Directors concerning matters referred to or relating to the committee. Each committee shall implement policy approved by the Board of Directors. No committee shall make any public statement or take any formal action which has not been approved or authorized by the Board of Directors.

3. **Standing Committees.** The following committees shall be designated as standing committees and activated / employed at the discretion of the Board of Directors:

- a. **Executive Committee.** This committee shall consist of the Officers. This committee may exercise the authority of the Board of Directors except for those matters prohibited in §13.1-869 of the Code of Virginia.
- b. **Finance Committee.** The treasurer shall be an ex-officio member of the committee. This committee shall investigate ways and means of financing the corporation's activities including team sponsorship.
- c. **Property and Grounds Committee.** This committee shall be responsible for facilitating the use of facilities with the appropriate locality's Parks &

- Recreation department and for the repair and improvement of any playing facilities owned by the Corporation.
- d. Equipment Committee. This committee shall be responsible for securing bids for equipment and for the proper issuance of such equipment and for the repair, cleaning and storage of such equipment.
 - e. Official Committee. This committee shall be responsible for recruitment and interviewing candidates for umpiring regular season games.
 - f. Concession Committee. This committee shall be responsible for all concession activities.
 - g. Audit Committee. This committee shall review the corporation's books and records annually or upon a change of treasurer or whenever requested by a majority vote of the members. The annual audit should be presented to the Board of Directors for approval.
 - h. League Committees. A Vice President shall act as chairperson of each league committee. The corporation shall have the following leagues: Harrisonburg Travel Soccer Club, Recreational league and such other club or leagues as the corporation establishes from time to time.
 - i. Membership Committee. This committee shall investigate and consider eligible candidates for membership.
 - j. Nominating Committee. This committee shall consider eligible candidates for officers and directors and shall prepare a slate of candidates for each annual meeting of the members.

ARTICLE 6

Managers, Coaches and Officials

1. Team Managers and Coaches shall be appointed annually by the Director of Coaching and / or the Vice President of the respective league and shall be responsible for their team's actions on the field.
2. Officials shall be appointed by the official committee, with the approval of the Director of Coaching or Board of Directors.

ARTICLE 7

Affiliation

1. The corporation shall cooperate in and encourage the objects and sanctions of the Leagues and Soccer Association with which it is affiliated.
2. Local rules shall be adopted by the members at a meeting to be held not less than one month prior to the first regularly scheduled game of the season.
3. The registration dates will be set each year by the Vice President of the respective league and approved by the Board of Directors.

4. All monies collected from any division of the corporation will be deposited in the corporation's general treasury.

5 Awards (trophies, patches, etc.) may be presented as determined by the Vice President of the respective league and approved by the Board of Directors.

6. Opening day shall be determined by the Vice President of the respective league and approved by the Board of Directors.

ARTICLE 8
Special Corporate Acts
Negotiable Instruments, Deeds And Contracts

All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the corporation; all deeds, mortgages, and other written contracts and agreements to which the corporation shall be a party; and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the corporation, shall be signed by such officers as the Board may from time to time direct. The Board of Directors may authorize any one of its officers to sign any of such instruments, for and in behalf of the corporation, without necessity of countersignature; may designate officers or employees of the corporation, other than those named above, who may, in the name of the corporation, sign such instruments; and may authorize the use of facsimile signatures of any of such persons. Any shares of stock issued by any other corporation and owned or controlled by the corporation may be voted at any shareholders' meeting of the other corporation by the President of the corporation, if he be present; or, in his absence, by any Vice President of the corporation who may be present; and, in event both the President and Vice President shall be absent, then by such person as the President of the corporation shall, by duly executed proxy, designate to represent the corporation at such shareholders' meeting.

ARTICLE 9
Contracts with Directors, Etc.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, if (1) the material facts of the transaction and the director's interest shall be disclosed or known to the Board of Directors or a committee of the Board and the Board of Directors or committee shall, nevertheless, authorize, approve or ratify the contract or transaction or, (2) the transaction was fair to the corporation. The presence of, or a vote cast by, a director with a personal interest in the transaction does not affect the validity of any action taken by the Board of Directors if the transaction is otherwise authorized, approved or ratified. A majority of

directors who have no direct or indirect personal interest in the transaction shall constitute a quorum for taking action under this article. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE 10
Prohibition Against Sharing in Corporation Earnings

No director, officer, or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive at any time the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prohibit the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. Upon such dissolution or winding up of the affairs of the corporation, all funds after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, education and or such other exempt purposes which would then qualify as an exempt organization under the provisions of 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE 11
Amendment

Except for amendments to Article 2, Section 1 of these bylaws regarding membership, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the directors at any meeting of the Board of Directors where a quorum is present, upon written notice to all Directors 15 days in advance of a vote on any proposed amendments, which notice shall include a text of said proposed amendments.

Any proposed amendment to Article 2, Section 1 regarding membership shall require notice to the membership which may be accomplished by posting on the Corporation's website and such other means as deemed appropriate by the Board. Approval of amendments to Article 2, Section 1 shall be submitted to the membership at an annual or special meeting and approved by simple majority of those members in attendance.

Approved this 11th day of March 2008



Jason Tate, Chairman

H. David O'Donnell, Secretary