

# STAFFORD AREA SOCCER ASSOCIATION BYLAWS

## ARTICLE I – NAME

The name of the organization shall be the “Stafford Area Soccer Association,” hereafter referred to in these bylaws as “SASA” or “association”. SASA is a Virginia corporation. The principal office of the association shall be located at 235 Garrisonville Road, Suite 101, Stafford, Virginia 22556.

## ARTICLE II - PURPOSE AND PHILOSOPHY

A. Purpose and Philosophy. The purpose and philosophy of SASA is to provide a soccer organization to Stafford county and surrounding area residents promoting participation in the game of soccer and teaching the principles of soccer excellence, sportsmanship, athletic skills, team spirit, character and social interaction. The ideals of enjoyment, fair play, safety, integrity and honesty will be emphasized and will be an integral part of soccer play organized by SASA and by members participating on SASA teams. SASA will provide age- and ability-appropriate competition as recommended by US Soccer. SASA will provide soccer educational opportunities and a structured organization to enable every member of SASA to achieve their personal goals in their selected recreation.

B. Non-Discrimination. SASA shall not discriminate on the basis of race, creed, national origin or gender in its membership, selection of coaches, board members, appointed coordinators, other support members to SASA, or in the selection of soccer team membership. Single gender teams and more competitive gender specific divisions may be established to promote positive playing experiences for all members.

C. Public Disclosure. The procedures and policies of SASA will be open to public scrutiny.

## ARTICLE III – MEMBERSHIP

A. Active Membership. Is represented by the following:

Individual. Players currently registered in SASA, their parents or legal guardians, currently registered coaches and assistant coaches, and current officers of SASA are considered members.

Team. A team is defined as a group of currently registered players (i.e., active members who have paid all dues or fees as required by Item C below) and coaches that meet the minimum numbers as set by the operations manual and association rules for each division and age group. Each team shall be entitled to one vote for any matter that is placed before the general membership. The team shall nominate one adult, who has a

registered child playing on that team, to cast its team vote. If an adult has not been designated, it is understood the assigned head coach shall represent the team. The Board of Directors shall have one vote for each Board member. No proxy voting shall be permitted.

Employees Paid by SASA. Regularly paid employees of SASA.

B. Honorary Membership. Any adult who is distinguished in a praiseworthy and exceptional manner may be selected for an honorary membership. Honorary members will be nominated to the Board of Directors and will be ratified by general vote. Honorary members shall have the same privileges and responsibilities as active SASA members, but shall not be required to pay dues or fees and do not have voting privileges.

C. Dues. Dues, team fees, and/or registration fees must be paid to maintain active membership. A waiver of required dues or fees for deserving families may be made by a Board member or the appropriate Division Director.

D. Residency Requirements. Although the activities of SASA are established primarily for the purpose of Stafford county residents, Stafford county residency is not required for participation in SASA activities or SASA membership.

E. Removal of Membership. The Board of Directors may remove a member from SASA by following the same procedures that are provided in these bylaws for the removal of members of the Board of Directors, Board appointed Coordinators and Division Director Support members as described in Article IV.

#### **ARTICLE IV – ORGANIZATION**

A. Organization. The SASA executive structure shall be organized into a Board of Directors, Board appointed Coordinators, Division Director Support members, Board Hired Personnel and Standing Committees (as required). For additional information about the organization and operation of SASA, refer to the SASA Operations Manual.

B. Board of Directors. SASA is governed by a Board of Directors consisting of seven (7) members who shall serve as officers.

Makeup. The SASA Board of Directors consists of officers that have organization-wide responsibilities and Division Directors. The President, Vice President, Treasurer, and Secretary will be elected by all the teams (as defined in Article III) within SASA and will serve for a period of three years (1 September through 31 August, inclusive) following their election. The Recreational Division Director, Revolution Academy Division Director and Travel Division Director will be elected by all the teams (as defined in Article III) within their respective division and will serve for a period of two

years (1 September through 31 August, inclusive) following their election. Additionally, no more than approximately half the Board of Director positions will be up for election by the general membership in any given year. The President of SASA will chair the Board of Directors. No board member may be elected to his or her particular position for more than three consecutive terms, unless agreed to on a case-by-case basis and elected for additional term(s) by the appropriate general membership of teams. The Board of Directors shall be current Members of SASA or residents of Stafford County, Virginia.

Responsibilities. The Board of Directors establishes organization-wide policies, guidelines and procedures and monitors their implementation and effectiveness from an organizational perspective. The Board of Directors shall be responsible for and have the final authority, except as otherwise provided, for the following:

- a. Adopting and publishing rules and regulations for SASA.
- b. Managing organizational finance.
- c. Enforcing and interpreting the bylaws.
- d. Establishing, enforcing, and interpreting any rules or regulations regarding SASA operations, policies, or procedures.
- e. Establishing and maintaining the SASA strategic plan.
- f. Conducting the day-to-day affairs of SASA pursuant to the directives of the membership.

Duties. The Board of Directors shall be obligated to attend 75% of regularly scheduled SASA meetings, and fulfill, to the best of their abilities, the duties of their offices as follows:

- a. President: Shall conduct all meetings of the Board of Directors, all general and special meetings of the voting membership, and shall appoint committees and committee chairpersons as necessary. Shall represent SASA to the Stafford County government for all contractual and policy matters and present the annual report to County officials, as required. Shall represent SASA on all contractual matters for the Association and shall sign all contracts, upon Board of Director approval. Make authorized expenditures not to exceed \$500.00 per season in support of SASA operations, without approval of the Board of Directors. Ensure SASA activities are conducted in a manner that ensures effective operations, conformance with SASA policies and procedures, and equal opportunity for SASA members. The President shall have joint authority with the Treasurer of the disbursement of SASA funds. Supervise all officers, agents, and

employees of the association in the performance of their respective duties

b. Vice President: Shall assume all duties of the President in his or her absence or in the event the President is unable or unwilling to act. The Vice President shall exercise such other and further duties as may be designated by the President or the Board of Directors.

c. Secretary: Shall handle all correspondence; give written notice of all scheduled meetings, and verbal notice of all rescheduled or emergency meetings. Shall coordinate the agenda of all scheduled meetings (to include input from Coordinators or Hired Personnel) and record, publish and distribute the minutes of all Board of Director and general membership meetings. Maintain the files on all SASA meetings and business. Record all votes on issues before the association.

d. Treasurer: Shall have full knowledge of all organization holdings and assets and keep a detailed account of SASA finances. Shall have joint authority for disbursements of SASA funds, and shall oversee the collection of all debts owed to SASA and pay bills levied against SASA. Shall receive, account for and deposit all funds received by SASA for registration, team fees, dues and other revenue-producing activities, or oversee such functions. Review monthly account records and monitor income and expenditures. Establish and oversee operating accounts for standing committee chairpersons and other SASA officers and the accountability and reconciliation of these accounts. Shall prepare an annual financial statement for the SASA memberships, prepare a Treasurer's report for each Board of Directors meeting, prepare an annual budget, file all required tax forms, have audits prepared (as required). The Treasurer will be the registered agent of the Corporation and maintain the corporate book. Procure and maintain adequate liability insurance, property insurance, and D&O insurance.

e. Division Directors: Shall coordinate operational activities of their respective Divisions and the Board of Directors. Coordinate and resolve member concerns and issues for their division. Make or authorize expenditures in support of their operations, not to exceed \$100.00 per season, without approval of the Board of Directors. Ensure Division registrations and/or team assignments are properly conducted. Work with other Division Directors to coordinate on items of mutual interest (player assignments, field assignments, equipment and services, schedules, etc). Ensure their Division activities are conducted in a manner that ensures effective

operation, conformance with SASA policies and procedures, and equal opportunity for SASA members in their division. Establish and implement, upon ratification of the Board of Directors, additional policy and procedures specific to their division that are necessary for operations.

Vacancies. Should a vacancy occur in the position of President, the Vice President shall take the responsibility of the President. One of the Board of Directors will be elected Vice President by special vote (see Article V) of the Board of Directors. The term of the new President and Vice President will coincide with the remainder of the original term of each position. Should a vacancy occur in any other Board of Director position, the President shall nominate qualified individuals from the membership-at-large for election by general vote (see Article V) by the Board of Directors. Individuals elected in this manner will serve the remainder of the original term of the position that has been vacated.

Resignation or Removal. Any member of the Board of Directors may be removed from office and relieved of duties by special vote (see Article V) of the Board of Directors. Any director may resign at any time by giving written notice to the Board of Directors delivered to the President or the Secretary.

Liability. No person shall be liable to the association for any loss or damage suffered by it on account of any action taken or admitted to be taken by him/her as a Director or Officer of SASA or any other corporation in which he/she serves as a director or officer at the request of SASA, if such person:

1. Exercised and used the same degree of care and skill as a prudent person would have exercised and used under the circumstances in the conduct of his/her own affairs, or
2. Took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or information furnished by officers of the Corporation which he/she had reasonable grounds to believe. The forgoing shall not be exclusive of other rights or defenses to which he/she may be entitled as a matter of law.

The Association shall indemnify every officer, director and committee member of the Association against any and all expenses, including, without limitation, attorneys' fees, reasonably incurred by or imposed upon any officer, director or committee member in connection with any action, suit or other proceeding (including settlement of any suit or proceeding if approved by the Board of Directors) to which the officer, director or

committee member may be made a party by reason of being or having been an officer, director or committee member of the Association regardless of whether he is an officer, director or committee member at the time such expenses are incurred (unless such expenses are incurred because of the bad faith, willful misconduct or fraud of such officer, director or committee member). Provided the officers, directors and committee members of the Association act in good faith, they shall not be liable to the Members for any mistake of judgment or negligence. The officers, directors and committee members of the Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such officers, directors or committee members are liable as Members) and the Association shall indemnify and forever hold each officer, director and committee member free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director or committee member of the Association, or former officer, director or committee member of the Association, may be entitled.

### C. Coordinators.

Makeup. The Board of Directors by general vote (see Article V) will appoint Coordinators who will serve for a period of two years (1 September through 31 August, inclusive) for those functions the Board of Directors had deemed as necessary to support the Board of Directors in carrying out association operations. No Board appointed Coordinator may be elected to his or her particular position for more than three consecutive terms, unless agreed to on a case-by-case basis and elected for additional term(s) by the Board of Directors.

Responsibilities. The Coordinators are responsible for specific operational functions. They shall attend Board of Director meetings as required, but do not have voting rights on the Board of Directors. The current positions and duties of appointed Coordinators can be found in the SASA Operations Manual.

Vacancies. Should a vacancy occur in any Coordinator position, the President shall nominate qualified individuals from the membership-at-large for election by general vote (see Article V) by the Board of Directors. Individuals elected in this manner will serve the remainder of the original term of the position that has been vacated.

Removal. Any Board appointed Coordinator position member may be removed from position and relieved of duties by special vote (see Article V) of the Board of Directors.

#### D. Division Director Support.

Makeup. The Division Director will establish support positions as necessary to assist them in carrying out their duties. The Division Director can add or remove Support positions as required. The Division Director can remove members from a position and install new members as required. There is no set term for these positions.

Responsibilities. The Support members are responsible for specific operational functions dictated by the Division Director. They shall attend Board of Director meetings or Division Director meetings as required, but do not have voting rights. The current positions and duties of support positions can be found in the SASA Operations Manual.

#### E. Hired Personnel.

Makeup. The Board of Directors by general vote (see Article V) will establish or abolish Hired Personnel positions that it deems necessary to assist the Board in Association operations. The Board of Directors will vote on contractual arrangements for these positions and the personnel that will fill them. The President will execute these contracts.

Responsibilities. The Hired Personnel to support the Board are responsible for specific operational functions. They shall attend Board of Director meetings as required, but do not have voting rights on the Board of Directors. The current positions and duties of Hired Personnel positions can be found in the SASA Operations Manual.

Vacancies/Removal. Contractual procedures will be followed by the Board of Directors concerning filling or removing any Hired Personnel positions.

Hired personnel of SASA may submit proposed modifications to the SASA bylaws pursuant to Article VIII.

#### F. Standing Committees.

Makeup. When the need occurs to investigate or monitor a particular aspect of SASA operations, the Board of Directors will form a Standing Committee for that requirement. The Board of Directors will develop and ratify, by general vote (see Article V), a charter for the newly formed Standing Committee, which outlines its specific scope, objectives and authority. The President shall appoint chairpersons of the Standing Committees, subject to their ratification, by general vote (see Article V), by the Board of Directors. The chairpersons of the Standing Committees serve at the pleasure of the President. The chairpersons of the Standing

Committees, and committee membership, will be drawn from SASA membership-at-large. A complete list of the current Standing Committees can be found in the SASA Operations Manual. A standing committee, once formed, will remain in effect for the duration of its purpose. The newly elected Board of Directors, upon taking office, will review the charter of the Standing Committees and make appropriate changes to their membership and/or charter.

Responsibilities. The Standing Committees shall be responsible for executing designated functions, for conducting studies and analyses in their particular area of expertise, and for making recommendations to the Board of Directors for further action. Standing Committee chairpersons shall attend Board of Director meetings as required, but do not have voting rights on the Board of Directors.

## **ARTICLE V - ASSOCIATION ADMINISTRATION**

A. Meeting Procedure. SASA business may only be considered at a duly called meeting and with a quorum of members of the Board of Directors in attendance. For all SASA meetings, a quorum is defined as a simple majority of those board members in attendance for which positions are currently filled. Only members of the Board of Directors may cast votes on an issue that is placed before the Board for consideration. No proxy voting is permitted. If a member occupies more than one board position, he or she may cast only one vote per issue. All SASA formal meetings will be conducted in accordance with the latest edition of Robert's Rules of Order. For all SASA formal meetings, a record (minutes) of meeting events and decisions will be kept and published as a matter of public record. Meeting dates and times will be posted online.

B. Regular Meetings. The Board of Directors shall meet periodically, as determined by the President, to conduct SASA business. Prior to these meetings, an agenda will be prepared and distributed to the board members and a date, time and location will be established and promulgated for the meeting. Minutes of the last regular meeting will normally be the first item on the agenda for discussion and approval. All SASA Board of Director regular meetings are open to the general SASA membership; however, the President reserves the right to limit attendance consistent with the space that is available for the meeting, and to limit any discussion by non-Board members, consistent with the schedule of the meeting. Only those duly elected or appointed Board members have voting rights.

C. Special Meetings. The Board of Directors may conduct special meetings to consider matters of an urgent nature, disciplinary proceedings, special elections, etc. For these meetings, the agenda will normally consist of a single topic, which will be promulgated by the fastest means available prior to the meeting. Any appropriate Board member may call SASA special meetings, as



circumstances dictate. These meetings are normally closed to the general SASA membership, except for those who are required to provide pertinent information about the matter under consideration. In extreme, unusual or emergency circumstances, the President can convene the special meeting by telephone or other means to distribute information, reach consensus and arrive at a required decision. Special meetings will not be called solely to circumvent the regular meeting process.

D. General Membership Meetings. At least once a year, a general membership meeting will be convened. The purpose of the general membership meeting is to conduct elections for Board of Director positions, report to the general membership on financial and operational status of SASA, and to obtain comments and feedback from the general membership on SASA operations, policies and procedures. The general membership meeting will be announced in various media and through Division Director Support personnel to the team coaches and parents of SASA in advance of the meeting date.

E. Division Director Meetings. Division Directors can hold their own meetings with their Support personnel to discuss operations associated with their division. These meetings do not need to be publicized but are open for general membership or the Board of Directors to attend.

F. General and Special Votes. For regular Association business, a general vote is taken to reach a decision. A general vote is defined as a simple majority of those Board members present for Board convened meetings and a simple majority of those member teams present for general SASA meetings who are authorized (i.e., designated team representative) to vote on the topic under consideration (i.e., general SASA topic or general Division topic). For topics requiring a special vote (which are specifically identified in these bylaws), a two-thirds majority of Board members present for Board convened meetings and two-thirds majority of member teams present (see above rules) for special SASA meetings is required for approval of the topic under consideration. In all cases, the President shall vote on a topic under consideration only to reach or prevent the necessary majority from being achieved.

G. Financial Audit. A financial audit will be conducted as deemed appropriate by the Board of Directors or County of Stafford. When accomplished, the audit will be conducted in conjunction with preparation of taxes for the year in question. Results of any audit or tax report will be used to prepare a financial status report that is given to the general membership, as described above.

## **ARTICLE VI - SOCCER PROGRAMS**

A. Season. SASA conducts its soccer programs during the August-July soccer year, to include spring and fall seasons. Details on the typical dates and length of each season, number of games and any pre- or post-season activity for

the Divisions are contained in the SASA Operations Manual. The Board of Directors may adjust limits as required when planning for a particular season of play, based on field availability and other circumstances that affect ability to schedule and conduct games.

B. Laws of the Game. All SASA activities, which involve players, will be conducted in accordance with the most recent Federation International Football Association (FIFA) laws as administered by the United States Soccer Federation (USSF), Youth Division (USUSF), and Virginia Youth Soccer Association (VYSA). In addition, SASA rules and organization (ODSL, etc.) rules will be followed, as applicable.

C. Program Volunteers. All team officials and association officials must comply with the VYSA “Kid Safe” program or other means incorporated in verifying background of SASA volunteers. The SASA Secretary or Coaching Coordinator will monitor this program.

## **I. Recreation Division**

A. Background. The SASA Recreation Division strives to offer a fun type environment for all players and to teach a better understanding of the game of soccer. The division caters to those interested in playing recreational soccer between 5 and 19 years of age. Any player actively participating on a Travel team is ineligible to play within the Recreation Division.

B. Program. There will be an announced registration period for each season. Number of teams and size of teams are determined by the number of players signed up during registration and the number of players permitted on the field during games for each age group and the requirement for each player to play a minimum period of time for every game (reference SASA rules and SASA Operations Manual for detailed information).

C. Fees. The Board of Directors will approve the fees for registration prior to the open registration period for each season. This will be based in part on the Division Directors input, Treasurer’s reports, and/or approved annual budget.

## **II. Revolution Academy Division**

A. Background. The SASA Revolution Academy Division strives to teach a greater understanding of the game of soccer and to instill self-confidence in players who show the potential for development for play in elite programs. The Revolution Academy Division is an advanced program that provides players who are serious about the game an environment in which they can develop their skills. The focus of the division is to develop players such that they are well prepared for competition in higher-level leagues, including scholastic leagues. Although the Revolution Academy Division does not concentrate on the aspect of

winning, it nevertheless provides a competitive and challenging environment. The Travel Division looks towards Revolution Academy Division players when it conducts tryouts for its travel teams. With noted modifications, Revolution Academy Division matches are played in accordance with SASA rules.

B. Program. There will be announced tryout dates and registration period for each season. Number of teams and size of teams are determined by the number of players selected from tryouts and signed up during registration, number of returning players signed up during registration, and the number of players permitted on the field during games for each age group (reference SASA rules and SASA Operations Manual for detailed information).

C. Fees. The Board of Directors will approve the fees for registration prior to the open registration period for each season. This will be based in part on the Division Director's input, the Treasurer's reports, and/or the approved annual budget.

### **III. Travel Division**

A. Background. The SASA Travel Division sponsors traveling teams in order to provide the opportunity for youth who possess the interest and the ability to play highly competitive soccer, a means whereby they may compete with comparable players and teams as representatives of SASA.

B. Program. Teams for each year or season are formed based on SASA's intent to field a team. Team numbers and team sizes are determined by SASA subject to any caps on team sizes as directed by the organization (ODSL, WAGS, NCSL, etc.) with which the age groups are associated (reference SASA rules and SASA Operations Manual for detailed information).

C. Fees. Team fees for each season will be determined by the Treasurer and based on the operating budget for that season. Fees are subject to approval of the Board of Directors.

## **ARTICLE VII - DISCIPLINARY PROCEDURES**

A. General. SASA requires that its members behave in a sportsmanlike and disciplined manner at all SASA activities. To that end, each parent or guardian who registers a child to play in SASA, as well as all coaches and assistant coaches, sign an ethics statement, which proscribes positive behavior, when registering to participate. A coach, assistant coach or player may be prohibited from participation in some or all of future SASA activities for violating that ethics code, or for serious misconduct. Serious misconduct includes, but is not limited to being sent off (red card offense) in two or more games during a season. Spectators may also be prohibited from participating from some or all SASA activities due to substantiated unethical or abusive behavior.

B. Disciplinary Proceedings. Any misconduct or incident of abusive behavior, whether or not a card is issued, must be reported, as required in Article VI, to the appropriate Rules & Discipline Coordinator (reference SASA rules, organization rules and the SASA Operations Manual for details on rules and procedures regarding disciplinary actions).

## **ARTICLE VIII - MODIFICATIONS TO THE BYLAWS**

A. Review Process. These Bylaws shall be reviewed at least annually by the President or by a committee designated thereby. This review shall be accomplished prior to the beginning of each fiscal year. The Bylaws shall be updated as the Board of Directors deems necessary.

B. Modification Process. Bylaw changes may be enacted in one of two ways:

1. Presentation at a general membership meeting and vote by a simple majority of those member teams present at a general meeting, or
2. Submission to and approval by the Board of Directors by special vote (see Article V).

C. Who May Submit. Any member of SASA may submit proposed modifications to the SASA bylaws. Bylaw changes that are submitted to the Board of Directors for approval will be considered at the earliest available opportunity.

D. How to Submit. Proposed modifications to the bylaws must be submitted in writing to the Secretary of the SASA Board of Directors. The proposed modification should identify the Article(s) and paragraph(s) to be modified, the recommended change, and rationale/justification for the change. For changes to be considered during a general membership meeting, the recommendation for change must reach the Secretary 30 days prior to the scheduled meeting.

Revised: January 2013.