

BY-LAWS of RESTON SOCCER ASSOCIATION, INC.

Revised and Adopted May 18, 2009

ARTICLE I: NAME AND GENERAL PROVISIONS

Section 1.01 – Name. The name of this Corporation is the RESTON SOCCER ASSOCIATION, INCORPORATED.

Section 1.02 – Fiscal Year. The fiscal year of this Corporation shall begin on the first day of July in each year and end on the last day of June in the next year.

ARTICLE II: PURPOSES

Section 2.01 – Purpose. This Corporation is organized:

- (a) To provide enrichment and enjoyment through cooperation, team spirit, friendly competition, and skill development in soccer.
- (b) For the charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, including primarily the establishment and supervision of a program of soccer education, training, and competition of and by the soccer enthusiasts in the Reston area of Fairfax County, Virginia; provided, however, that the Corporation shall not influence legislation or intervene or participate directly or indirectly in any political campaign; and provided further, that to the fullest extent possible, the Corporation's programs and facilities are available to any person in the area who desires to participate, is physically able, and has the minimum age level for participation.

ARTICLE III: MEMBERSHIP

Section 3.01 – Members. The following shall be members of the Corporation:

- (a) Any person who is a participant in a program sponsored by the Corporation and is 18 years of age or over.
- (b) Any person who is the parent or guardian of a child under the age of 18 years who is a participant in a program sponsored by the Corporation.
- (c) Any other person who lends assistance to a program sponsored by the Corporation, under the terms and conditions established by these By-Laws, including, volunteers, referees, and coaches.

Section 3.02 – Term. The term of membership of a participant, or the parent or guardian of a participant, is effective for the age-group year (August 1 to July 31) for which the participant is registering. However, if a participant registers after the age-group year begins; the membership is effective beginning on the date of the registration through the end of the age-group year.

Section 3.03 – Suspension from Membership. The directors of the Corporation may, after affording the member an opportunity to be heard, suspend any person from membership in the Corporation during any period of time when there exists a violation of any By-Laws of the Corporation by such member.

Section 3.04 – Responsibilities. Each member of the Corporation agrees to be personally responsible for:

- (a) Payment of fees established by the Board of Directors
- (b) Compliance with the provisions of these By-Laws
- (c) Compliance with the rules and regulations adopted by the Corporation.

ARTICLE IV: MEETINGS

Section 4.01 – Meeting Location. Meetings of the members of the Corporation shall be held at such suitable place convenient to the membership as may be designated by the Board of Directors.

Section 4.02 – Annual Meeting of Members. The annual meeting of the members of the Corporation shall be held during the month of May. At such meetings there shall be elected by ballot of the members, directors of this Corporation as called for in Sections 4.07, 4.10, 5.01, 5.02 and 5.03 of these By-Laws. The members may also transact such other business of the Corporation as may be designated by the Board of Directors.

Section 4.03 – Special Meetings of Members. It shall be the duty of the President to call a special meeting of the members as directed by resolution of the Board of Directors or upon a petition signed by one hundred (100) members of the Corporation and presented to the Recording Secretary. The notice of any special meeting shall state the day, date, time, and place of such meeting and purposes thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 4.04 – Notice of Meetings of Members. It shall be the duty of the Recording Secretary of this Corporation to provide notice via electronic mail (e-mail) of each annual or special meeting, stating the purpose thereof as well as the day, date, time, and place where it is to be held to each member of record at the member's e-mail address as it appears in the membership records of the Corporation, at least ten (10) but not more than thirty (30) days prior to such meeting.

For members with no valid e-mail address on record, the notice of meetings shall be mailed to their street address.

If the meeting includes an election of directors, a list of the nominees for each position subject to election shall be included in the notice.

Section 4.05 – Quorum. The presence in person of at least twenty-five (25) members of record of the Corporation at the membership count shall be requisite for, and shall constitute a quorum for, the transaction of business of all meetings of members. No action of the members at such a meeting after the membership count has been taken shall destroy a quorum constituted hereunder.

Section 4.06 – Rescheduling Due to Lack of Quorum. If any annual meeting of members cannot be conducted because a quorum has not attended, the members who are present may reschedule the meeting to a time not less than one week from the time the original meeting was called. Email notification of such meeting shall constitute sufficient notification and if a quorum has not been reached at this second meeting, those attending shall have the right to cast ballots for the next year's directors.

Section 4.07 – Member Votes. At every meeting of the members, each member present in person shall have the right to cast one vote. A majority vote shall decide any question brought before such meeting, unless the question is one upon which, by express provision of statute or of the Articles of Incorporation, or of these By-Laws, a different vote is required, in which case such express provisions shall govern and control.

Section 4.08 – No Proxies or Absentee Ballots. No proxies or absentee ballots shall be permitted at any meeting of the members of this Corporation.

Section 4.09 – Order of Business. The order of business at all annual meetings of the members shall be as follows:

(a) Count of the members for purposes of establishing a quorum

- (b) Proof of notice of meetings
- (c) Reading of minutes of preceding membership meeting
- (d) Reports of Officers
- (e) Reports of Committees
- (f) By-Law Changes
- (g) Election of Directors
- (h) Unfinished Business
- (i) New Business

Section 4.10 – Election Procedure. At any annual meeting of this Corporation, or at any special meeting called for the purpose of election of directors, any member present may nominate a member to fill any position that is subject to election. It shall be the duty of the presiding officer at such meeting to invite such nominations from the floor for each position that is the subject of such election.

The election of directors shall be by secret ballot of the members present at the meeting.

Pre-printed ballots, if used, shall provide space for nominations from the floor.

Election to any position shall go to the candidate receiving the most votes of all votes cast to fill that position. If two or more candidates each tie for the most votes, the position shall be considered vacant and shall be filled per Section 5.03 of these By-Laws

Elections shall not result in one person holding two or more director positions. A sitting director whose term or interim appointment does not expire at that meeting may not be a candidate for election, and any votes cast for a sitting director whose term or interim appointment does not expire at that meeting shall be considered as votes not cast for any candidate.

A member may be a candidate for more than one director position, but shall only win election to at most one. If a candidate receives the most votes of any candidate for more than one director position, then the candidate shall be elected only to one director position, that position being the one whose name appears alphabetically first of all those positions for which the candidate received the most votes. Any votes cast for that candidate for any other director position shall be considered as votes not cast for any candidate.

Section 4.11 – Membership Records. It shall be the duty of the Recording Secretary of the Corporation to maintain a record of the membership.

ARTICLE V: DIRECTORS

Section 5.01 – The Directors. The affairs of this Corporation shall be governed by a Board of Directors composed of the following directors:

- (a) House Director 1
- (b) House Director 2
- (c) House Director 3
- (d) Travel Director 1
- (e) Travel Director 2
- (f) Travel Director 3
- (g) At-Large Director 1
- (h) At-Large Director 2
- (i) At-Large Director 3

Only members of the Corporation may serve as Directors. No member may concurrently hold more than one director position.

The Directors shall select a director to serve as Chairman.

Section 5.02 – Director Term. A director’s term shall commence immediately upon the director’s election at an annual or special meeting, and shall continue for the term period. The director’s term shall terminate upon the election of the director’s successor at the subsequent annual meeting during which the term expires.

Generally, the term period shall be three years.

However, in order to create staggered terms in which one third of directors are elected each year, the term period for directors elected at the 2009 Annual Meeting of members is one, two or three years as follows:

- (a) House Director 1 shall be elected to a one year term in 2009.
- (b) House Director 2 shall be elected to a two year term in 2009.
- (c) House Director 3 shall be elected to a three year term in 2009.
- (d) Travel Director 1 shall be elected to a one year term in 2009.
- (e) Travel Director 2 shall be elected to a two year term in 2009.
- (f) Travel Director 3 shall be elected to a three year term in 2009.
- (g) At-Large Director 1 shall be elected to a one year term in 2009.
- (h) At-Large Director 2 shall be elected to a two year term in 2009.
- (i) At-Large Director 3 shall be elected to a three year term in 2009.

In summary, elections for directors at annual meetings shall occur as follows:

House Director 1, Travel Director 1 and At-Large Director 1 – 2009, 2010, 2013, 2016, ...

House Director 2, Travel Director 2 and At-Large Director 2 – 2009, 2011, 2014, 2017, ...

House Director 3, Travel Director 3 and At-Large Director 3 – 2009, 2012, 2015, 2018, ...

Section 5.03 – Filling Vacancies. Any vacancy occurring in the Board of Directors may be filled by interim appointment by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director.

For vacancies whose term concludes at the next annual meeting, the interim appointment is for the remainder of the term.

For vacancies whose term concludes subsequent to the next annual meeting, the interim appointment is until the next succeeding meeting of the members of the Corporation, at which time an election shall be held for the remaining unexpired term.

Only members of the Corporation may be appointed to fill a vacancy. Interim appointments shall not cause any person to concurrently hold more than one director position.

Section 5.04 – Removal by Directors. At any regular or special meeting of the Board of Directors, any one or more of the directors may be removed with or without cause by a vote of two thirds (2/3) of the members of the Board of Directors. Any director whose removal has been proposed shall be given an opportunity to be heard at such a meeting.

Section 5.05 – Removal by Members. At any Annual Meeting of the members, or any Special Meeting of the members called for such purpose, any one or more of the directors may be removed with or without cause by a majority vote of the members present and voting. Any director whose removal has been proposed shall be given an opportunity to be heard at such a meeting.

Section 5.06 – Regular Meetings of Directors. The Board of Directors shall establish its own meeting schedule. At a minimum, the Board of Directors shall schedule at least four regular meetings each year, at least one each quarter.

Each regular meeting shall be scheduled at least one month in advance, and notice of each regular meeting shall be posted on the Corporation’s web-site at least one month in advance.

Section 5.07 – Special Meetings of Directors. Special meetings of the Board of Directors may be called by the Chairman on seventy-two (72) hours notice to each director, given

personally or by electronic mail, telephone or telegraph, which notice shall state the date, time, and place thereof and the purposes of its being called. Special meetings of the Board of Directors shall be called by the Chairman or the Recording Secretary in like manner and on like notice on the written request of three (3) directors.

Section 5.08 – Waive Notice. Before or at any meeting of the Board of Directors, any director may, in writing, waive notice of such a meeting and such waiver shall be deemed equivalent to the giving of such a notice. Attendance by a director at any meeting of the Board shall be a waiver of notice by him/her of the time and place thereof. If two-thirds (2/3) of the directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 5.09 – Quorum. At all meetings of the Board of Directors, a majority of members of the Board constitute a quorum. After a quorum is present, no act of any director may destroy the quorum. A majority vote shall decide any question brought before a meeting of the Board unless the question is one for which there is a different voting requirement. The acts of the majority of the directors present at the meeting, at which such a quorum has been established in accordance with this Section, shall be the acts of the Board of Directors.

Section 5.10 – Order of Business. The order of business at all meetings of the Board of Directors shall be as follows:

- (a) Calling of the roll
- (b) Proof of notice of the meeting
- (c) Chairman's Report
- (d) Officer's Reports
- (e) Committee Reports
- (f) Unfinished Business
- (g) New Business

Section 5.11 – Duties. The Board of Directors shall:

- (a) Establish rules and standards of conduct for the membership, and the players, parents, coaches and spectators of the programs sponsored by the Corporation
- (b) Establish regulations for any meeting of the membership, in regard to proof of membership in the Corporation, evidence of the right to vote, appointment and duties of inspectors of votes, and other matters conduct of meetings.
- (c) Establish policies for the Corporation
- (d) Establish participation fees for programs sponsored by the Corporation
- (e) Establish and approve budgets
- (f) Appoint a chairman
- (g) Appoint directors to fill vacancies
- (h) Appoint officers
- (i) Appoint other positions such as commissioners, administrators and assignors as needed to run the affairs of the Corporation
- (j) Appoint directors and members to committees established by these By-Laws or committees established by the Board of Directors
- (k) Delegate authority to the Chairman, President or other officers or positions as necessary to ensure the effective day-to-day operation of the Corporation

Section 5.12 – The Chairman. The Chairman of the Board of Directors shall be the chief executive officer of the Corporation. As such the chairman shall:

- (a) Preside over Annual and Special Meetings of the members
- (b) Preside over regular and special meetings of the Board of Directors
- (c) Nominate directors and members to committees established by these By-Laws or committees established by the Board of Directors

ARTICLE VI: OFFICERS

Section 6.01 – Officers. The officers of the Corporation shall be:

- (a) President
- (b) Vice President
- (c) Recording Secretary
- (d) Treasurer

Section 6.02 – Appointment of Officers. The Board of Directors shall appoint the officers. The term for each officer shall conclude whenever the Board of Directors appoints another individual to that office.

Section 6.03 – Establishment of Other Positions. The Board of Directors shall establish other positions to run the various day-to-day aspects of the Corporation, including, but not limited to: age group commissioners, league commissioners, Field Administrator, Field Scheduler and Referee Assignor.

The term for each position shall conclude whenever the Board of Directors appoints another individual to that position, or when that position ceases to exist as a result of an action taken by the Board of Directors.

Section 6.04 – Filling Vacancies. Any vacancy occurring in any office may be filled by the affirmative vote of the majority of the Board of Directors or of those remaining directors even though less than a quorum of the Board of Directors remains.

Section 6.05 – President. The President shall be the Chief Operating Officer of the Corporation. The President shall:

- (a) Have overall responsibility for day-to-day operations of the Corporation.
- (b) Recruit, retain, and motivate individuals to fill vacant positions.
- (c) Appoint committees of the members as appropriate, where not inconsistent with these By-Laws and not duplicating the efforts of the Board of Directors, to carry out the purposes of this Corporation.
- (d) Provide regular reports to the Board of Directors of significant events and actions taken.

Section 6.06 – Vice President. The Vice President shall take the place of the President and perform the President's duties whenever the President shall be absent or unable to act.

Section 6.07 – Recording Secretary. The Recording Secretary shall keep, or cause to be kept, a true and complete record of the proceedings of all meetings of the members of the Corporation and of the Board of Directors. The Recording Secretary shall attend to giving of all notices of membership meetings and Board of Directors meetings.

Section 6.08 – Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as the Board of Directors by resolution may designate.

The Treasurer shall sign all checks for payment. Whenever the amount of a check payment exceeds \$500.00, the check shall be co-signed by the President or other officer so authorized by the Board of Directors.

The Treasurer shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the Board of Directors.

ARTICLE VII: COMMITTEES

Section 7.01 – Finance Committee. The Finance Committee shall consist of the President, the Treasurer, and three (3) members appointed by the Board of Directors.

The Finance Committee shall prepare a fiscal budget for approval by the Board of Directors, and a proposed fiscal budget for the following year, this proposed budget to be presented for information and comments at the annual meeting. This committee shall also assist the Treasurer in planning and maintaining a sound financial policy. All requests for funds should be brought before this committee.

Section 7.02 – Nominating Committee. The Nominating Committee shall consist of three (3) members appointed by the Board of Directors of the Corporation.

The Nominating Committee shall nominate members to fill each of the director positions set forth in Section 5.01 of these By-Laws.

Section 7.03 – Rules and Discipline Committee. The Rules and Discipline (R&D) Committee shall consist of five (5) members appointed by the Board of Directors of the Corporation.

The Rules and Discipline Committee shall:

- (a) Propose rules and standards of conduct for members, as well as players, parents, coaches and spectators of the programs sponsored by the Reston Soccer Association, regardless of those individuals membership status. Such rules and standards of conduct shall be harmonious with the avowed purpose of this Corporation, the Articles of Incorporation and these By-Laws, and in accordance with FIFA regulations as viewed by the United States Soccer Federation (USSF) and the Virginia Youth Soccer Association (VYSA).
- (b) Address all complaints of conduct brought against any player, parent, coach or spectator resulting from incidents at events in which the players or teams from Reston Soccer Association participate.
- (c) Fulfill Reston Soccer Association's obligations as a member of the USSF and the VYSA, particularly with respect to (1) resolving complaints through an adjudication process that provides due process and (2) abiding by all suspensions.

ARTICLE VIII: MISCELLANEOUS

Section 8.01 – Indemnification. Subject to the conditions set forth in the Virginia Non-Stock Corporation Act, the Corporation shall indemnify any director or officer, or any former director or officer, or any person who may have served at its request as a director or officer of another corporation in which it owns or owned shares of capital stock or of which it is or was a creditor, and the personal representatives of any of the foregoing, against any and all expenses, including attorney's fees, judgments, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by him in connection with the defense or settlement of any claim, action, suit or proceeding in which he is made a party, or is a party, or which may be asserted against him by reason of his being or having been such director or officer, or in connection with an appeal therein, unless he, or his testator, or intestate shall be finally adjudged, in such action, suit, or proceeding to be liable for negligence or misconduct in the performance or duty. Such indemnification may be entitled under any law, by-law, agreement, vote of members, or otherwise.

Section 8.02 – Amendments. These By-Laws may be amended by a two-thirds (2/3) vote of the members present and voting at any annual meeting or any special meeting called for that purpose provided that a quorum as prescribed by Section 4.05 is present at any such meeting.

Amendments may be proposed by the Board of Directors or by petition signed by at least one hundred (100) members. A statement of any proposed amendment shall accompany the notice of any annual or special meeting at which such proposed amendment shall be voted upon.

Amendment to Bylaws – Adopted May 15, 2017

Section 8.03 - Merger or Dissolution. In the event the Corporation decides to merge, dissolve or cease operation,

A. The merger or dissolution shall be made by a two-thirds (2/3) or more vote of the members present at any annual or special meeting, provided that the members shall be given written notice of the proposed merger or dissolution at least ten (10) days prior to the meeting at which the merger or dissolution shall be acted upon. Email notice to members registered during the seasonal year in which the meeting takes place or publication of a general notice of proposed merger or dissolution on restonsoccer.com shall constitute adequate written notice.

B. Upon merger or dissolution of the Corporation, no board member, officer or member shall benefit by receiving any asset of the Corporation. All such remaining assets shall be distributed to successor or similar organizations, the decision of the board being final in determining which such organizations.