

By-Laws



Article I — Name

The name of the Association shall be Wise County Youth Soccer Association herein known also as WCYSA. The address of record for the association is:

**Wise County Youth Soccer Association
PO Box 444
Wise, VA 24293**

The Association shall pursue incorporated status and not for profit status under the laws of the United States and Commonwealth of Virginia.

Article II — Mission

The Mission of Wise County Youth Soccer Association shall be to organize, promote, and regulate soccer activities in the Wise County, Virginia area. WCYSA shall also promote core values that increase children's cognitive, physical and social development and are inclusive to all children, regardless of physical skill. WCYSA shall adopt the motto "Where every child gets to play".

Article III — Membership

WCYSA shall be an association organized by members and governed by members for the advancement of soccer and related activities in Wise County. Any person(s) submitting duly assessed and received fees shall be considered a member of WCYSA for that operational year. Members are entitled to one (1) vote in the organization during the current operational year regardless of when during that year the membership was established. Any person participating as a volunteer within the scope of activities related to WCYSA shall be members of the organization and entitled to one (1) vote in the organization the current operational year. Volunteers may be; coaches, assistants or any other person associated with WCYSA and having completed a Kidsafe background check. Volunteers are not required to have a child participating in WCYSA.

Article IV- Operational Year

The operational year for Wise County Youth Soccer shall be July 1 through June 30. Soccer age shall be the age of the child as of Aug 1st or as otherwise defined by United States Youth Soccer Association.

Article V- Affiliation

Wise County Youth Soccer shall be an affiliate league and shall comply with the regulations and requirements of the Virginia Youth Soccer Association (VYSA), the United States Youth Soccer Association (USYSA) and the Federation Internationale de Football Association (FIFA). Matches played by Wise County Youth Soccer Association shall comply with FIFA rules except as specifically abridged. Match officiating shall, whenever possible, shall conform to the prescribed grade of United States Soccer Federation (USSF) referee. WCYSA participates in referee assignment with Metro DC/Virginia State Referee Program (MDCVASRP).

Article VI — Governance

Section 1: The government of Wise County Youth Soccer Association shall be vested in a Board of Directors.

- a. The Board of Directors shall consist of the following officers: President, Vice President, Secretary, Treasurer, Competition Commissioner, Concessions Commissioner, R&D Commissioner, Pitchmaster and up to two at large commissioners. All members serve for two year terms unless otherwise provided by a unanimous vote from the current Board of Directors with the vetted officer abstaining from the vote.
- b. A motion to replace a board member or officer shall be raised by at least one Board meeting before the Board of Directors votes to allow for discussion. This rule may be waived if agreed to by unanimous consent of those present and voting. Removal from the Board of Directors, as detailed in Article XI is neither abridged nor discussed from this section.

Section 2: The Board of Directors shall be responsible for managing Wise County Youth Soccer Association affairs as determined by the Board of Directors or as identified by the membership by petition.

Section 3: Election of members and officers of the Board of Directors shall be by majority vote of the current Board of Directors. Selection of candidates for election shall be determined by the current Board of Directors or may be submitted from the membership.

Section 4: The maximum consecutive service by any Officer in any one office on the Board of Directors is two (2) years unless the Board of Directors approves continuation of service by an individual in an Office by a vote of at least two-thirds of the Directors present at a meeting of the Board.

Section 5: All elected Board members shall take office immediately upon election.

Section 6: Former members of Board of Directors may be designated as Board Member Emeritus. Emeritus members may not be re-appointed or re-elected to the Board of Directors and are not counted as members of the Board of Directors. Emeritus members are entitled to one (1) vote in any Board of Directors vote that a quorum is present. If no quorum is present, the Board Member Emeritus may not vote and may not be used to establish a quorum. Notification of Emeritus members of Board of Directors meetings or agenda is not required, but any Emeritus member may attend Board of Directors meetings.

Election of Emeritus Board of Director Members:

- a. Designation as Emeritus shall be done by parliamentary procedure with unanimous vote of all current Board of Director members.
- b. Revocation of Emeritus designation shall also be by unanimous vote of all current Board of Director members.
- c. Revocation of Emeritus status shall not be bound by procedures listed in Article VIII.

Article VII – Meeting

Section 1: There shall be an annual meeting of Wise County Youth Soccer Association, held during January of each year. The purpose of this annual meeting shall be to conduct elections and to conduct other matters of interest to WCYSA. At least ten (10) days prior to the date of the annual meeting, announcements of the meeting, and the names of the candidates for election to the Board of Directors and shall be listed on the Wise County Youth Soccer Association website. The annual meeting shall be designated as the General Membership Meeting for that operational year.

Section 2: Meetings of the Board of Directors shall be held at least four (4) times a year (including the annual meeting) at such time and place as decided by the President, but shall be no less than once per three months. A majority of the Board of Directors shall constitute a quorum.

Section 3: Special meetings of the Membership may be called by the President, a majority of the Board of Directors or a written petition of at least twenty-five (25) members. Notice of such meetings shall be given to the membership seventy-two (72) hours in advance. Petitions for special meetings must be presented in writing to the President and Secretary.

Article VIII -- Duties of Officers

Section 1: The President is the Chief Executive Officer of WCYSA, ex-officio member of all committees, and, subject to the direction of the Board of Directors, shall have general supervision and control of its business. The President shall

ensure that all orders and resolutions of the Board of Directors and mandates voted by the membership at general and Board meetings are carried out. The President shall preside, when present, at all meetings of the Board of Directors and General Membership Meetings. The President or designee shall be the principal contact with Regional, State and National youth soccer organizations.

Section 2: The Vice President shall in the absence of the President, be vested with all the powers and perform all the duties of the President. In the case of disability, resignation or recall of the President, the Vice President shall assume the duties of the President for the remainder of the unexpired term. The Vice President shall be empowered with such duties and other special assignments which, from time to time, may be given by the President, the Board of Directors or by By-law.

Section 3: The Secretary is the Clerk of the Board of Directors and acts as Clerk at all Board of Director meetings and at all General Membership Meetings. The Secretary shall keep the records of WCYSA and perform all duties incident to the office of Clerk. The Secretary shall be empowered with such duties and other special assignments which, from time to time, may be given by the President, the Board of Directors or by By-law. The Secretary shall supervise all the organizational aspects of the administrative operation, except duties as described in Article VI, Section 4 that are under the purview of the Competition Commissioner.

Section 4: The Competition Commissioner shall supervise all the organizational and operational aspects of the soccer related programs. The Competition Commissioner is responsible for securing fields for use during the season from the proper authorities and establishing a master schedule for use by each division. The Competition Commissioner will present this schedule to the President before the opening of each season. This schedule will be available to the Board of Directors. The Competition Commissioner is responsible for scheduling licensing clinics for coaches, training clinics for coaches and players, and for collecting and disseminating training material resources. The Competition Commissioner is responsible for selecting, training, scheduling, and evaluating referees for all WCYSA matches as well as day to day administration of those rules and standards of the Association applying to referees. The Competition Commissioner should be well versed in the laws of soccer and is designated as principle advisor to the Board of Directors and the President on matters pertaining to the laws of soccer and their interpretation.

Section 5: The Treasurer subject to the direction of the Board of Directors or mandate by vote of a General Membership, has general charge of the financial affairs of WCYSA. The Treasurer shall keep or cause to be kept accurate accounting records of the financial transactions of WCYSA and submit financial statements of WCYSA using generally accepted accounting methods to the Board of Directors and membership as required by the Board of Directors and

By-laws. The Treasurer shall have custody of all funds, securities, and financial related documents of WCYSA and shall perform all the duties incident to the office of the Treasurer, including but not limited to, the filing of tax returns and other annual documents associated with a not for profit tax status with all appropriate state and federal regulatory agencies. The Treasurer shall be the chairperson of the Budget Committee as defined by By-laws.

Section 6: The Pitchmaster shall be responsible for the maintenance of all fields and competition areas. The Pitchmaster is responsible for ordering, maintaining, and storing all the equipment, items needed by the players, coaches, and officers of WCYSA. The Pitchmaster shall maintain function of WCYSA equipment, procure and inventory equipment on a seasonal basis.

Section 7: The Concessions Commissioner is responsible for the procurement of supplies for and operation of concessions. The Concessions Commissioner shall make available the expenditures/revenues from concession operations and shall present the Treasurer a detailed accounting of concession at the beginning and end of each competitive season. The Secretary shall also procure league and player photography.

Section 8: Board of Director Members at Large shall represent the interests of their position at all Board of Director meetings, General Membership Meetings, committee meetings and/or WCYSA activities at which they attend or participate. Members at Large shall be empowered with such duties and other special assignments which, from time to time, may be given by the Board of Directors or by By-law.

Article IX - Removal from Office

Section 1: Any Board member who misses three (3) consecutive regularly scheduled Board of Directors meetings may be removed from the Board of Directors, unless good cause is established to the satisfaction of the majority of the other Board members.

Section 2: If it shall be called to the attention of the Board of Directors that it would be in the best interest of Wise County Youth Soccer Association that a person be removed from the Board, that person may be removed by the following procedure:

- a. Notification in writing to the Board member in question of pending action concerning his or her removal at least ten (10) days prior to consideration by the Board of Directors.
- b. For due cause and by a vote of at least two-thirds (2/3) of the Board of Directors, the Board of Directors shall recommend to the membership at the next regularly season membership meeting that such Board member should be removed from office.

- c. For due cause and by a secret ballot vote of two-thirds (2/3) of the members present at such membership meeting, the person shall be removed from office.

Article X -Committees

Standing Committees may be established by the President with approval of the Board of Directors. Ad hoc committees may be established by the President with the approval of the Board of Directors.

Article XI -- Rules of Order

Roberts Rules of Order, Revised, shall govern the proceedings of all meetings of Wise County Youth Soccer Association.

Article XII -- Delegations

Delegations or special committees, as may be necessary, may be appointed by the President to represent Wise County Youth Soccer Association in any convention or meeting, subject to the approval of and/or direction of the Board of Directors. Such delegations shall be free to vote on all matters unless specifically instructed by the Board of Directors.

Article XIII -Code of Conduct

The Board shall adopt an appropriate Code of Conduct for coaches, players and parents and shall amend and modify it as necessary.

Article XIV – Indemnification

Wise Count Youth Soccer Association shall indemnify a director, officer, employee, agent, volunteer or member of the Association to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his conduct as a director, officer, employee, agent, volunteer or member, except that the mandatory indemnification required by this sentence shall not apply:

- a. to a breach of such person's duty of loyalty to the Club;
- b. For acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law;
- c. For a transaction from which such person derived an improper personal benefit; or
- d. Against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the WCYSA, or against expenses in

any such case where such person shall be adjudged liable to the WCYSA.

The Board of Directors may indemnify those of the WCYSA employees, agents, members or volunteers who are not directors in all instances; including those which are excluded from mandatory indemnification under paragraph 1, as it deems appropriate, so long as such indemnification is not inconsistent with law. Such indemnification may be provided by general or specific resolution, or by contract approved by the Board of Directors.

No amendment to or repeal of this Section shall apply to or have any effect on the indemnification's hereunder of any director, officer, employee, agent, volunteer or member of WCYSA for or with respect to any acts or omissions of such person occurring prior to such amendment or repeal

Article XVI – Amendments

These Bylaws may be amended by a two-thirds (2/3) or more vote of the members present at any regular or special meeting, provided that the members shall be given written notice of the proposed amendments at least ten (10) days prior to the meeting at which the amendment(s) shall be acted upon. Publication of a general notice of proposed Bylaw changes in the local press shall constitute adequate notice.

Article XVII- Merger

Wise County Youth Soccer Association may merge with another organization by two-thirds (2/3) vote of those voting at a General Membership Meeting whose sole purpose is to consider a resolution drafted by the Board of Directors or a membership submitted petition which calls for WCYSA to be merged with another organization and either of which must have the approval of two-thirds (2/3) vote of the whole Board of Directors. Any petition submitted to the Board of Directors calling for the merger of WCYSA with another organization and signed by thirty (30) percent or more of the members of WCYSA shall be considered and voted upon by the Board of Directors. Any proposed merger that receives two-thirds (2/3) approval of the Board of Directors shall be sent or given to the membership at least thirty (30) days prior to a Membership meeting at which the proposed merger will be voted upon. In the event of a merger with another organization, all physical possessions and monetary assets of WCYSA shall be transferred to the successor entity.

Article XVII —Dissolution

In the event the Wise County Youth Soccer Association decides to dissolve and cease operation,

- a. The dissolution shall be made by a two-thirds (2/3) or more vote of the members present at any regular or special meeting, provided that the members shall be given written notice of the proposed dissolution at least ten (10) days prior to the meeting at which the dissolution shall be acted upon. Publication of a general notice of proposed dissolution in the local press shall constitute adequate notice. Prior to dissolution, the Treasurer of WCYSA is charged with the following:
 - I. A complete inventory of all possessions and assets of WCYSA shall be taken and itemized.
 - II. A complete monetary accounting shall be made and all known debts and financial obligations satisfied. The Treasurer is herein authorized to sell or otherwise dispose of any or all possessions and assets of WCYSA needed to acquire sufficient monies to satisfy the payment of debts and financial obligations, but only to the extent necessary to raise sufficient monies.
 - III. The Treasurer shall file all necessary final documents and tax papers required to dissolve WCYSA with all governmental agencies.

- b. Upon dissolution of the Association, no board member, officer or member shall benefit by receiving any asset of Wise County Youth Soccer Association. All such remaining assets shall be distributed to successor or similar organizations.