



ARTICLES OF INCORPORATION AND BYLAWS

June 2011

VYSA Articles of Incorporation and Bylaws Revision History

Date Revised	Revisions
June 2011	No Amendments Submitted
June 2010	1. Article V. Section 2. Changed bylaws to no longer allow nominations from the floor.
June 2009	No Amendments Submitted
June 2008	No Amendments Submitted
June 2007	1. Article VII. Section 6. - added recovery of grievance expenses.
February 2007	1. Article II. Section 2. - changed definition of Youth Soccer Team.
June 2006	<ol style="list-style-type: none"> 1. Article VII, Section 2., item c. - removed the appeals fee and have the amount set by the Board of Directors. 2. Article IX, Section 3. - clubs or leagues not be automatically placed in bad standing for failure to pay registration fees on time, allow the Board of Directors to consider whether to place in bad standing. 3. Article III, Section 3., item c. - jurisdiction of six board positions for travel commissioners changed to be allocated based on the size of the travel league, 6 largest leagues make up travel commissioner positions.
June 2005	<ol style="list-style-type: none"> 1. Article III, Section 4., items c & e. - eliminated the position of Registrar and allocate the responsibilities of registration oversight to the Secretary. 2. Article V, Section 4. - removed Registrar from Terms of Election.
June 2004	<ol style="list-style-type: none"> 1. Article III, Section 5., item d. - added chairing Investment Committee to Treasurer's responsibilities. 2. Article VII, Section 7. - added recognition of disciplinary actions by VYSA member clubs and leagues 3. Article VII, Sections 2, 3 & 4. - jurisdiction of Adjudication Committee and Board of Directors 4. Article III, Section 3., items b & f. - changed jurisdiction of the Boys West Travel Commissioner to West Travel Commissioner having that position represent both boys and girls. 5. Article V, Section 4. - changed Boys West Travel to West Travel Commissioner in Terms of Election. 6. Article VI, Section 1., item m. - added Investment Committee. 7. Article VII, Sections 2, 3, & 4. - housekeeping changes to the Jurisdiction of the Adjudication Committee and the Board of Directors. 8. Article VII, Section 7., items a, b, & c. - disciplinary actions by VYSA or by VYSA members to be recognized by every member, official, and employee.
June 2003	<ol style="list-style-type: none"> 1. Article III, Section 3., items a & b.- corrected overlapping jurisdiction of the Boys North and West Travel Commissioners. 2. Article IX, Section 3. - set a due date for Fall and Spring registration fees that if not met will automatically place members in bad standing.
June 2002	No Amendments Submitted

February 2002	1. Article VII, Section 6. - added this section on indemnification.
June 2001	No Amendments Submitted
June 2000	No Amendments Submitted
June 1999 & August 1999	<ol style="list-style-type: none"> 1. Articles of Incorporation number 3. - added item 2 to this section in accordance with the new USSF bylaws. 2. Article I - changed title from Affiliation to General Provisions and made changes/added sections in accordance with the new USSF bylaws. 3. Article II, Section 1. - added this section in accordance with the new USSF bylaws. 4. Article II, Sections 2, 3, & 4. - housekeeping, changed Section #'s and consolidated wording. 5. Article III, Sections 1, 3 & 4. - added Board of Directors elected for two year terms. 6. Article III, Sections 5 & 6. - included USSF for President and Vice President to represent VYSA on National Councils 7. Article III, Section 6. - added last line; assistant officers are not members of the Board of Directors. 8. Article IV, Section 3. - changed number of days of advance notice to 15 days and included report of actions and policies adopted since last AGM in the last line. 9. Article IV, Sections 4 & 5. - added last line, except as provided for in the Articles of Incorporation and Bylaws of the Association, majority and two-thirds votes shall be based on votes cast. 10. Article IV, Section 7. - added that business will be conducted in accordance with Robert's Rules of Order. 11. Article V, Section 4. - added terms of election and specifically which years which positions are elected. 12. Article V, Section 5. - added one time special transition rule. 13. Article VI, Section 1., items a through i. - changed or added committee titles. 14. Article VII, Section 1. - added Hearing and Appeals Procedures. 15. Article VII, Sections 2, 3 & 4. - changed Section #'s. 16. Article X. - added last paragraph showing requirements of VYSA to USSF in accordance with the new USSF bylaws.
June 1998	No Amendments Submitted
June 1997	No Amendments Submitted
June 1996	1. Article III, Section 5, items c, d, & e. - clarified that Secretary, Treasurer, and Registrar are responsible for duties of their office.
June 1995	<ol style="list-style-type: none"> 1. Article IV, Section 4. - added "elected" before officers and "bylaws" after Articles of Incorporation. 2. Article VI - added an Audit Committee. 3. Article X - added "bylaws" after Articles of Incorporation.
June 1994	<ol style="list-style-type: none"> 1. Article III, Section 1. - replaced Boys South Travel Commissioner with Boys Southeast and Boys West Travel Commissioners, changing total number of Board members and listing of commissioners. 2. Article III, Section 3., items a through k. - replaced Boys South Travel Commissioner with Boys Southeast and Boys West Travel Commissioners and re-lettered remaining commissioner positions. 3. Article III, Section 5, item b. & Article VI, Section, item g. - changed Budget Committee name to Finance Committee

June 1993	<ol style="list-style-type: none"> 1. Article VI, Section 1, item a. - changed name of Protest Committee to Adjudication Committee in accordance with the new US Youth Soccer Association appeals process. 2. Article VII, Sections 1 through 5 - changes made in accordance with the new US Youth Soccer Association appeals process.
January 1992	<ol style="list-style-type: none"> 1. Article II, Section 2 - changed age group birth date of players from January 1 to August 1. 2. Article III, Section 1 and Section 3, items a through i. - changed the name of House Commissioners to Recreational Commissioners. 3. Article III, Section 5, item c. - eliminated that Secretary approve sanctioning of tournaments and allow Board of Directors the authority to designate that responsibility.
June 1992	No Amendments Approved
June 1991	<ol style="list-style-type: none"> 1. Articles of Incorporation number 2, item d. - changed "Washington Metropolitan Area" to "the Commonwealth of Virginia and the District of Columbia". 2. Articles of Incorporation number 3 - removed the number of teams required of soccer leagues, clubs and associations. 3. Article III, Section 5, item b. - added Vice President shall be the Chairman of the Budget Committee. 4. Article VI, Section 1 - added Budget Committee.
June 1990	<ol style="list-style-type: none"> 1. Article III, Sections 1 and 3 - jurisdiction of house board positions changed to be expanded and allocated by regional areas. 2. Article IV, Section 5, item b. - corrected the number required for quorum to conduct business.
February 1989	<ol style="list-style-type: none"> 1. Article VI, Section 1 - changed committee titles. 2. Article VII, Section 3 - amended to show requirement of USSF that State Association exercises original jurisdiction over assaults on referees by certain team officials as well as players.
February 1988	No Amendments Submitted.
February 1987	<ol style="list-style-type: none"> 1. Article III, Section 1 - indicated that the Immediate Past President shall be a non-voting member. 2. Article III, Section 7 and Article IV, Section 5 - changed to include "(except the Immediate Past President)" after Board. 3. Article VI - Revised title to Protests and changed wording in accordance with US Youth Soccer Association.

February 1986	<ol style="list-style-type: none"> 1. Article II, Section 3 - Changed votes to be equal to the number of players the members have registered and paid, treasurer determines the number of votes, President or Chief executive officer of each member casts votes and votes must be cast in block 2. Article III, Section 1 - changed number of Board members and except for the Immediate Past President, each serves for 12 months or until a successor is elected and qualifies. 3. Article III, Section 4 - remove immediate past president as officer. 4. Article III, Section 5, item f. - removed that Immediate Past President shall have no vote. 5. Article IV, Section 1 - removed "duly constituted" when describing meeting, changed terminology of eligible votes, and changed date of membership meeting. 6. Article IV, Section 4 - removed "vote or" to only show votes. 7. Article IV, Section 6, items d & e.- changed meetings to "June membership meeting". 8. Article V, Section 2 - changed nominating committee be appointed by the March Board meeting. 9. Article VI, Section 1, item e. - changed Select Team to Olympic Development Program Team. 10. Article VII, Section 2 - changed original jurisdiction wording to item a and added item b. 11. Article VII - changed Action by the Board of Directors.
April 1986	No Amendments Submitted.
September 1977 - 1985	Original Document and revisions through 1985

**ARTICLES OF INCORPORATION
OF
VIRGINIA YOUTH SOCCER ASSOCIATION, INC.**

I hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia and to that end set forth the following:

1. The name of the corporation is:

VIRGINIA YOUTH SOCCER ASSOCIATION, INC.

2. The Corporation is to be organized and operated exclusively for charitable and educational purposes. In furtherance of these purposes, the Corporation will:

(a) provide, within the Commonwealth of Virginia and the District of Columbia educational and character building programs for the benefit of the community through teaching and promoting an interest in the game of soccer, particularly among young people under nineteen (19) years of age;

(b) promote the social welfare of the community through programs that combat juvenile delinquency;

(c) sponsor, manage and operate exhibitions, tournaments, clinics, contests and other educational activities;

(d) encourage and promote exchange programs between participating teams and teams in other jurisdictions by means of trips to those jurisdictions for competitions or by hosting teams from other jurisdictions for competitions in the Commonwealth of Virginia and the District of Columbia;

(e) do all in its power to protect and advance the interests of the game and of the community by encouraging sportsmanlike competition and a high level of skill and technique by participants at exhibitions, tournaments and contests;

(f) hire, lease, buy or otherwise acquire and hold land, buildings, equipment and other personal property for the purposes aforesaid and to rent, lease, improve, mortgage or sell all or any part of such real estate or personal property so acquired and to do any and all acts and to exercise any and all powers granted to non-stock corporations in the Commonwealth of Virginia necessary and proper appertaining to the conduct of this Corporation; and

(g) co-operate in and encourage the objects and sanctions of the Federation Internationale de Football Association (FIFA), the United States Soccer Federation (USSF), United States Youth Soccer Association (USYSA) and the Metropolitan D.C. - Virginia Soccer Association (MDCVSA) and conduct any or all lawful affairs for which corporations may be incorporated and to do such other things as may be deemed expedient and for the best interest of the Corporation.

3. Corporation membership is open exclusively to (1) soccer leagues, clubs and associations composed of teams formed or existing within the Commonwealth of Virginia and the District of Columbia conducting inter or intra-league, club, or association youth matches on a regularly scheduled seasonal basis, and which register all their players with the VYSA, and (2) soccer players, coaches, trainers, managers, administrators, and officials not subject to suspension.

Only such leagues, clubs or associations accepted for membership and otherwise in good standing shall be entitled to voting rights.

4. The Corporation will not be organized for pecuniary gain and will have no capital stock and no dividend of pecuniary profit will be paid to any member of the Board of Directors of the Corporation or to any officer or other individual, and no part of the net earnings, if there be any, shall inure to the benefit of any member of the Board of Directors or of any officer or other individual. It is desired, however, that the Corporation have the right to solicit and receive contributions, grants and gifts of money, services, property and other things of value for use in promoting and furthering its objects and purposes. Provided, however, that this shall not prohibit the payment of reasonable compensation for services actually rendered to or for the Corporation in affecting one or more of its purposes.

(a) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(b) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue law).

(c) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue law), as the Board of Directors shall determine. Further, any such assets that may still remain shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located exclusively, for such purposes or to such organization as the said Court shall determine, which are organized and operated exclusively for such purposes.

5. Each and every member of the Corporation agrees to conduct its activities in accordance with the purposes and goals established in these Articles of Incorporation. The members of the Corporation shall adopt and may from time to time revise such Bylaws as may be required to carry out these objects.

6. The post office address of the initial registered office of the Corporation is 2041 N. 15th Street, P.O. Box 848, Arlington, Virginia 22216. The initial registered office is located in Arlington County, Virginia. The name of the initial registered agent of the Corporation is George C. Towner, Jr., who is a resident of Virginia and a member of the Virginia State Bar and whose business office is the same as the registered office of the Corporation.

7. The initial Board of Directors shall be composed of four (4) directors and the names and addresses of the persons to serve as initial directors are as follows:

_____	1239 Stoneham Court McLean, VA 22101
Reed Saunders	
_____	8702 Braeburn Court Annandale, VA 22003
G. Norris Watson	
_____	2213 38th St., N.W. Washington, DC 20007
Eliot Halperin	
_____	8107 Falstaff Road McLean, VA 22101
Joseph A. Cicala	

GIVEN under my hand this 15th day of September, 1977.

George C. Towner, Jr.
Incorporator

**BYLAWS
OF
VIRGINIA YOUTH SOCCER ASSOCIATION, INC.**

**ARTICLE I
GENERAL PROVISIONS**

Section 1. Affiliation. The Virginia Youth Soccer Association, Inc. (VYSA) shall be an affiliate of the United States soccer Federation (USSF) and the United States Youth Soccer Association (USYA). The VYSA shall also be subject to the authority of the Federation Internationale de Football Association (FIFA).

a. To the extent permissible under applicable law, the USSF and USYSA articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of VYSA.

b. To the extent permissible under applicable law, VYSA and its members shall abide by USSF and USYSA articles of incorporation, bylaws, policies, and requirements, including those regarding interplay.

c. VYSA shall register all of its players, coaches, teams, referees, and administrators with the USSF at least once each year and timely pay all dues and fees of the USSF.

d. VYSA shall provide to the Secretary General of the USSF an annual report on its activities and its most current annual financial statements within 90 days after the start of the USSF's seasonal year.

e. VYSA will allow the USSF to review its documents and procedures, upon request of the USSF, not less than once every 4 years.

f. The VYSA will not join any organization that has requirements that conflict with USSF articles, bylaws, policies, and requirements.

Section 2. Authority. The VYSA shall exercise through its governing body all such powers as may be required in the furtherance of its stated purpose, or purposes, as are not inconsistent with the articles, bylaws, rules, and requirements of the USSF and the USYSA and /or the laws of the relevant jurisdictions.

Section 3. Non-Discrimination. The VYSA will not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.

Section 4. Sexual and Physical Abuse. To the extent permissible under applicable law, the VYSA shall adopt policies prohibiting sexual and physical abuse that are consistent with criteria established by the USSF.

Section 5. Tax Status. The VYSA shall maintain its tax-exempt status under the Internal Revenue Code.

ARTICLE II MEMBERSHIP

Section 1. Eligibility. Membership in VYSA and in its constituent leagues, clubs, and associations is open to any soccer players, coaches, trainers, managers, administrators, and officials not subject to suspension under section 4 of Bylaw 241, and to any amateur soccer organization in its territory.

Section 2. Youth Travel Soccer Team - Definition. A youth travel soccer team shall be deemed to be any group of not less than seven (7) persons under the age of nineteen (19) years as defined by the current USYSA age classification standards, all of whom shall be registered with VYSA or other National State Association in which they may register pursuant to USYSA rules. The group is organized to compete as a team with a designated person responsible for its activities. A team shall be registered with VYSA, rostered on the appropriate VYSA forms, and be considered a VYSA team, where at least fifty (50%) of the players on the team are initially registered through VYSA and reside in the Commonwealth of Virginia and the District of Columbia.

Section 3. Election to Membership.

- a. Each application for membership shall be on a form as approved from time to time by the Board of Directors and which shall provide that the applicant agrees to abide by the Articles of Incorporation, Bylaws, policies, procedures and decisions of the Association.
- b. Each application shall be accompanied by the fees due for the current period.
- c. Applications shall be filed with the Secretary of the Association and shall be acted upon at the next duly constituted meeting of the Board of Directors following receipt.

Section 4. Members, Voting Rights. Each member has that number of votes that is equal to the number of players the member has registered and paid for to the Association. The Treasurer of the Association shall determine the number of players that a member has registered and paid for. The President or chief officer of each member, or a representative designated by the President or chief officer, shall cast the votes for that member. A member may cast its votes only as a block.

ARTICLE III ORGANIZATION

Section 1. Board of Directors. The Board of Directors of the Association shall be composed of the Officers, Immediate Past President, and 12 Commissioners. Except as provided by section 5 of article V, the term of office shall be two years or until the Director's successor is elected and qualifies.

Section 2. Board of Directors, Authority and Responsibilities. The Board of Directors shall be responsible for and have the final authority, except as otherwise provided, for:

- a. Enforcing and interpreting the Articles of Incorporation and the Bylaws.
- b. The establishment, enforcement and interpretation of regulations prescribing rules of play, player eligibility, and the conduct of players, teams, clubs, leagues, associations and game officials, for matches either conducted or sanctioned by the Association.
- c. Approving all international youth games with a member's teams, or any team which includes a registered player of any member.
- d. Approving any inter-district or inter-state competition.
- e. The establishment of rules or regulations for specific cases not provided for elsewhere, but which are deemed necessary by the Board to carry out the objectives of the Association.
- f. The review of member's Constitutions, Bylaws, Rules and Regulations, in order to insure substantial consistency and compliance with the provisions of the Constitution, Bylaws, Rules and Regulations of the Association, the USYSA and USSF.
- g. The conduct of the day to day affairs of the Association pursuant to the directives of the membership.
- h. The ratification of appointments made by the President of officers, committee chairmen and agents of the Association.

Section 3. Commissioners.

a. In order to properly represent all interests in the Association, six (6) recreational commissioners and six (6) travel commissioners shall be elected, who shall be members of the Board of Directors. The Commissioners shall be as provided by subsections (b) and (c) of this section.

b. The six (6) recreational commissioners are the following:

(1) District of Columbia Recreational Commissioner, who shall be elected by those member recreational leagues, clubs or associations having recreational teams located in the District of Columbia.

(2) Two (2) North Recreational Commissioners, who shall be elected by those member recreational leagues, clubs or associations having recreational teams located in the area comprised of the following political jurisdictions: the counties of Arlington, Fairfax, Fauquier, King George, Loudoun, Prince William, and Stafford, and the independent cities located within the external boundaries of that area.

(3) West Recreational Commissioner, who shall be elected by those member recreational leagues, clubs or associations having recreational teams located in the area comprised of the following political jurisdictions: the counties of Alleghany, Amherst, Augusta, Bath, Bedford, Bland, Botetourt, Buchanan, Campbell, Carroll, Clarke, Craig, Culpeper, Dickenson, Floyd, Franklin, Frederick, Giles, Grayson, Henry, Highland, Lee, Madison, Montgomery, Page, Patrick, Pittsylvania, Pulaski, Rappahanock, Roanoke, Rockbridge, Rockingham, Russell, Scott, Shenandoah, Smyth, Tazewell, Warren, Washington, Wise, and Wythe, and the independent cities located within the external boundaries of that area.

(4) Central Recreational Commissioner, who shall be elected by those member recreational leagues, clubs, or associations having recreational teams located in the area comprised of the following political jurisdictions: the counties of Albemarle, Amelia, Appomattox, Brunswick, Buckingham, Caroline, Charles City, Charlotte, Chesterfield, Cumberland, Dinwiddie, Fluvanna, Goochland, Greene, Greenville, Halifax, Hanover, Henrico, King and Queen, King William, Louisa, Lunenburg, Mecklenburg, Nelson, New Kent, Nottoway, Orange, Powhatan, Prince Edward, Prince George, Spotsylvania, and Sussex, and the independent cities located within the external boundaries of that area.

(5) South East Recreational Commissioner, who shall be elected by those member recreational leagues, clubs, or associations having recreational teams located in the area comprised of the following political jurisdictions: the counties of Accomack, Essex, Gloucester, Isle of Wight, James City, Lancaster, Mathews, Middlesex, Northampton, Northumberland, Richmond, Southampton, Surry, Westmoreland, and York, and the independent cities located within the external boundaries of that area.

c. The six (6) travel commissioners are the following: First Travel Commissioner, Second Travel Commissioner, Third Travel Commissioner, Fourth Travel Commissioner, Fifth Travel Commissioner, and Sixth Travel Commissioner. The numerical designations are for the purposes of identification only and do not establish any preference or priority. One travel commissioner position shall be allocated to each of the 6 largest travel leagues that are members of the Association, based on player registrations with the Association as of 60 days prior to the annual meeting at which the election of the travel commissioner is to occur. The travel commissioners shall be elected as provided by sections 4 and 5 of article V.

Section 4. Officers. The Association's officers shall be a President, Vice President, Secretary, and Treasurer. Each officer shall serve for two (2) years or until their successors are elected and qualified. Officers elected at the annual meeting of the membership shall take office at that meeting.

Section 5. Duties of Officers.

a. President. The President shall conduct all meetings of the Board of Directors and all general and special meetings of the membership. As State Youth Soccer Commissioner, the President shall represent the VYSA on the USSF and USYSA National Councils and at USYSA Regional Meetings. The President shall appoint committee chairmen after taking office.

b. Vice President. The Vice President shall assume all duties of the President in the absence of the President. The Vice President may also represent VYSA on the USSF and USYSA National Councils and at USYSA Regional Meetings. The Vice President shall be Chairman of the Finance Committee, shall be responsible for the preparation of the annual budget and report and shall exercise other duties as may be designated by the Board of Directors.

c. Secretary. The Secretary shall be responsible for—

(1) handling all correspondence, giving notice of meetings, and maintaining the files of the Association;

(2) keeping a complete record of all teams and players for the purposes of player registration, team affiliation, fee assessment, and insurance records;

(3) establishing and providing for the registration of players and teams as may be directed by the Board; and

(4) handling all travel applications and correspondence related to clauses (2) and (3).

d. Treasurer. The Treasurer shall be—

(1) responsible for ensuring that detailed accounts of the Association are maintained in a suitable manner, bills of the Association are paid, and amounts owed to the Association are collected;

(2) responsible for reporting in writing on the state of finances of the Association when required by the President or by majority vote of the Board or the membership; and

(3) the Chairman of the Investment Committee.

Section 6. Additional Officers. The President, with the approval of the Board of Directors, may appoint such other assistant officers and agents as may be deemed necessary who shall have authority and perform such duties in the management of the Association as the Board of Directors may provide. The President shall appoint a Recording Secretary who shall prepare and keep a record of all meetings of the Board of Directors and of the Membership of the Association. Assistant officers and agents are not members of the Board of Directors.

Section 7. Removal and Vacancies. Any member of the Board, Officer or agent of the Association may be removed from office and relieved of his duties by a two-thirds vote of those members eligible to vote at a duly constituted membership meeting provided notice of proposed removal is given in the call of the meeting. Any member of the Board (except the Immediate Past President) may be removed as a member of the Board by a majority vote of the Board for missing two (2) consecutive Board meetings without excuse, as determined by the President. All vacancies among the Board of Directors, however occurring, may be filled by a majority vote of the remaining Directors, although the remaining Directors may be less than a quorum, which action must be ratified by the Membership at its next meeting.

ARTICLE IV MEETINGS AND VOTING

Section 1. Membership Meetings. There shall be semi-annual meetings of the VYSA membership. The quorum for any meeting shall be 20% (twenty percent) of the votes eligible to be cast at any meeting of the membership. The June meeting of the Association shall be designated the Annual Meeting. Meetings will be held on a Saturday during the first quarter of each year as designated by the Board of Directors in their October meeting and on a Saturday in June as designated by the Board of Directors in their April meeting.

Section 2. Special Meetings. Special meetings of the membership, as may be required from time to time, may be called by the President, with the concurrence of the Board, or whenever the Secretary is requested to do so by regular members in good standing possessing 20% (twenty per cent) of the votes eligible to be cast at any meeting of the membership.

Section 3. Notice. The Secretary shall provide written notice of a meeting of the Association to all members at least fifteen (15) days in advance of the meeting date and the notice shall specify an agenda for the meeting; and, with respect to the annual general meeting, a recommended slate of candidates for elective office and a report of actions and policies adopted since the last annual general meeting.

Section 4. Voting. Each member in good standing shall be entitled to cast its votes at each membership meeting at which such member is represented, in accordance with the provisions of Article II, Section 4 of the Bylaws. Elected officers, however, cannot act as a voting representative of a member. In the event of a tie vote, the President shall cast the tie-breaking vote. Proxy voting shall be permitted at any membership meeting provided said proxy shall have been submitted to the presiding officer of the meeting or to the VYSA Secretary in writing prior to the vote in question. Any such proxy shall be in writing, executed by the President or Chief Officer of the member league and shall indicate the period for which it shall be effective. Except as provided for in the Articles of Incorporation or Bylaws of the Association, majority and two-thirds votes shall be based on votes cast.

Section 5. Board of Directors' Meetings.

a. The Board shall meet monthly on the second Wednesday of each month unless the Board directs otherwise and at other times at the call of the President or a majority of the Board.

b. The order of business and agenda shall be as determined by the President or as set forth for general meetings. Six (6) of the voting members of the Board shall constitute a quorum to conduct business. Each member of the Board (except the Immediate Past President) shall be entitled to cast one (1) vote on any matter of business before the Board. Voting by proxy shall not be allowed. The Board of Directors may act on any matter without a meeting with the written consent of all Directors. Except as provided for in the Articles of Incorporation or Bylaws of the Association, majority and two-thirds votes shall be based on votes cast.

Section 6. Reporting of Actions. Actions and Policies adopted by the Board of Directors or Officers of the State Association shall be reported to its membership or their authorized representative, at least once each year at a meeting of the State Association's membership, with notice and agenda of the meeting at least 15 days in advance of the meeting.

Section 7. Rules of Order. All membership and Board of Directors' meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE V THE ASSOCIATION YEAR AND ELECTIONS

Section 1. Association Year. The Association's seasonal and fiscal year shall begin on the first day of September and end on the 31st day of August.

Section 2. Nomination. No person may be a candidate in an Association election who has not been nominated. By the March meeting of the Board of Directors, the President shall appoint a Nominating Committee consisting of representatives of members of the Association for the purpose of nominating candidates for Officers and Commissioners who shall constitute the Board of Directors.

a. The Nominating Committee shall nominate candidate(s) for each office. After securing the consent of the person(s) nominated, the Committee shall immediately report their nominations to the Board of Directors in writing, but in no case later than May 1.

b. After securing the consent of the persons nominated, the Nominating Committee shall report the name of the candidates to the VYSA Executive Board not later than 30 days prior to the AGM.

c. Additional nominations may be made upon written petition of a member eligible to vote and with the attestation by the nominee of his willingness to serve. Such petitions shall be submitted to the Secretary not later than 15 days prior to the AGM.

d. The Secretary of the Association shall, in the call for the June meeting of the Association, notify all members of the candidates for office.

e. No nominations may be made from the floor on the date of the Annual Meeting except for offices for which no one has been nominated in advance.

Section 3. Election. Elections shall take place each year at the June meeting of the Association. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. In the absence of any opposing candidates the entire slate may be elected with one vote. Voting may, but need not be, by ballot.

Section 4. Terms of Election. Except as provided in section 5 of this article V-

(1) the President, Treasurer, the District of Columbia Recreational Commissioner, one North Recreational Commissioner, the Southeast Recreational Commissioner, and the Second, Fourth, and Sixth Travel Commissioners shall be elected in even-numbered years; and

(2) the Vice President, Secretary, the other North Recreational Commissioner, the Central Recreational Commissioner, the West Recreational Commissioner, and the First, Third, and Fifth Travel Commissioners shall be elected in odd-numbered years.

Section 5. Elections of Travel Commissioners.

a. At the annual meeting in June, 2006, elections shall be held for all 6 travel commissioner positions. The numerical designations of the positions shall be determined by lot. The initial term for the commissioners designated First, Third, and Fifth Travel Commissioners shall be for a term of one year and thereafter for 2 years.

b. Only the voting representative to the travel league to which the travel commissioner position is allocated may vote for that travel commissioner position.

c. If in any year the 6 largest travel leagues would all be leagues of the same gender, then in that year the election for one of the 3 travel commissioner positions shall be filled by the largest travel league of the opposite gender, and the other 2 positions shall be filled by the 2 travel leagues of the other gender having the largest number of registered players to be elected in that year.

d. If in any year a travel league not previously having a travel commissioner position allocated to it, has player registrations less than the 3 travel leagues having travel commissioner positions up for election in that year, but having more registrations than at least one of the travel leagues having a travel commissioner position not up for election in that year, then that travel league shall not be allocated a travel commissioner position until the following year (and then only if it is still one of the 6 largest travel leagues).

ARTICLE VI COMMITTEES

Section 1. The President shall appoint with approval of the Board of Directors each year standing and special committees to advance the work of the Association in such matters as rules of competition, discipline, scheduling, publicity, membership, and other fields which may be well served by committees. The standing committees will include:

a. Adjudication

- b. State Cup
- c. Youth Referee
- d. Olympic Development Program
- e. Coaching Licensing
- f. Insurance
- g. Finance
- h. Audit and Operations
- i. Communication
- j. KidSafe/Risk Management
- k. Recreation
- l. Fields
- m. Investment, composed of the Treasurer and 2 members

Such committees shall be subject to the final authority of the membership. The Chairman of any committee shall be named by the President.

ARTICLE VII ADJUDICATION, ENFORCEMENT, AND DISCIPLINE

Section 1. Hearing and Appeal Procedures.

VYSA will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. These procedures shall include that all grievances involving the right to participate and compete in activities sponsored by the Federation and VYSA and its members may be appealed to the Federation's Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.

Section 2. Jurisdiction of the Adjudication Committee.

a. The Adjudication Committee shall have the following jurisdiction:

- (1) to consider and adjudicate decisions of members of the association;
- (2) to consider and adjudicate decisions of any individual, committee, or group having responsibility for administering an activity conducted or sponsored by the Association; and

(3) to consider and adjudicate allegations of assaults and abuses on referees as provided under USSF policies.

b. All protests and appeals procedures must be exhausted before a matter will be considered by the Adjudication Committee.

c. The appeal of a decision under subsection a (1) or (2) of this section must be submitted to the Adjudication Committee within 48 hours of the decision. Any appeal shall be in writing and shall be accompanied by cash, certified check, or money order for the current amount established by the VYSA Board of Directors and made payable to "VYSA".

d. All decisions of the Adjudication Committee shall be by majority vote and in writing.

e. A decision of the Adjudication Committee is the final decision of the Association. The decision may only be appealed to the Federation's Appeals Committee that shall have jurisdiction to approve, modify or reverse the decision.

Section 3. Jurisdiction of the Board of Directors.

a. The Board of Directors of the Association shall have original jurisdiction over matters relating to the accomplishment of its purposes as set forth in, and the enforcement of, its articles of incorporation, bylaws, and rules and policies and the constitution, rules, and policies of USSF and USYSA.

b. Except as provided in section 2. a. (3) of this article, the Board of Directors shall have the sole right and authority to suspend, expel, or otherwise discipline for violating the Association's articles of incorporation, bylaws, rules, and policies or for other misconduct, the following:

(1) any member, player, coach, manager, or other principal of any component or affiliate of a member;

(2) any official of a member or a member's affiliates;

(3) any official of the Association; and

(4) any spectator at a function sponsored or conducted by the Association or a member of the Association.

An action under this subsection may be based either on an original complaint filed with the Association or on the Board's own motion.

c. Disciplinary action taken by the Board of Directors shall be by majority vote in writing.

d. A decision of the Board of Directors under this section is a final decision of the Association. The decision may be appealed only to the USYSA or USSF, as the case may be, as provided in their rules.

e. The Board of Directors may delegate to a committee any of its powers under this section.

Section 4. Due Process. In any hearing proceeding before the Adjudication Committee and the Board of Directors, any party in interest shall be afforded any opportunity to appear personally and to submit matter in support, rebuttal, mitigation, or extenuation in regard to the party.

Section 5. Instituting Legal Proceedings.

a. No party may invoke the aid of any court without first exhausting all administrative remedies provided in these bylaws and in the rules of USYSA and USSF.

b. For violating this section, the offending party is subject to sanctions and fines, and is liable to the Association for all expenses the Association and its officers, employees, and agents incurred in defending any court action, including but not limited to the following:

(1) court costs;

(2) attorney fees;

(3) reasonable compensation for time spent by the Association, its officers, employees, and agents in the action, including responses to discovery and court appearances;

(4) travel expenses; and

(5) expenses for holding special meetings necessitated by the court action.

Section 6. Recovery of Grievance Expenses

a. In this section, "party" means a Member of VYSA, as an official league, club, team, player, coach, administrator, or referee.

b. If a party brings a grievance against VYSA and does not prevail in the grievance, that party shall be liable to VYSA for expenses incurred by VYSA and its officials and staff in defending the grievance, including the following:

(1) grievance costs;

(2) attorney's fees;

(3) reasonable compensation for time spent by VYSA officials and staff in responding to and defending against allegations involved in the grievance, including responses to discovery and appearances regarding the grievance; and

(4) travel expenses.

c. If the party fails to pay to VYSA the expenses due under subsection (b) of this section, the party may be suspended or the party's membership or position terminated in VYSA and all of its Members.

Section 7. Indemnification. Every trustee, officer, member of the Board of Directors, committee member, employee, or agent of VYSA, and other persons specified from time to time by the Board, shall be indemnified by VYSA against all expenses and liabilities, including legal fees, reasonably incurred or imposed in connection with any action, suit, or proceeding, civil or criminal, to which he or she may be a party, or in which he or she may become involved, by reason of being or having been a trustee, officer, Board member, committee member, employee, or agent of VYSA, except those matters to which the trustee, officer, Board member, committee member, employee, or agent is adjudged to be liable for negligence or misconduct in the performance of his or her duties to VYSA. A conviction or judgement (whether based on a guilty plea or plea of nolo contendere or its equivalent, or after trial) in a criminal action, suit, or proceeding shall not be deemed an adjudication of liability for negligence or misconduct in the performance of duty to VYSA if the trustee, officer, Board member, committee member, employee, or agent acted in good faith in what he or she considered to be the best interests of VYSA and with no reasonable cause to believe that the action was illegal.

Section 8. Recognition of Disciplinary Actions.

a. Any disciplinary action imposed by VYSA shall be recognized by every member, official, and employee of VYSA.

b. Any disciplinary action taken by a member of VYSA within its jurisdiction shall be recognized by VYSA and its officials and employees and every other member of VYSA if—

(1) the party on whom the discipline is imposed has been provided in substance with the opportunity to have a hearing and procedural rights provided by Bylaw 701 of the United States Soccer Federation;

(2) the penalty imposed is reasonable, fair, customary, and consistent;

(3) the party has been informed in writing of the party's rights to appeal any final decision of the member to the VYSA Adjudication Committee;

(4) the party's time to file an appeal with the Adjudication Committee has expired;

(5) the member provides to VYSA in writing, within 10 days after the party's time to file an appeal has expired—

(A) a request that the disciplinary action be recognized;

(B) information about the disciplinary action that is to be recognized; and

(C) information showing that clauses (1) and (3) of this subsection have been satisfied; and

(6) VYSA determines that clauses (1) - (5) of this subsection have been complied with.

c. Disciplinary actions to be recognized under this section shall be recognized on notice posted as specified by the VYSA Board of Directors.

ARTICLE VIII COLORS AND INSIGNIA

The representative colors of this Association shall be blue and yellow. The insignia of the Association may be reproduced, displayed, or otherwise used only as provided by the Board of Directors.

ARTICLE IX BUDGET AND FEES

Section 1. Setting of Fees. All fees assessed the membership shall be determined after presentation of a budget by the Board of Directors and after approval by a majority of the votes eligible to be cast at a duly called membership meeting at which a quorum is present.

Section 2. Membership Fees.

a. Assessment. Regular members will be assessed and pay an annual affiliation fee as established by the membership each year. This fee will be assessed in proportion to the member's enrollment of affiliated teams as provided in the Bylaws.

b. Effect of Non-Payment. Unless a waiver of payment is granted by the Board, membership rights and privileges will be suspended unless full payment is tendered prior to October 1.

Section 3. Player Registration Fee. Fall player registration fees are due by October 1st, clubs which have not paid their fees by the November meeting of the VYSA Board of Directors will be considered for being placed in bad standing at that meeting. Spring player registration fees are due by April 15th, clubs which have not paid their fees by the May meeting of the VYSA Board of Directors will be considered for being placed in bad standing at that meeting.

Section 4. Board Members Travel Expenses. The Treasurer is authorized to pay the reasonable travel expenses of Board members incurred in attending meetings of the Board of Directors.

ARTICLE X AMENDMENT, REPEAL, OR SUSPENSION

The Articles of Incorporation and Bylaws may be amended, repealed, or suspended, in whole or in part, by a two-thirds vote of the votes eligible to be cast by the members in good standing at any duly authorized meeting of the Association. Proposals for amendment or repeal of the Articles of Incorporation and Bylaws must be made in writing and submitted to the Secretary so as to allow thirty (30) days notice to all members prior to consideration of such proposals at any meeting.

VYSA shall (1) provide annually to the Federation copies of its Articles of Incorporation, Bylaws, and other governing documents, (2) submit changes to those documents to the USSF for approval not later than 90 days after adoption, and (3) upon reasonable request make copies of those documents available to VYSA members.

ARTICLE XI DISSOLUTION

The Association may be dissolved at any time by the written consent of no less than two-thirds of the members in accordance with Article 4 of the Articles of Incorporation.