

SHENANDOAH COUNTY SOCCER LEAGUE BY-LAWS

ARTICLE 1-PREAMBLE

1.1 Purpose. The Shenandoah County Soccer League is a nonprofit tax exempt corporation organized and existing under the laws of the Commonwealth of Virginia. The primary purpose of the League is to provide every child who wishes to play soccer the opportunity to do so while learning the fundamentals of the game in a safe and nurturing environment, keeping in mind at all times the League Motto:

“Soccer is about learning and having fun!”

1.2 Non-member Corporation. The Shenandoah County Soccer League is a non-member corporation, meaning that ownership of all assets and conduct of all business and affairs is vested in and controlled by the League’s Board of Directors, acting in a self-perpetuating manner. However, all individuals are encouraged to participate in the activities of the league.

1.3 Affiliation. The League is an affiliate of the Virginia Youth Soccer Association (VYSA), the United States Youth Soccer Association and the United States Soccer Federation, which is the governing body of soccer in the United States, and the controlling entity recognized by the Federation Internationale de Football Association (FIFA). While League affairs will be principally conducted and managed in accordance with the policies and requirements of these various affiliated entities, our League will at all times remain an independent, self-governed organization.

1.4 Recreational League. The Shenandoah County Soccer League is primarily a recreational league. This means that concern and emphasis on winning is secondary to the enjoyment of the game. It means also that the participation of every child is equally important and league play is open to every child regardless of their level of skill.

1.5 Advanced Program. While maintaining our recreational philosophy, the League also recognizes that there are players who wish to play soccer at a more skillful, competitive level. For these players, travel teams as well as “all-star” tournament play will be offered as determined by the League Board.

1.6 Tax Exempt Status. The League considers it’s tax exempt status with the Internal Revenue Service to be essential to the success of it’s mission. Consequently, no action shall be approved or undertaken by or on behalf of the League which would jeopardize the League’s tax-exempt status, and the League Board of Directors and League Officers shall take all necessary steps to preserve and protect such status.

1.7 Nondiscrimination. Recognizing that the game of soccer is beneficial to all, participation in our league shall not be restricted based upon gender, race, national origin or religious affiliation.

ARTICLE 2-PARTICIPATION

2.1 General Participation. Participation in the Shenandoah County Soccer League is open to all residents of and students attending school in Shenandoah County, Virginia, interested in the game of soccer, who are willing to subscribe to these By-Laws, and follow all rules and regulations adopted by the League Board of Directors, and all directives of its administrative and operational officers and officials. Participation in League affairs by non-residents of Shenandoah County, Virginia, will be as allowed by vote of the League Board on a case-by-case basis.

2.2 Participation. Parents and legal guardians of registered players; active coaches, assistant coaches, and referees; League officers and officials (administrative and operational); Board members; committee members; and team and area representatives; shall automatically be recognized as entitled to participate in League affairs, and indeed encouraged to do so.

2.3 Register of Participants. The League Registrar shall maintain a register of active participants, compiled annually and adjusted “seasonally”, showing their names, addresses, home telephone numbers, and dates of first admission into active status.

ARTICLE 3-BOARD OF DIRECTORS

3.1 Governing Body. The Board of Directors of the League shall govern, manage and regulate the conduct of all League business and affairs.

3.2 Directors.

(A) Voting Directors - There shall be nine (9) directors on the League Board entitled to vote, consisting of the League President, Vice-President, Secretary, Treasurer, Registrar, League Commissioner, Recreational Commissioner, Travel Commissioner, and Referee Commissioner.

(B) Adjunct Directors - In addition to the voting directors, the following League personnel shall serve as adjunct directors, entitled to participate fully in meetings of the official Board, but without a vote thereon, to-wit: the League's (i) Area Representatives; (ii) Fields Coordinator; (iii) Equipment Coordinator; (iv) Uniform Coordinator; (v) Communications Director; and (vi) Age Level Commissioners.

(C) All Directors - shall generally hold office for a period of one (1) year, and thereafter until replacements can be appropriately elected and installed.

3.3 Chairman. The President of the League shall also serve as the Chairman of the Board of Directors, and shall preside at all Board Meetings. If the President cannot be present at any meeting of the League Board, then the Vice-President shall preside in the President's absence.

3.4 Quorum. In order to transact business, there must be a quorum of at least five (5) voting Directors present, in person, at any meeting of the Board of Directors.

3.5 Regular Meetings. The League Board shall meet on a regular basis as determined from time to time by said Board. If set on the same day of each week or month, there need be no further notice given. Otherwise, the Directors shall receive at least ten (10) days advance written notice of any regularly scheduled Board meeting. Notice given by electronic transmission shall be considered the same as written notification. Such regular meetings may be held at such place or places within or without Shenandoah County, Virginia, as selected from time to time by the Board.

3.6 Special Meetings. Special meetings of the League Board may be called at any time by the League President, or by any three (3) Board members, upon five (5) days advance written

notice, which notice shall also state the business to be considered and acted upon at the special meeting. Only the matters identified in the notice may be so considered unless a quorum of at least five (5) voting Directors are present, and at least two-thirds of which vote to open the meeting to the transaction of other business. Notice given by electronic transmission shall be considered the same as written notification. Such special meetings may be held at such place or places within or without Shenandoah County, Virginia, as selected from time to time by the League President or Board.

3.7 Annual Meeting. The League Board shall conduct a re-organizational meeting of the Shenandoah County Soccer League on the first Thursday in November, annually, at such time and place as deemed appropriate, during which new Officers and a Board of Directors shall be nominated and elected for the League. The Board may conduct such further business during the annual meeting as determined appropriate.

3.8 Election of Officers/Directors. During the annual meeting, the League Directors shall nominate and elect the League's Officers and Directors for the coming year. The Vice-President shall present for the Director's consideration, the report of the nominating committee whose recommendations shall be entitled to be voted upon without the requirement of a motion and second. However, before any vote is undertaken, the presiding officer shall request and receive nominations from the floor. Floor nominations must be made by motion and duly seconded. The vote shall be taken either by secret ballot, show of hands, or voice vote, as the presiding officer deems necessary or appropriate, whose decision thereon may be overridden by Motion approved by majority vote of the Directors present. Any nominee receiving the most votes for a particular office or position, whether or not a majority of the votes cast, shall be elected to the office or position, whose term shall commence as of December 1 next following.

3.9 Vacancies. Vacancies on the League Board caused by resignation, illness, death, residency outside Shenandoah County, or removal from office, may be filled by majority vote of the remaining Directors, at any regular or special meeting. Such replacement directors shall serve for the remainder of the term.

3.10 Removal. Any Director may be removed from the League Board by majority vote of the other Directors, with or without cause, during any regular or special meeting of the Board, if such action is considered to be in the best interest of the League.

3.11 Executive Committee. Between meetings of the Board of Directors, League business and affairs shall be entrusted to and transacted by the Officers of the corporation, within the parameters and limitations specified from time to time by the League Board. If decisions normally requiring Board consideration and approval must be made during this time period and it is not practical or convenient to call a special meeting of the Board, then the League's Executive Committee, consisting of the President and any two (2) voting Directors may act on behalf of the League. Any action by the Executive Committee shall be reported to the League Board at their next meeting immediately following the action taken.

ARTICLE 4- OFFICERS

4.1 League Officers. The officers of the corporation shall be both administrative and operational in nature. Administrative officers shall include the League President, Vice President, Secretary, Treasurer, Registrar, Communications Director and Area Representatives. The operational officers shall consist of the League Commissioner, Recreational Commissioner, Travel Commissioner, Referee Commissioner, Fields Coordinator, Equipment Coordinator, Coaching Commissioners and Uniform Coordinator. All officers are expected to attend and participate in monthly board meetings.

4.2 Election of Officers/Terms. The administrative and operational officers shall be elected by the League Board as specified in Section 3.8 of these By-Laws, and shall hold office until the next annual meeting and thereafter until their successors are elected and duly installed. Any offices may be combined in the same person as the Board of Directors may determine. If a board member assumes the duties of an office in addition to the office to which they were elected, that individual continues to have only one vote.

4.3 Minor Officers. The League Board may authorize, appoint or elect such assistant and subordinate officers as said Board from time to time deems necessary or appropriate.

4.4 Removal/Vacancies. Any officer of the corporation may be removed summarily, with or without cause, at any time by majority vote of the Board of Directors when, in their opinion, such action is deemed to be in the best interest of the League. Vacancies in any office shall be filled by vote of the League Board. With the exception of assistant or subordinate officers as specified in Section 4.3, who serve at the pleasure of the Board, any person filling an office shall act and serve in said capacity only until November 30th following the next annual

meeting of the corporation, and thereafter until replaced by a new officer elected by the League Board and duly installed. All voting board members shall attend a minimum of eight (8) monthly board meetings during each term. All adjunct non-voting board members shall attend a minimum of five (5) monthly board meetings during each term. Failure to attend the minimum required number of meetings may result in removal from office by a majority vote of the board.

4.5 Duties. The Officers of the corporation shall have (i) such duties as generally pertain to their offices, respectively, as well as such powers and duties as are prescribed by law; (ii) the duties and authority hereafter specified; and (iii) such responsibilities as conferred from time to time by the League Board. The Board may require any officer to give such bond, with or without surety, for the faithful performance of his or her duties, as the Board may see fit. The cost of posting surety, however, shall be paid out of the League treasury.

4.6 President. The President shall be the Chief Executive Officer of the League, and shall be primarily responsible for the implementation of policies of the Board of Directors. The President shall have authority over the general management and direction of the business and operations of the League, and shall perform all duties incident to the office of the President, and such other duties as from time to time may be assigned to him or her by the League Board. The President:

- (1) Shall be a member of the League Board of Directors;
- (2) Shall preside at all Board and other meetings of the League;
- (3) Shall appoint all committee members and select the chairman for each except for the nominating committee and be an ex officio member of all committees of the Board, except as otherwise provided by these By-Laws or in the resolutions establishing such committees;
- (4) Shall be entitled to cast one (1) vote on matters coming before the League Board;
- (5) Creates and implements the agenda for the League Board and other League meetings and establishes a yearly calendar of events with input from board members;
- (6) Is one of the officers authorized to sign checks or otherwise make payments on behalf of the League;
- (7) Shall sign and execute in the name of the League, deeds, mortgages, deeds of trust, notes, bonds, contracts, or other instruments, except in cases where the signing and execution thereof has been expressly delegated by the League Board or by these By-Laws to some other officer or agent of the corporation, or is required by law to be otherwise signed or executed;

- (8) Acts as a liaison between League participants, including the Board, coaches, parents, players, team representatives and the community at large;
- (9) Serves on and presides over the Executive Committee which addresses League affairs arising between Board meetings;
- (10) Sees that the general plans and objectives of the League are carried out and all Board Members attend to the functions of their position;
- (11) Shall annually appoint a KidSafe Coordinator to conduct required background checks of League personnel.

4.7 Vice-President. The Vice-President undertakes a two (2) year commitment to the League, serving the first year as Vice-President, and the next year as League President. The Vice-President:

- (1) Shall be a member of the League Board of Directors;
- (2) Shall preside at all Board and other meetings of the League, in the absence or incapacity of the President;
- (3) Shall be an ex officio member of all committees of the Board, except as otherwise provided by these By-Laws or in the resolutions establishing such committees;
- (4) Shall be entitled to cast one (1) vote on matters coming before the League Board;
- (5) Is one of the officers authorized to sign checks and otherwise arrange for payment on the League's behalf;
- (6) Shall sign and execute in the name of the League, deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments when such authority is delegated by the President or League Board;
- (7) Is one of the officers entitled to serve on the Executive Committee of the League, which addresses League affairs between Board meetings;
- (8) Shall chair the search and nominating committee for new officers and directors;
- (9) Serves as Fund Raising committee chairman and special functions coordinator.
- (10) Shall perform such other duties as may from time to time be delegated by the President or League Board.
- (11) Shall serve as parliamentarian for League meetings assuring that all League rules and by-laws are followed at all League proceedings.

4.8 Secretary. The Secretary shall act as the secretary of all meetings of the League Board and shall keep and preserve the minutes of all such meetings for the League. The Secretary:

- (1) Shall be a member of the League Board of Directors;
- (2) Shall be entitled to cast one vote on all matters coming before the League Board;

- (3) Is responsible for preparing and mailing within ten (10) days, minutes of Board meetings to all League officials, Board members, and other persons entitled to receive copies thereof;
- (4) Is responsible for all League correspondence, coordinating with Communications Director as needed to print or disseminate all documents and notifications;
- (5) Shall see that all notices required to be given by the League are duly and timely served, including notification of all League board members and officials of upcoming meetings at least ten (10) days prior to the meeting;
- (6) Shall have custody of the seal of the corporation, and shall affix the seal, or cause it to be affixed, to appropriate documents of the League, when such seal is requested or required;
- (7) Shall safely keep and maintain all deeds, leases, contracts, and other important corporate documents;
- (8) Shall have charge of the books, records and papers of the corporation relating to its organization and management, including maintaining a log of all By-Law and Operations Manual changes adopted by the League Board;
- (9) Shall see that all reports, statements and other documents required by law (except tax returns), are properly filed;
- (10) Shall otherwise generally perform in the capacity of Secretary as delegated from time to time by the President, Vice-President or the League Board.

4.9 Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the League, and shall deposit all monies and securities of the League in such banks and depositories as shall be designated for such purpose by the League Board. The Treasurer:

- (1) Shall be a member of the League Board of Directors;
- (2) Shall be entitled to cast one (1) vote on all matters coming before the League Board;
- (3) Shall collect, deposit and disburse all League funds on a timely basis;
- (4) Shall maintain the League's bank accounts and financial records;
- (5) Shall prepare and submit a written Treasurer's Report at each Board of Directors meeting;
- (6) Shall submit the League's proposed operating budget and any necessary or requested financial statements at least one month prior to the start of each playing season;
- (7) Shall assist the Finance Committee in the auditing of the League's financial records and accounts;
- (8) Is one of the officers authorized to sign checks and otherwise attend to the payment of the League's debts and obligations;
- (9) Shall coordinate all budgets, income, expenditures and other financial information with the League's recommended accountant

- (10) Shall assist annually in the preparation and filing of all tax returns and 1099 tax forms required by law;
- (11) Shall chair the League's finance committee;
- (12) Is one of the officers entitled to serve on the League's Executive Committee which addresses League affairs between Board meetings;
- (13) May generally perform such other duties as delegated from time to time by the President, Vice-President or the League Board.

4.10 Registrar. The Registrar is entrusted with and generally in charge of the League's registration process. The Registrar:

- (1) Is a member of the League's Board of Directors;
- (2) Shall be entitled to cast one (1) vote on all matters coming before the League Board;
- (3) Shall chair the League's registration committee;
- (4) Shall design the League's registration form, updating same from time to time, and ensuring that sufficient numbers are printed and available to meet the League's needs;
- (5) Coordinates the League's registration process;
- (6) Registers or sees to the registration of all children wishing to play soccer in the Shenandoah County Soccer League;
- (7) Collects all fees, assessments, and copies of birth certificates required by the League as a condition of registration; shall be familiar with the registration requirements of this League and VYSA.
- (8) Aids in team formation;
- (9) Sees to the preparation and distribution of team rosters.
- (10) Maintains records of players, birth certificates, social security numbers or player identification numbers, in order to verify the age of each player;
- (11) Prepares and signs membership cards for players according to VYSA regulations;
- (12) Timely forwards all lists, rosters and insurance information to VYSA as required for insurance, affiliation or other purposes;
- (13) Aids in securing scholarships for families unable to pay the normal registration fees and assessments;
- (14) Informs the Uniform Coordinator the number and sizes of uniforms needed within the respective divisions and teams;
- (15) Delivers to the League Treasurer, funds collected during the registration process in a timely manner;
- (16) Procures suitable registration sites throughout Shenandoah County and with the aid of the Registration Committee, arranges for the proper manning of those facilities on behalf of the League;
- (17) Keeps annually and adjusts seasonally, a list of active participants entitled to participate in League affairs;

- (18) Is one of the officers of the corporation entitled to serve on the Executive Committee which addresses League affairs between meeting of the Board of Directors;
- (19) Arranges for parental execution of an ethics agreement during the registration process;
- (20) Generally performs such other duties as delegated from time to time by the President, Vice-President or League Board.

4.11 Area Representatives. The purpose of Area Representatives is to promote and coordinate the interest and affairs of the League throughout Shenandoah County, Virginia. To foster effective use of the Area Representatives, the County shall be divided into three sections- North, Central and South. There shall be two (2) Area Representatives for each of the aforementioned sections of the County. The Area Representatives:

- (1) Shall be adjunct non-voting members of the League Board of Directors;
- (2) Shall work with the Registrar in arranging for suitable registration sites;
- (3) Shall serve on the registration committee and assist the Registrar at the registration sites, and recruit others to assist as needed;
- (4) Shall aid the League with fundraising activities within their respective areas;
- (5) Will serve on the nominating and publicity committees
- (6) Aid the League Commissioner in locating potential coaches within their respective areas;
- (7) Serve as a liaison between the League and the government officials within their respective areas;
- (8) Help identify families eligible for and in need of scholarships;
- (9) Actively aid the League in recruiting parents to participate in League activities, functions and affairs;
- (10) Generally promote the League's interests in their respective areas;
- (11) Perform such other duties as may be delegated from time to time by the President, Vice-President, Registrar or League Board.

4.12 League Commissioner. The League Commissioner acts as an advisor to the President, generally oversees team formation, operations and competition, and serves as the League's top coaches Commissioner. The Commissioner:

- (1) Is a member of the League's Board of Directors;
- (2) Is entitled to one vote on all matters coming before the League Board;
- (3) Presides at all Board meetings in the absence of the President and Vice-President;
- (4) Oversees team and schedule formation;
- (5) Oversees coaches education, evaluation and performance;

- (6) Is one of the officers of the corporation entitled to serve on the Executive Committee which addresses League affairs between meetings of the Board of Directors;
- (7) Chairs the Conflict Resolution Committee;
- (8) Oversees the Recreational Commissioner, Travel Commissioner and Referee Commissioner;
- (9) Performs such other duties as may be delegated from time to time by the President, Vice-President or the League Board.
- (10) Has the authority to cancel the full slate of games if conditions warrant.

4.13 Commissioners. The Recreational Commissioner and Travel Commissioner are charged with team formation, development of schedules, procuring coaches, and creating an environment conducive to competitive play between teams. Each age division within the Recreational League shall additionally be headed by age level commissioners serving under the Recreational Commissioner. Due to the small number of teams, there are no age level commissioners within the travel division.

Duties of Age Level Commissioners include:

- (1) Working with other commissioners and the League Commissioner to set-up coaches' meeting, training and coaching development classes;
- (2) Contacts designated coaches at least two times per season to see how things are going;
- (3) Secure coaches in respective age divisions at least one week prior to team formation, and report these names to the team formation committee;
- (4) Attempts to solve any problems in their assigned age division and report to the Recreational Commissioner any issues unresolved. Problems of an immediate nature should be reported to the Recreational Commissioner as soon as possible;
- (5) Supply their coaches all up to date information for the season;
- (6) Collects end of year team reports and player evaluation forms from their respective coaches, and forwards to the Recreational Commissioner.
- (7) Surveys their coaches at the end of the season to ascertain who will return for the next season;

Unless modified by resolution of the League Board, the standing age level commissioners will be:

Recreational:

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| a. U-6 | Commissioner; |
| b. U-8 | Commissioner; |
| c. U-10 | Commissioner; |

- d. U-12 Commissioner;
- e. U-14/16 Commissioner;

The Recreational Commissioner and Travel Commissioner:

- (1) Shall each be members of the League's Board of Directors;
- (2) Shall each be entitled to cast one vote on all matters coming before the League Board;
- (3) Shall work with the League Commissioner to set up coaches meetings, develop ethical standards for coaches, collect signed "Coaches Code of Ethics" forms from the age level commissioners, and arrange appropriate training sessions;
- (4) Shall ensure that age level commissioners secure head coaches and assistant coaches for the various teams under their supervision and authority;
- (5) Shall work with the League Commissioner to evaluate coaches' performance. Violation of rules will result in counseling or dismissal.
- (6) Shall, with the assistance of the age level commissioners, attempt to resolve any problems which might arise within their sphere of authority and divisions, and bring to the attention of the League Commissioner any unresolved situation or problem;
- (7) Shall, with the assistance of the age level commissioners, keep the coaches within the various divisions up to date with needed information;
- (8) Shall ensure that all coaches execute and adhere to the prescribed Code of Ethics agreement;
- (9) Shall collect end of year team reports and player evaluation forms from age level commissioners;
- (10) Shall, with the League Commissioner and the age level commissioners, participate in team formation, ensuring competitive balance between teams;
- (11) Shall with the Referee Commissioner and League Commissioner, participate in development of recreational league schedules;
- (12) Shall perform such other duties as may be delegated to them from time to time by the President, League Commissioner or League Board; the Travel Commissioner will also serve as the All Star Coordinator, and perform the duties as outlined in the All Star section of the Operations Manual
- (13) The Recreational Commissioner and Travel Commissioner, or their designee, will serve as a member of the finance committee;

4.14 Referee Commissioner. The League's Referee Commissioner is in charge of all referees serving the League and generally serves as a referee advocate in disputes arising from team play. The Referee Commissioner:

- (1) Is a member of the League's Board of Directors;

- (2) Is entitled to cast one (1) vote on all matters coming before the League Board;
- (3) Shall develop and maintain a list of certified referees willing to work games for the League, setting forth their names, residential and email addresses, and telephone numbers.;
- (4) Shall develop and maintain a list of experienced coaches, former players, and other knowledgeable individuals, willing to work games for the League whenever certified referees cannot be obtained for matches;
- (5) Shall develop appropriate ethical standards for referees working within the League and provide each referee a copy prior to each season;
- (6) Shall provide or arrange suitable training and certification programs for referees working within the League;
- (7) Is responsible for assigning referees and assistant referees for all recreational league games (regular and tournament) during each season, in accordance with League requirements;
- (8) Shall be responsible for submitting win – loss records of all recreational teams to the League Commissioner not later than one week after the end of the season;
- (9) Shall mediate appeals and rulings as necessary to provide for a harmonious playing atmosphere;
- (10) Shall notify the League Commissioner of any referee abuse or mistreatment by League coaches, assistant coaches, players or parents;
- (11) Shall investigate reported allegations of referee misconduct and impose appropriate sanctions when necessary;
- (12) Shall report to the Treasurer, information necessary for payment of referees and issuance of 1099 forms. Said report is to be delivered by November 15 each year;
- (13) Shall be responsible for the development of the game schedule for the recreational league
- (14) Shall perform such other duties as may be delegated from time to time by the President, Vice-President or League Board.

4.15 Fields Coordinator. The League's Fields Coordinator is responsible for procuring and maintaining appropriate fields for soccer play. The Fields Coordinator:

- (1) Is an adjunct non-voting member of the League's Board of Directors;
- (2) Shall locate and obtain permission for the use of appropriate soccer fields by the League on a seasonal basis;
- (3) Shall schedule use of practice fields;
- (4) Is responsible for proper layouts and lining of fields at the beginning of each season;
- (5) Is responsible for the proper maintenance and general upkeep of fields;
- (6) Shall organize and coordinate volunteers to properly mark the playing fields on the morning of each game day prior to the first game, and set the corner flags;

- (6) Shall perform such other duties as may be delegated from time to time by the President, Vice-President or League Board.

4.16 Equipment Coordinator. The League's Equipment Coordinator is generally responsible for all game related equipment, and the League business machines and supplies. The Equipment Coordinator:

- (1) Is an adjunct non-voting member of the League's Board of Directors;
- (2) Shall procure and ensure that the League has sufficient equipment for soccer play at the beginning of each season, including but not limited to, appropriate sized balls, field liners and sprayers, athletic field paint, non-caustic playground lime, nets, corner flags and goals;
- (3) Shall purchase replacement equipment as authorized from time to time by the League Board;
- (4) Shall keep a record of equipment issued to coaches and other appropriate officials at the commencement of each season and collect same at the end of the season;
- (5) Shall see that all goals are properly anchored and padded for personal protection and safety, and ensure that the nets are in a serviceable condition and correctly attached to the goals;
- (6) Shall acquire and see to the maintenance and repair of the League's business equipment, such as computers, printers, and copiers, and supplies, as directed by the League Board;
- (7) Shall maintain an inventory of the Leagues equipment, machines and supplies.
- (8) Shall arrange for the painting and refurbishment of goals and equipment as necessary;
- (9) Shall arrange for the attachment of nets to the goals and the removal therefrom, at the commencement and conclusion of each season;
- (10) Shall perform such other duties as may be delegated from time to time by the President, Vice-President or the League Board.

4.17 Uniform Coordinator. The League's Uniform Coordinator is responsible for seeing that all teams playing in or for the Shenandoah County Soccer League are appropriately attired. The Uniform Coordinator:

- (1) Is an adjunct non-voting member of the League Board;
- (2) Works with the Registrar and Commissioners to identify the number and sizes of uniforms needed;
- (3) Purchases jerseys and uniforms for the League as authorized by the Board of Directors;

- (4) Issues jerseys and uniforms to coaches at the beginning of each season and collects as necessary, at the end of each season;
- (5) Arranges for the repair and safe storage of jerseys and uniforms between seasons;
- (6) Ensures that travel uniforms are accounted for and are returned to the League when no longer needed;
- (7) Is responsible for purchasing, with League guidance, and distribution of player recognition at the end of the spring season
- (8) Performs such other duties as may be delegated from time to time by the President, Vice-President or League Board.

4.18 Communications Director. The Communications Director ensures good communication between the League's board of directors and families of players; between committees and individuals of the board; and between coaches, commissioners, and the community. This is accomplished by:

- (1) Maintaining and updating the League's website;
- (2) Creating and sending mass emails to soccer families, coaches and others as the need arises;
- (3) Creating newsletters and overseeing the distribution thereof;
- (4) Coordinates advertising as directed by the board of directors;
- (5) Oversees creation and distribution of signs and flyers as the need arises;
- (6) Posts approved minutes to the League's website and maintains an archive of same; and
- (7) Performs other duties to foster good communication by the League as directed by the board of directors. A more complete explanation of these duties is contained in the Operations Manual.

ARTICLE 5-TEAM REPRESENTATIVES

5.1 Team Representatives. Team Representatives shall be provided in order to ensure an adequate source of manpower to accommodate League functions and facilitate League activities; and create an effective communication link between the League and parents of players. The team representatives:

- (1) Are encouraged to attend all meetings of the Board of Directors during the Representatives tenure;
- (2) May participate in all discussions and consideration of League business during meetings of the Board of Directors, but may not vote on any motion or other matter coming before the Board;
- (3) Shall apprise the appropriate age level Commissioner of concerns raised by parents of rostered players so that the Board may expeditiously address those concerns;

- (4) Shall convey information from the League Board, President, or other League official, to the parents of the rostered players so that the parents may be made aware of League functions, policies and needs;
- (5) Upon request actively assist the League in recruiting other parents to participate in special League activities, functions and needs;
- (6) Shall aid in League fundraising activities, and public relations;

5.2 Number. There shall be one (1) representative per team per season, who shall serve throughout the season and thereafter until replaced by a new representative selected prior to the commencement of the next season; or until removed by action of the League Board.

5.3 Selection. No later than the second practice preceding the Fall and Spring seasons, each team coach shall meet with the parents of their rostered players to choose a Team Representative. The coach may assume this position, or appoint a particular parent to serve as Team Representative for the season, or ask the parents to select such representative by vote.

5.4 Vacancies. Vacancies in the position of Team Representative resulting from resignation, relocation outside Shenandoah County, removal or otherwise, shall be filled by appointment of the coach whose team is affected thereby.

5.5 Removal. A Team Representative may be removed by majority vote of the League Board, with or without cause, when in the opinion of the Board such removal is in the best interest of the League.

ARTICLE 6- COMMITTEES

6.1 Committees. Committees being deemed vital to the overall success of the Shenandoah County Soccer League's programs and mission, the League Board shall establish and empower from time to time such standing and ad hoc committees as considered to be in the League's best interest. Unless changed by resolution of the Board, the standing committees of the League shall be:

- a. the Nominating Committee;
- b. the Finance Committee;
- c. the Fundraising Committee;
- d. the Registration Committee;

- e. the Team Formation Committee;
- f. the Publicity Committee; and,
- g. the Conflict Resolution Committee.

If position vacancies exist and committees cannot be filled as described herein, the President shall appoint a temporary replacement as necessary.

6.2 Nominating Committee. The Nominating Committee is entrusted with the task of recruiting suitable candidates to undertake future leadership roles within the League. It shall be chaired by the League's Vice-President and shall consist of five additional members, three of whom shall be Area Representatives, one each from the three sections of the County, and the remaining two shall be selected by the Vice-President from among the active participants in the League. This Committee shall begin its work by August 1st annually, and submit its written report setting forth the Committee's recommendations to the League Board at the Board's October meeting. The slate of prospective officers shall be then acted upon during the annual meeting of the League Board, and treated as if a Motion and Second has been made.

6.3 Finance Committee. The Finance Committee is entrusted with the responsibility of developing a recommended budget for the League and advising the President and League Board regarding investment and financial issues and concerns. The Committee shall be chaired by the League Treasurer, and shall consist of the Travel Commissioner or designee, Recreation League Commissioner or designee and two other individuals selected by the Treasurer from among the active participants in the League. This Committee shall review and revise the League budget, including registration income and projected expenditures as necessary, and submit its written report setting forth the Committee's recommendations to the League Board as needed. Any proposed budget shall be approved by the League Board prior to the start of the following season of play and take effect immediately upon approval. The committee will conduct an audit of the Leagues financial records and accounts no later than two weeks after the end of the spring and fall seasons. A report of the outcome of the audits will be made at the board meeting immediately after their completion.

6.4 Fundraising Committee. The Fundraising Committee is responsible for developing and implementing suitable fundraising activities for the League. The Committee shall be chaired by the Vice President, and shall consist of five additional members, three of whom shall be Area Representatives, and the remaining two shall be selected by the Vice President from among the active participants in the League. This committee shall make written

proposals for the Board's consideration and approval. Upon such approval, the Committee shall recruit the necessary personnel to carry out the projects and report the results to the Treasurer and League Board.

6.5 Registration Committee. The Registration Committee is responsible for overseeing the proper registration of all children wishing to play in the Shenandoah County Soccer League. The Committee shall be chaired by the League Registrar, and shall consist of five additional members, three of whom shall be Area Representatives, one from each section of the County, and the remaining two shall be selected by the Registrar from among the active participants in the League. The registration process shall be undertaken and completed in a timely fashion to facilitate team formation, and shall comply with the deadlines established by VYSA and any additional Leagues in which Shenandoah County soccer teams play. The Committee shall also facilitate the proper filing of the League's registration data with VYSA.

6.6 Team Formation Committee. The Team Formation Committee is entrusted with the responsibility to form balanced competitive teams within all age levels of the Recreation League. The Committee shall be chaired by the League Commissioner, and shall consist of three additional members including the Recreational Commissioner, and two age level coaching commissioners from the Recreational division. The Registrar will be an ex officio member of this committee and aid in team formation to the extent the registrar's other duties allow.

6.7 Publicity Committee. The Publicity Committee is responsible for fostering good will within the County, by keeping the public apprized of the activities and benefits of the League, and recruiting community support of League programs. The Committee shall be chaired by the Communications Director and shall consist of four additional members, at least two of whom shall be Area Representatives, Travel Commissioner or Designee, and the remaining member shall be selected by the Communications Director from among the active participants in the League. This Committee shall be primarily responsible for news and public interest releases, publishing a newsletter for parents and players as authorized by the League Board, and maintaining and updating from time to time the League's website.

6.8 Conflict Resolution Committee. The Conflict Resolution Committee is responsible for protecting the integrity and well-being of the League, by insuring that all participants (i) maintain and exhibit appropriate standards of conduct and demeanor, in keeping with a youth oriented organization, and (ii) adhere to these By-Laws, any rules and regulations promulgated for the proper operation of the League and the directives of the League President, Board of Directors or any other official or individual acting for the League. The Committee shall be chaired by the League Commissioner, and shall consist of four (4) members, including an age level commissioner, an Area Representative, and two others selected by the League Commissioner from among the active participants within the League, one of which is from the geographic area in which the grievance was lodged. If the grievance was brought against a coach, a coach would be selected. If a parent, a parent then would be selected to serve on the committee. Hearings before the Conflict Resolution Committee shall normally be conducted in private, and the decision of the Committee on any grievance, complaint or other matter shall be based upon majority vote of the members participating. Further, no member may participate in Committee deliberations or decision making when he or she is personally involved in the dispute, whether as one of the complaining parties, or the person accused of wrongdoing, or as a witness in the matter. Similarly, no member shall participate if a family member is involved in any proceeding.

ARTICLE 7-CONFLICT RESOLUTION

7.1 Grievance or Complaint. When an active participant in the League believes that the conduct, attitude or statements of any individual are detrimental to the good of the League or the game of soccer, they may contact any Board member to express their concerns and to explore possible actions by the League. If the individual wishes to take the matter further and bring it before the full Board, he or she must file a signed written grievance or complaint (hereafter referred to as a Conflict Resolution Form) with the League Secretary, consisting of the following:

- a. The name, and title if known, of the individual against whom the grievance or complaint is raised;
- b. A brief summary of the conduct, attitude or statements observed upon which redress is sought;
- c. A brief factual statement of the circumstances under which the alleged misconduct occurred or the statements etc. were made;

- d. The names, addresses and telephone numbers, if known, of any eyewitnesses to the incident;
- e. The name, address and telephone number of the person filing the grievance or complaint.

7.2 Preliminary Review. The Secretary shall forward a copy of the Conflict Resolution Form to the League President for initial review and processing. Upon receipt thereof the President may investigate the matter informally and either: (a) dismiss the Conflict Resolution Form as unfounded or not warranting further attention; (b) consider an Executive Suspension/Prohibition and proceed as specified in Section 7.3 of these By-Laws; or (c) forward the Conflict Resolution Form to the League Commissioner for further consideration by the Conflict Resolution Committee. If the President is the individual accused of wrongdoing, the Secretary shall forward a copy of the Conflict Resolution Form to the League Vice-President (or if that position is vacant, the League Commissioner), who may act in the same manner heretofore specified.

7.3 Executive Suspension. The League President may temporarily suspend or bar an individual from participation in League activities or affairs, when, in the President's sole and absolute discretion, the conduct, attitude or statements of the individual are considered detrimental to the good of the League or the game of soccer. However, prior to taking action, the League President must first notify the individual against whom the grievance or complaint is raised; and allow him/her two days to present written evidence on his/her behalf. If the President decides to go ahead with an executive suspension, such suspension or prohibition shall remain in effect for a period not to exceed forty five (45) days or until the matter is considered and acted upon by the League's Board of Directors, whichever first occurs. Written notice of the suspension/prohibition shall be given or mailed to the individual involved, and the suspension/prohibition shall be immediately effective upon doing so. If the Postal Service is utilized as the means of informing the individual of the action taken, the notice shall be mailed by first class mail, postage prepaid, to the address of the individual involved as maintained in the League's records. The President shall place the issue before the voting members at the next meeting of the Board of Directors for their consideration and action, and for this purpose shall provide: (a) copies of the notice of suspension/prohibition; (b) a certificate confirming the date and method by which notification of the suspension/prohibition was given to the individual involved; and (c) a brief written account of the incident or situation which in the President's opinion warranted his action. The individual affected shall have the right to appear before and be heard by the voting members of the League Board regarding the issue and for this purpose

shall be informed in the suspension/prohibition notice of the date and time of the Board meeting. In lieu of such appearance, the individual involved may forward to the League's Secretary a written response to the President's action, copies of which shall then be furnished to the voting members of the Board. The dispute shall be considered and resolved in executive session to protect the privacy of all involved. The Board may vote to: (a) override the President's decision and reinstate the individual to active participation status; or

(b) affirm the President's action and suspend or bar the individual from participation in League activities and affairs for such additional period of time as the Board deems appropriate, including setting such conditions or terms of reinstatement as the Board considers expedient, or, (c) refer the matter to the Conflict Resolution Committee for its consideration and recommendation, in which case the temporary suspension/prohibition shall continue in effect until the Conflict Resolution Committee can act on the referral and report back to the League Board. Upon receipt of the Conflict Resolution Committee's Report, the Board shall act thereon in executive session without further notice to the individual involved and without right of the individual to appear before the Board. In any case, the individual shall be notified of the Board's decision in writing within ten (10) days. The Board's decision shall be final.

7.4 Consideration by the Conflict Resolution Committee. Upon receipt of a Conflict Resolution Form, the League Commissioner shall call a meeting of the Conflict Resolution Committee and provide each member thereof with a copy of the form received. The Committee may then decide to proceed informally or formally as considered appropriate by the Committee.

7.5 Informal Proceedings. If after reviewing the Conflict Resolution Form, the Conflict Resolution Committee determines that the allegations do not warrant or justify a formal hearing procedure, the Conflict Resolution Committee may proceed to look into the matter informally, interviewing witnesses in person and/or by telephone. Such informal review may be assigned by the League Commissioner to one or more of the Conflict Resolution Committee members, who shall report back to the full Committee within ten (10) days, unless a time extension is requested and granted by the League Commissioner. If the Committee believes that the accusation lacks merit or is trivial in nature, the Committee shall dismiss the Conflict Resolution Form and notify the League President accordingly. If the Committee believes that the Conflict Resolution Form has merit, the individual against whom the Form has been filed shall be given a copy of the Conflict Resolution Form, with the name and other information of the

initiating party removed. The individual against whom the Conflict Resolution Form has been filed may then meet with the Committee in person, or by telephone conference when available, to offer his or her response to the allegations. In lieu of such direct contact, the individual involved may elect to submit a written statement for the Committee's consideration. If after completing their review the Committee members are still of the opinion that the Conflict Resolution Form is well founded and requires further action, the Committee shall prepare a written report to the League Board, which report shall include the Committee's recommendation regarding disposition. The report shall be mailed to the individual against whom the Form was filed, using the address maintained in the League records. The individual involved shall have a period of ten (10) days from the date of mailing in which to indicate in writing to the League Commissioner whether he or she will accept the Conflict Resolution Committee's recommendation. If the recommendation is accepted, the Conflict Resolution Committee's ruling will be final, the recommended disposition imposed, and the League President so notified.

7.6 Formal Proceedings. If after reviewing the Conflict Resolution Form the Conflict Resolution Committee determines that the allegations warrant a formal hearing, the Conflict Resolution Committee shall schedule such hearing before the full Committee at a convenient time and place, on a date not less than ten (10) days nor more than thirty (30) days from the date notice is given or mailed to the individual involved. The individual involved shall be promptly provided a copy of the Conflict Resolution Form, and notice of the scheduled hearing, which if mailed shall be sent by first class mail, postage prepaid, to the address maintained in the League records. Notice of the hearing shall similarly be provided the party initiating the Conflict Resolution Form, to the eyewitnesses specified on the Form, and to each member of the Conflict Resolution Committee, requesting their attendance at the hearing.

At the hearing, which shall be held in a closed setting to protect the privacy of all persons involved, the Committee members, with the League Commissioner presiding, shall hear one by one, from the party initiating the Conflict Resolution Form, the eye witnesses to the incident or incidents, the individual or individuals against whom the Form was filed, and any other persons present possessing pertinent information. Each person intending to speak to the Committee shall wait outside the hearing room until called, with the exception of the individual against whom the Conflict Resolution Form was filed, who shall have the right to be present throughout the hearing. The rules of evidence shall not apply to the hearing, and the hearing may be generally be conducted informally. While the individual whose actions or conduct is complained of may have legal counsel present to provide advice during the proceeding, legal counsel may not (a) address the Committee or any member thereof; (b) may not examine or cross examine witnesses;

(c) may not present evidence; and, (d) may not raise objections to the procedure followed, testimony presented, or evidence considered. If following the hearing, the Committee believes that the accusation lacks merit or is trivial in nature, the Committee shall dismiss the Conflict Resolution Form, and notify the League President accordingly. If the Committee believes that the complaint is well founded and requires remediation, the Committee shall prepare a written report to the League Board, which report shall include the Committee's recommendation regarding disposition.

The report shall be mailed to the individual against whom the Form was filed, using the address maintained in the League records. The individual involved shall have a period of ten (10) days from the date of mailing in which to indicate in writing to the League Commissioner whether he or she will accept the Conflict Resolution Committee's recommendation. If the recommendation is accepted, the Conflict Resolution Committee's ruling will be final, the recommended disposition imposed, and the League President so notified.

7.7 Action by League Board. If the individual against whom the Conflict Resolution Form was filed, fails to reply within ten (10) days of the mailing of the Conflict Resolution Committee's report, or refuses to accept the Committee's recommendation, as provided in Sections 7.5 or 7.6, the Conflict Resolution Committee's report shall be delivered to the League Secretary, who shall make sufficient copies for each voting Board member and the individual against whom the Conflict Resolution Form was filed, and the matter shall be placed on the agenda of the next League Board meeting. The Secretary shall promptly mail a copy of the report to each voting Board member and the individual involved, at the addresses maintained in the League records. The individual against whom the Conflict Resolution Form was filed, shall further be advised in writing of the date and time of the Board meeting at which the matter will be acted upon, and offered the opportunity to submit a written response to the Conflict Resolution Committee's report. The League Board shall act without further notice to the individual involved and without the right of the individual to appear before the Board. However, the Board shall consider any written response to the Conflict Resolution Committee's report provided by the individual against whom the report is submitted, if received sufficiently in advance to allow copying and distribution thereof. The voting members of the Board, provided a quorum is present, shall consider the matter and vote thereon in executive session, with any disposition requiring a majority of the votes cast. In disposing of the matter the Board may: (a) dismiss the matter entirely; (b) accept and impose the recommendation of the Conflict Resolution Committee; or, (c) impose such other remedy

or disposition as the Directors deem appropriate under the circumstances. The individual involved shall be notified in writing of the Board's decision within ten (10) days following Board action, such notice to be mailed to the individual at the address maintained in the League's records.

- 7.8** All decisions by the Board must indicate the right of the individual against whom action has been taken to appeal the decision to the Adjudication Committee of the Virginia Youth Soccer Association, as specified in the Association's Adjudication Manual.

ARTICLE 8 – OPERATIONS

8.1 Division of Responsibility. The conduct of League business and affairs shall be divided into two lines of authority, administrative and operational, both answerable to the Board of Directors.

8.2 Administrative Function. The administrative branch, headed by the President, shall exercise general control over the management of the League, and is entrusted with the responsibility to (a) conduct the League's day to day business affairs, including but not limited to, player registration; fundraising; publicity; contract formation; purchase of equipment; and payment of League debts; (b) implementing Board policy, directives and resolutions; (c) overseeing administration of the disciplinary process; and, (d) general development of the League's soccer programs.

8.3 Operational Function. The operations branch, headed by the League Commissioner, shall exercise general control over the implementation of the seasonal soccer programs, including but not limited to, team formation; player assessment and assignment; recruitment, selection and oversight of coaches; preparation of team rosters; preparation of practice and game schedules; recruitment and oversight of referees; and fields procurement. The operations branch shall also provide appropriate training programs for League coaches and referees, for all age levels, and see that the League's approved ethical standards and rules are adhered to by players, coaches, parents and others participating in the soccer programs.

8.4 Recreational and Travel Divisions. The soccer program shall be further divided into two divisions, both under the control of the League Commissioner, namely, the “Rec” Division; and the “Travel” Division. Each Division’s officers and chain of command structure will be as follows:

1. The League Commissioner
2. The Recreational or Travel Commissioner
3. The Referee Commissioner
4. The Uniform/Equipment/Field Coordinators
5. The Age Level Commissioners (*continued on next page*)
6. The Coaches/ Assistant Coaches
7. The Team Representatives

8.5 Standards. Being primarily a youth recreational league, it is considered appropriate for policies and standards to be adopted and followed by all players, coaches, parents and others participating in the soccer programs, which stress (a) the right of all children to participate, without concern for their gender, race, national origin or abilities; (b) fair and adequate playing time for all children; (c) that participation and fun are more important than winning; (d) that teams should be competitively balanced; (e) that verbal or other forms of abuse from coaches and those on the sidelines will not be tolerated; and, (f) that teams should be formed as much as possible with reference to the locality in which the players reside. Consequently, such policies and standards shall be adopted and included in various “Codes of Ethics” to be disseminated for execution by coaches, players, parents, referees and others participating in the League’s soccer programs.

8.6 Operations Manual. The League shall develop and make available to it’s officers, coaches, referees, parents and other participants in it’s soccer programs, an “operations manual” which shall define the procedures and policies to be followed and implemented in regard to the League’s recreational and travel soccer programs.

ARTICLE 9—GENERAL PROVISIONS

9.1 Professionals. Except for Referees and certain professionals hereafter mentioned, Participants in the League must be unpaid volunteers. Therefore, no paid coaches, players or other League personnel shall be allowed. Notwithstanding the foregoing, the League may hire and utilize the services of various professionals to aid in the conduct of League affairs from time to time. Examples of said professionals can include, but is not limited to, accountants, attorneys, contractors, engineers, tax consultants, turf specialists, or others deemed necessary by the Board of Directors, who may be compensated for their services.

9.2 Referee Assignment and Compensation. The League shall adopt and revise from time to time, reasonable policies and schedules for paying referees and assistant referees, for services rendered to the League. Such schedules may include different rates based upon whether the game is a “rec” or a “travel” game; the age levels involved; and whether the officials are appropriately certified. The League shall further determine the number of referees/assistant referees needed to officiate League games, taking into consideration VYSA requirements, as well as the requirements of any travel leagues in which Shenandoah County Soccer League teams participate.

9.3 Law Suits. No legal action shall be commenced against this League or an officer, director or any other agent or personnel thereof, until all administrative remedies and appeals provided in these By-Laws and in the rules and regulations of this League and VYSA, have been exhausted. Further, should any person participating in League activities and affairs, whether as parent, player, coach, referee, officer, director, team representative, commissioner, area representative, or otherwise, commence legal action against the League in any court of law or equity, or in any administrative department or tribunal, then the person so filing or undertaking the action shall be responsible and liable for paying all fees, costs and expenses incurred by the League, and by any officer, director, commissioner or other agent thereof, in defending against such effort, whether successful or unsuccessful therein.

9.4 Laws of the Game. The laws of the game as approved and sanctioned by the United States Youth Soccer Federation and the Virginia Youth Soccer Association shall be applied in this League, subject to such local modifications as deemed appropriate by the Board of Directors from time to time. Team size is one of the local modifications allowed, as the League believes that “small sided” games at various age levels, promotes skills development. Other permissible modifications include but are not limited to size of field; size of ball; duration of play, use of quarters or halves; methods and frequency of substitutions; and, elimination of the “off-side” rule in the younger age groups.

9.5 Kid Safe Program. The protection and well-being of all children participating in this League is declared to be of paramount concern. As such, the League shall adopt policies prohibiting abuse of children, whether physical, emotional or sexual in nature. Every individual applying or under consideration for a position in the League, shall be required to submit a written statement, on such form as may be prescribed for such purpose by the League Board, advising of any situation or event in their past, which could be construed to have an adverse impact on his or her suitability for the position in question, and particularly upon the safety and well-being of any participating children. Further, to minimize the possibility of exposing participating children to undesirable individuals and influences, the League shall require every coach, assistant coach, officer, Director, Commissioner, or other person likely to have substantial contact and interaction with children, to authorize and cooperate with a confidential and reasonable “background” check, for a history of child abuse, substance use, violent conduct, or felony convictions. For this purpose, the League shall designate a “KidSafe” Coordinator to facilitate the “background checks”, and to receive and review the results of such checks. Failure to authorize and/or cooperate with such check shall automatically disqualify such individual from participation in League activities and affairs. Should such a “background” check reveal the existence of any of the above described situations, or any other circumstance which could be considered by a reasonable person to raise a concern for the safety and well-being of any child, the information shall be presented by the League’s KidSafe Coordinator to the League’s voting Board of Directors, who sitting in closed session shall consider the information and determine whether and to what extent the individual involved shall be allowed to participate in the League. The Board may exclude the individual or conditionally allow the individual to participate, upon such terms, conditions and limitations as are deemed appropriate under the circumstances.

9.6 Order of Business. At meetings of the Board of Directors, the order of business and agenda so far as the character and nature of the meeting may permit, shall be as follows:

- a. Roll call and determination of quorum;
- b. Approval of minutes of last meeting;
- c. Reports of officers, commissioners and committees;
- d. Consideration of unfinished business;
- e. Consideration of actions taken by the executive committee between meetings;
- f. New business;
- g. Open forum on the Good of the League and the Good of the Game;
- h. Adjournment.

In conducting its business, the League Board shall generally follow Robert's Rules of Order.

9.7 Annual Reports. As a corporation organized and existing under the laws of the Commonwealth of Virginia, the League shall file reports annually with the State Corporation Commission, identifying the names, addresses and telephone numbers of all officers and Directors of the organization, the name and address of its registered agent, and any other information required by law. The League shall also pay any registration and other fees charged by the State Corporation Commission as a condition of continued operation in the Commonwealth.

9.8 Insignias. The Board shall adopt an official seal or insignia, and representative colors, for the League, which may be placed on patches and other League paraphernalia. The seal or insignia may only be reproduced, displayed or otherwise used, as directed by the Board, or approved by any officer or commissioner.

9.9 Tax Requirements. No substantial part of the activities of this 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 distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these By-Laws, 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.

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 Shenandoah County, for such purposes or to such organization as the said Court shall determine, which are organized and operated exclusively for such purposes.

9.10 Amendment/Repeal of By-Laws and Operations Manual. The League's By-Laws may be amended or repealed, in whole or part, by a two-thirds vote of the Directors entitled to vote, during any meeting of the League's Board. Proposals for amendment or repeal must be made in writing and submitted to the Secretary so as to allow for twenty (20) days notice and dissemination to all Directors prior to consideration of such proposals at any meeting. Electronic transmission shall be considered the same as written notice for this purpose. Upon adopting changes or additions to these By-Laws, the date and nature of the action taken shall be noted in writing and added or appended to the official copy of the By-Laws maintained on the League's website.

Proposed changes to the League's Operations Manual may be brought forth at any regularly scheduled board meeting by any participant in the League as defined in section 2.2 of these By-Laws. After thorough discussion at that meeting, the proposed change will be voted on at the next board meeting by the Directors eligible to vote. A simple majority is necessary for passage and adoption. Adopted changes or additions to the Operations Manual will be recorded in the

minutes and added to the official copy of the Operations Manual maintained on the League's website.

9.11 Official Copy of the By-Laws and Operations Manual. The official and most up-to-date version of the League's By-Laws and Operations Manual shall be maintained on the website. All amendments and changes will be made within seven days of approval by the Board. A running record of dates on which changes were approved will be posted at the bottom right corner of the appropriate page of the By-Laws or Operational Manual. The Communications Director is responsible for seeing that these changes and amendments are accurately posted within the specified time.

Certification of Adoption

These By-Laws were duly considered, voted upon and adopted by the Board of Directors of the Shenandoah County Soccer League, on behalf of the League, after proper notice, this ____ day of _____ 200__.

President and Chairman of the Board

Attested By:

Secretary