

BY-LAWS

NEW RIVER UNITED SOCCER ASSOCIATION, INC.

CERTIFICATION

I certify that these By-Laws were duly adopted by the Board of Directors, New River United Soccer Association, Inc. on January 29, 2016.

Travis Eschenmann, President
New River United Soccer Association, Inc.

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CHANGES RECORD

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ARTICLE I - NAME & PLACE OF BUSINESS

The name of the organization shall be New River United Soccer Association, Inc., hereinafter referred to as "NRUSA" or the "Association". The principal place of business shall be within Montgomery County, Virginia at a location as determined from time to time by the Board of Directors.

ARTICLE II - PURPOSE

The purpose of this association shall be to provide opportunities for participation in organized soccer; to develop soccer players; to encourage the development of soccer related facilities and instilling in the players, parents, managers, coaches and directors the ideals of good sportsmanship.

ARTICLE III - DEFINITIONS

- A. A "team" is a team formed by the association and duly registered with the Virginia Youth Soccer Association or other organization consistent with the purpose for which the team is formed.
- B. A "player" is any participant on a team sponsored by/affiliated with the organization.
- C. A "parent" is the parent or legal guardian of any YOUTH player.
- D. A "Coach" and/or "Assistant Coach" are those individuals recognized by the organization as having responsibility for all on-the field training and playing activities.
- E. A "year" is the length of time between one annual general membership meeting and the next annual general membership meeting. This length of time may be more or less than one calendar year.
- F. The "Board" is the Board of Directors of New River United Soccer Association.
- G. A "Volunteer" is any person that is willing to invest their time and knowledge to perform work on behalf of NRU. Volunteers are not required to participate, or have a family member that participates in a NRU program. Volunteers are not paid by NRU for services.
- H. An "Age Group Coordinator" is a representative that is selected by the Board of Directors to oversee a specific age group within the Recreational program.
- I. A "Commissioner" is a representative that is selected by the Board of Directors to oversee one of the club's programs.

ARTICLE IV - GOVERNMENT

Section 1: Membership

A member of the Association is any individual who is a parent, an adult player, an Officer or Director of the organization, a coach, a staff member, or any appointee to any *ad hoc* committee of the association.

Section 2: Philosophy

The Association is focused on providing opportunities for participation in organized soccer. Through its activities the government of the Association is necessarily directed towards its programs which include, but are not limited to, Adult, Travel, and House (recreational). NRUSA programs operate through the Policies, Guidelines, and Procedures established by NRUSA and under the direction of the Program Commissioners. NRUSA will provide support and coordination for the entire organization.

Section 3: Board of Directors

- A. The government of the Association shall be under the responsibility of a Board.
- B. The number of directors shall be determined from time to time by the Board, but shall be no less than 8 persons nor greater than 15 persons. Geographic and programmatic diversity are objectives for the composition of the Board of Directors but not requirements.

Section 4: Executive Committee

- A. An Executive Committee shall act on behalf of the Board in the interval between Board Meetings and all actions of the Executive Committee shall be reported to the Board by the submission and review of the meeting minutes at the next Board meeting
- B. The Executive Committee shall consist of the President, Vice Presidents of Administration and Operations, Treasurer and Secretary.

Section 5: Directors

A. Directors are elected by the Members at the Annual General Membership Meeting or elected by the Board as described herein.

B. Prior to the Annual General Membership Meeting, the Board shall establish the number of Directors to be elected at the next Annual General Membership Meeting. Retiring directors shall serve as an *Ad hoc* Nominating/Election Committee for the purpose of proposing to the General Membership a slate of directors and conducting the election process. Nominations from the members in attendance will be accepted at the Annual General Membership Meeting. All nominees must accept nomination at, or prior to, the Annual General Membership Meeting. Acceptance must be made to the Nominating Committee.

C. Directors elected at the Annual General Membership Meeting shall serve a three (3) year term and are eligible to serve no more than one additional successive term. Members who have served a term of six (6) years on the Board may be considered for re-election to the Board after a one year absence from service on the Board.

D. The Board, at its discretion, may elect director(s), under the conditions cited below (D 1-4). This authority is to be used in a prudent manner, and normally only when opportunities arise to enhance the makeup of the Board by including persons who have the potential to significantly impact the Association in a positive way.

- 1 The decision by the Board to possibly elect a new director(s) must be approved at a Board meeting prior to the meeting at which the vote will be taken. This decision will include the identification of the potential director(s) and the term(s) to which the director(s) are to be elected. The term may be one (1), two (2) or three (3) year terms.
- 2 The quorum for a meeting at which a vote is to be taken to elect a Director vote requires 2/3 of the Directors of NRUSA to be present.
- 3 The vote must pass by 2/3 majority of the Directors of NRUSA.
- 4 The Board may elect no more than two (2) directors between Annual General Membership Meetings, unless in the case of e below.

E. In the event of the death, resignation or removal of a Director, the Board, at its discretion, may elect a Director. Said election will be conducted as outlined in D1-D3 above.

F. No individual as a result of service in Association positions can be interpreted as having more than one vote on the Board.

G. No Director shall receive compensation for any services rendered to the Association. Directors may be reimbursed for preapproved expenses incurred in the performance of their duties. Preapproval must be obtained from the Treasurer or Vice President of Administration

H. Removal/Disciplinary Action.

- 1 The Board shall have the authority to remove or discipline any member of the Board whose conduct or achievement are not in keeping with the policies or best interests of the Association as determined by the Board. The Director in question will be given written notification of the time and place of the removal action and be given the opportunity to speak before the Board prior to the vote to remove. Removal of a Director requires a passage by two-thirds (2/3) by secret ballot of all members of the Board with the exception of the Board member in question. Proxies will not be permitted.
 - 2 Any member of the Board, who fails to attend two (2) consecutive regular meetings of the Board or fails to actively participate or coordinate designated duties of the Board without reasonable cause, may be suspended pending review for removal. Suspension means the member does not have voting rights and is not counted for purposes of a quorum. Active participation may include serving as an Officer and performing associated duties, organizing and attending Club events, serving on a subcommittee, or participating in field and equipment preparation.
- I. No Director shall be liable to the Association for any loss or damage suffered by the Association by reason of any action or omission by him/herself if in good faith he/she exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his/her affairs, or took or failed to take such action in reliance upon advice of Association legal counsel, its Officers or Directors. The foregoing shall not be exclusive of other rights and defenses to which he/she may be entitled as a matter of law.

Section 6: Staff

- A. The Board, at its discretion, will establish proper staffing for the association. The Board will provide necessary office space and supplies. The Board will oversee and evaluate performance of the Executive Director. The Executive Director will oversee and evaluate performance of all staff of the association. In the absence of the Executive Director, or other extenuating situations, the Board may oversee and evaluate performance of the staff of the association.
- B. The Board will hire the Executive Director. The Executive Director will interview all other Club positions, with the option of the Board members to join, and make a recommendation to the Board for approval to hire. In the absence of the Executive Director, or other extenuating situations, the Board may oversee the hire of all Club positions.

Section 7: Officers

- A. The Officers of the Association shall be:
 - President
 - Vice President - Administration
 - Vice President - Operations
 - Secretary
 - Treasurer

The Officers shall report to the Board of Directors of the Association. The election of and duties of the Officers are as defined herein.

- B. The election of Officers of the Association shall occur at the first full meeting of the Board of Directors following the Annual General Membership Meeting.
- C. Officers are elected by a majority vote of those Directors present.
- D. Officers assume office immediately upon completion of the elections.
- E. All Officers, except the President, shall be elected for a one year term. The President is elected for a two year term. All Officers shall be eligible for re-election.
- F. Vacancies in un-expired terms are filled by interim appointment by the President until an election is arranged by the Board, except that if the President resigns or is unable to carry out the duties of the President then the Vice President of Administration shall immediately assume the office of President until the Board elects a new President.

ARTICLE V - DUTIES

Section 1: Board of Directors

- A. Shall be principal governing body of New River United Soccer Association and possess all the powers and responsibilities conferred upon it by statutes of the Commonwealth of Virginia.
- B. Shall coordinate and implement the Association's purpose consistent with the Articles of Incorporation ("Charter"), these By-Laws and the Policies & Procedures of NRUSA.
- C. Shall formulate and amend matters of general policy by means of written policy statements.
- D. Shall make the final decision with regard to disciplinary actions.
- E. Shall insure members and players are abiding by the rules of the game as directed by FIFA, and the rules of good conduct and good sportsmanship as outlined by the USSF, VYSA and other affiliated organizations.
- F. Shall insure members and players are fully cognizant of Association policies and procedures and are abiding by those policies and procedures.
- G. Shall be responsible for all employment decisions relating to the Association.

Section 2: Directors

- A. All Directors are expected to:
 - 1. attend all regular and specially called Board Meetings and Annual General Membership Meetings.
 - 2. participate in all discussion and voting of the Board.
 - 3. prepare for all Board Meetings by reviewing minutes and other documents to be discussed
 - 4. conduct self in manner supportive of the association

Section 3: President

- A. Shall preside over all General Membership, Board of Directors and Executive Committee meetings.
- B. Shall direct the formation of and APPOINT chairperson for *ad hoc* committees as deemed necessary to advance the work of the Association.
- C. Shall be responsible for the administration of all affairs of the Association subject to the direction of the Board and executive committee.
- D. Shall be the Association's representative or designate a representative to all organizations of which the Association is a member or otherwise affiliated.
- E. Shall perform other duties as may be directed by the Executive Committee or Board of Directors.

Section 4: Vice President - Administration

- A. Shall perform all duties of the President in the event of absence of the President.
- B. Shall serve as an *ex-officio* member of each committee appointed by the Board or the President..
- C. Shall perform other duties as may be directed by the President, Executive Committee or Board of Directors.
- D. Primary duties shall include the oversight and coordination of disciplinary action, complaints, contract/Agreement administration and By Laws / policies.

Section 5: Vice President - Operations

- A. Shall perform all duties of the President in the event of absence of the President and Vice President - Administration.
- B. Shall perform other duties as may be directed by the President, Executive Committee or Board of Directors.
- C. Primary duties shall include coordination with the Director of Operations to ensure methods are in place to complete coordination of scheduling (practices and matches), equipment, field maintenance and Field Use Agreements.
- D. Shall act as an interim Director of Operations when this staff position is vacant.

Section 6: Commissioners

- A. Shall perform the necessary duties to insure that the program for which they are responsible is operating appropriately and adhering to the policies and procedures outlined by NRUSA, its by-laws, and any other organizations with which the program is affiliated.
- B. Shall appoint members from within his/her program to serve as volunteers within his/her program.
- C. Shall communicate to the Board, Executive Committee and/or Staff the particular needs of the program for which he/she is responsible and work with those groups either directly or through delegate(s) to insure those needs are filled.
- D. Shall prepare or cause to have prepared annual operating budgets for his/her particular program.
- E. Shall develop, distribute, periodically review and revise specific policies and procedures applicable to the conduct of the program for which he/she is responsible.
- F. Shall assist in preparation of an "annual report" for presentation at the Annual General Membership Meeting on the achievements and future plans of the program for which he/she is responsible.
- G. Shall work with other Commissioners to insure the efficient and effective use of all the Association's resources.

Section 7: Secretary

- A. Shall record the minutes and proceedings of all Board and Annual General Membership Meetings as a permanent record and shall work with staff to maintain those records.
- B. Shall distribute all minutes 1 week prior to the next meeting.
- C. Shall prepare all annual reports as may be required by the Commonwealth of Virginia and other governmental entities except for financial reports.
- D. Shall work with NRUSA staff to provide for the safekeeping of all Association legal documents such as corporate papers, contracts, deeds, insurance policies, etc.
- E. Shall maintain the Association's By-Laws, and Policies & Procedures Manual and insure its distribution to new members of the Board of Directors and other Association members as directed.
- F. Shall have oversight of the Annual Report prepared for the membership.
- G. Shall perform other duties as may be directed by the President, Executive Committee or Board of Directors.

Section 8: Treasurer

- A. Shall be responsible for the safekeeping of all funds and securities of the Association.
- B. Shall oversee and ensure adherence to all financial practices outlined in the Financial Policies and Procedures Guidelines.
- C. Shall maintain an accurate and current record of all assets and liabilities and income and expenditures and provide such records to officers and directors at least monthly or at a frequency directed by the Board of Directors.
- D. Shall initiate preparation of all tax returns and other financial reports as required.
- E. Shall perform other duties as may be directed by the President, Executive Committee or Board of Directors.

Section 9: Executive Committee

- A. To act on behalf of the Board of Directors between meetings of the Board and to report regularly to the Board, upon the disposition of matters of substance submitted to the Executive Committee.
- B. To discharge duties requested by the Board and also such duties as are necessary to maintain an efficient operation of the Association.
- C. To establish the dates for the regular Board of Directors Meetings.
- D. To recommend disciplinary actions to the Board.
- E. To perform other duties as may be directed by the Board of Directors or as have arisen from General Membership meetings.

Section 10: Staff

- A. All duties of Association Staff will be outlined in job contract and job description documents.

ARTICLE VI - MEETINGS

Section 1. Meetings of the Board of Directors

- A. The Board of Directors shall meet at least six times per year. The President upon recommendation of the Executive Committee or special request from four members of the Board may call additional meetings.
- B. The President or his designate shall notify all Directors at least 7 days in advance of all Board of Directors Meetings.
- C. The Board may enter into a closed session during a meeting for appropriate reasons.
- D. The public may attend and observe all open sessions of the Board meetings.

Section 2. Meetings of the Executive Committee

The Executive Committee shall meet as established by the Board. The President may also call an Executive Committee Meeting with three (3) days' notice.

Section 3. Meetings of Committees

Meetings of Committees will be as called by the appointed Chairperson or President.

Section 4. Meetings of Annual General Membership

- A. At least one annual general membership meeting will be held each year
- B. The Board will establish the date, time, and location of the Annual General Membership Meeting
- C. The Board will provide proper notice to the public

Section 5. Agendas

- A. The Board of Directors shall prepare an agenda for General Membership Meetings.
- B. The President or designee shall prepare an agenda for each meeting of the Executive Committee and Board of Directors.

Section 6. Quorum

- A. Attendance of 35 members at the General Membership Meeting shall constitute a quorum.
- B. A majority of the members of the Executive Committee or the Board of Directors as applicable shall constitute a quorum, except as otherwise noted in Article X.

Section 7. Procedure

Meetings shall be conducted according to parliamentary procedure. Questions are to be resolved according to the latest edition of Robert's Rules of Order.

Section 8. Minutes

The minutes of all meetings are to be recorded by the Secretary in the case of Board of Directors and Annual General Membership Meetings; the President or designee in the case of Executive Committee Meetings; and the Committee Chairperson in the case of all NRUSA committee meetings. Copies of any and all meeting minutes shall be available to any member upon specific request.

ARTICLE VII – VOTING RIGHTS

- A. Only duly elected members of the Board shall have voting rights at any regular or special meeting of the Board.
- B. In regard to the election of Directors, members are entitled to cast one ballot. In all other matters brought before the membership for a vote, each member shall have a single vote.
- C. Proxy votes will not be allowed.
- D. Absentee ballots will not be allowed.

ARTICLE VIII - TEAMS

Section 1. Requirements

- A. All youth Association teams must be registered with the Virginia Youth Soccer Association or other appropriate association in accordance with the purpose for which the team is organized.
- B. All Association teams shall adhere to the Laws of the Game as set forth by FIFA and to the rules of Sportsmanship and Conduct as published by the New River United Soccer Association.
- C. All teams must be registered with, and recognized by, NRUSA.

ARTICLE IX - BASIC POLICIES

The following are the basic policies of the Association:

- A. No person shall, on the grounds of race, color, national origin, sex, age, political beliefs or religious creed and no otherwise qualified handicapped individual shall, solely by reason of his handicap, be excluded from participation in, be denied the benefits of, or be subjected to discrimination under any program or activity sponsored or operated by any member of the Association.
- B. The name of the Association and the names of any members in their official capacities shall not be used for any purpose unless written authorization is provided by NRUSA.
- C. The Association may cooperate with other organizations and agencies that develop, promote, advance and administer the sport of soccer.
- D. The Association shall be governed by its Charter, these By-Laws, and its Policies and Procedures, except when these provisions are superseded by the governing authority of organizations with whom the Association may be affiliated.
- E. All members of the Association shall be governed by the By-Laws and Policies and Procedures of the Association. Failure to comply with these policies will result in disciplinary action to include but not limited to expulsion, denial of registration and any other actions deemed appropriate by the Board of Directors.
- F. The Association shall endeavor to assure that any otherwise qualified player shall not be deprived the opportunity to participate due to a lack of financial resources.

ARTICLE X - AMENDMENTS

Section 1. Articles of Incorporation & By-Laws

- A. Any member in good standing can propose a change(s) to the By-Laws.
- B. Changes to By-Laws may be acted upon at a Board meeting provided:
 - 1. A written copy of the proposed change(s) shall be provided to the Secretary of the organization 20 days prior to the meeting at which the change shall be discussed. A copy of said change shall also be posted on the Association web page or otherwise made available for review by members .
 - 2. The proposed change(s) will be discussed at one meeting and voted upon at the next meeting of the Board.
 - 3. A quorum to convene a meeting to vote on By-Law changes or amendments shall consist of two-thirds (2/3's) of the Directors. Passage of the By-Law change or amendment requires a two-thirds (2/3's) vote of the Board members.

Section 2. Policies & Procedures

- A. Any member in good standing can propose a change(s) to the Association's Policies and Procedures.
- B. Proposed changes to the Policies & Procedures can only be acted upon at a meeting of the Board.
- C. The proposed change(s) will be discussed at one Board of Directors meeting and voted upon at the next Board of Directors meeting.
- D. A quorum to convene a meeting to vote on changes to the policies & procedures shall consist of two-thirds (2/3's) of the Directors. Passage of the changes requires a two-thirds (2/3's) vote of the Board members..

Section 3. Implementation

- A. Changes to the Charter shall become effective upon receipt of notification that the Commonwealth of Virginia has approved the change.
- B. Changes to the By-Laws or Policies and Procedures shall become effective immediately unless otherwise stated in the change.

Section 4. Parent Code of Conduct

- A. All parents with children participating in the NRU will be required to acknowledge and follow the “Parents Code of Conduct” which is accessible via the association’s website.

Appendix A

SPECIFIC POLICIES

Policy 1: Sportsmanship

All members of the Association will comply with the guidelines on sportsmanship and behavior as set forth by the Virginia Youth Soccer Association ("VYSA"). It is the responsibility of each Association program to have an active education program for promoting sportsmanship and appropriate behavior among players, coaches and team managers, and spectators. Each program must also have written procedures for investigating allegations of poor sportsmanship or behavior. Procedures will specify process and possible disciplinary actions. Violations of sportsmanship and behavior are to be reported promptly to the President and an after-investigation report copied to the President.