

# **INITIAL BY-LAWS OF LEE-MT. VERNON SPORTS CLUB, INC.**

## **PREAMBLE**

- A.** The Lee-Mount Vernon Sports Club, Inc., “LMVSC” or the “Club”) is a non-profit, corporate entity formed pursuant to the Virginia Nonstock Corporation Act, Code of the Commonwealth of Virginia, Title 13.1, Chapter 10.
- B.** For purposes of establishing the structure and processes by which the Club shall be governed and shall conduct its affairs, the Club adopts the following First Amended By-Laws.

## **I. NAME**

- A.** In accordance with Article II of the Club’s Articles of Incorporation as heretofore filed with, and approved for registration by, the Commonwealth of Virginia (the “Club’s Articles,”), as amended, this organization shall be known as the Lee-Mt. Vernon Sports Club, Inc., and, to the extent necessary by the laws of any state in which the Club shall register to do business, the Club shall be empowered to additionally register the name, “LMVSC, Inc.” or “LMVSC” as names by which the Club shall conduct its affairs.

## **II. PURPOSE**

- A.** In accordance with Article III of the Articles of Incorporation heretofore filed with, and approved for registration by, the Commonwealth of Virginia, as amended, the Club’s purpose is to support, promote, and maintain youth sports, and, in doing so, to provide, where possible, the resources necessary to support the conduct of successful youth sports programs in the Lee and Mount Vernon magisterial districts of Fairfax County, Virginia, and in such other locations as the Executive Board of the Corporation may determine to be appropriate, and otherwise to do all things to the extent permitted by the following:

- 1.** the Club’s Articles,
- 2.** the law of the Commonwealth of Virginia,
- 3.** regulations applicable to organizations exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, as that Code exists at the time of adoption of this provision of these By-Laws, or as that Code may hereafter be amended from time to time, or by corresponding section of any future federal tax code, and
- 4.** regulations applicable to organizations, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, as that Code exists at the time of adoption of these By-Laws, or as that Code may hereafter be

amended from time to time, or by corresponding section of any future federal tax code.

**B.** Nothing in Section II. A, 1 through 4, above, shall be construed to include within the Club's purpose any activity, endeavor, or policy inconsistent with law and regulations applicable to non-profit, tax-exempt corporate entities to which contributions are deductible under section 170 (c)(2) of the Internal Revenue Code, as that Code exists at the time of adoption of these By-Laws, or as that Code may hereafter be amended from time to time, or by corresponding section of any future federal tax code.

### **III. BOUNDARIES**

**A.** The Club's activities focus on the Lee-Mount Vernon magisterial districts of Fairfax County, Virginia; however, the Club shall not be subject to any geographic boundaries or similar limitations except as may be required by law or as may be established by action of the Club's Executive Board.

### **IV. CONDUCT OF BUSINESS AND OPERATIONS OF THE CLUB**

**A.** To the extent not inconsistent with law and regulations applicable to non-profit, tax-exempt, corporate entities to which contributions are deductible, the business and operations of the Club shall be conducted by, in descending order of authority, the Club's Executive Board, the Club's General Membership Board, and Club's Officers. All delegations of authority, resolutions, policies, or other acts of any nature by the Club's Executive Board, General Membership Board, and Officers shall be subject to the limitation of being in each instance consistent with the Club's Articles and By-Laws, as amended from time to time. To the fullest extent permitted by law and consistent with the tax-exempt status of the Club, all activities not proscribed from Executive Board authority or specifically allocated exclusively to General Membership Board or one or more Officers' exclusive authority, are within the Executive Board's discretion to do or to arrange to have done. Nothing herein shall be interpreted or construed to prevent the Executive Board from delegating its authority to such persons or entities as it shall deem appropriate and under such conditions or limitations as it shall set as to such delegation, and nothing herein shall be deemed to preclude the Executive Board from at any time suspending or terminating any delegation of authority made by the Executive Board..

**B.** Meetings of the Club's Executive Board, General Membership Board, or any committee of the Club, shall be conducted in accordance with Robert's Rules of Order. The Club's Executive Director shall preside at all meetings. In the absence of the Executive Director, any given meeting shall be presided over by such other person as the Executive Director shall appoint. In the absence of such appointment by the Executive Director, or in the absence at a meeting of the person holding such appointment from the Executive Director, the meeting shall be presided over by such person as the members of the Executive Board, then present – without necessity of a quorum of the Executive Board – shall select by a vote in which the person receiving the highest number of votes shall preside over the meeting, regardless of whether or not the number of votes received

constituted a majority of the votes cast. In the event of a tie vote, the tie shall be decided by selecting the person within the tie vote whose last name would be first if all names of those for whom votes were tied were listed alphabetically.

**C.** Unless specifically authorized to the contrary by the Club’s Articles of Incorporation or By-Laws, no meeting of the Executive Board, the General Membership Board, or a Committee of the Club shall be authorized to conduct business unless a quorum shall be present at such meeting. A quorum shall be calculated as follows, and in any instance in which the calculation of a quorum results in a fraction, the fraction shall be rounded upward to the next higher whole number:

1. For meetings of the Executive Board, a quorum shall be twenty-five percent (25%) of the persons then holding office on the Executive Board.
2. For meetings of the General Membership Board, a quorum shall be twenty-five percent (25%) of the persons then qualified as General Members of the Club.
3. For Committees of the Club, a quorum shall be fifty percent (50%) of the persons then appointed as members of such Committee.

**D.** Meetings of the Executive Board, General Membership Board, or Committees of the Club need not be held in person. In addition to action taken at meetings held in person, meetings may be held, and votes may be taken, by any combination of telephone calls, electronic mail, U.S. Postal Service Mail, or courier service. In such instances, the telephonic conversation, electronic messages, or correspondence exchanged shall be summarized by the Secretary or other person responsible for recording business conducted at such meeting, and/or preserved as the minutes of the meeting. For meetings conducted by electronic mail, a paper or electronic copy of the relevant electronic mail shall be sufficient record. For meetings that are not conducted in person, the requirement of a quorum shall be deemed met if the number of qualified persons participating in the relevant telephone call(s) or exchange of electronic mail, or who acknowledge receipt of written message(s) on which the meeting is based is sufficient to equal the number of persons that would have been required for a quorum had the relevant meeting been held in person.

**E.** In any instance in which a majority affirmative vote is called for in these By-Laws, the term “majority” shall be deemed to call for a simple majority and shall be calculated as fifty percent (50%) of the applicable number, plus one (1), and not as fifty-one percent (51%). In any instance in these By-Laws calling for an affirmative vote of a majority of a quorum, the number needed to constitute the simple majority shall be calculated by multiplying the number present comprising the quorum by five-tenths (0.5), plus one (1) [i.e.,  $(\text{Quorum} \times 0.5) + 1$ ]. In any instance in which the calculation of a majority results in a fraction, the fraction shall be rounded downward to the next lower whole number.

**F.** In any instance in which a two-thirds ( $\frac{2}{3}$ ) affirmative vote is called for in these By-Laws, the term “two-thirds” shall be deemed to call for a super majority and shall be

calculated by multiplying the base number by the decimal equivalent of the fraction,  $\frac{2}{3}$ ; for all purposes hereunder the decimal equivalent of the fraction,  $\frac{2}{3}$ , shall be deemed to be 0.67. In any instance in these By-Laws calling for an affirmative vote of two-thirds ( $\frac{2}{3}$ ) of a quorum, the number needed to constitute the two-thirds super majority shall be calculated by multiplying the number present comprising the quorum by 0.67 [i.e., Quorum x 0.67]. In any instance in which the calculation of a two-thirds super-majority results in a fraction, the fraction shall be rounded upward to the next higher whole number.

## V. EXECUTIVE BOARD

**A. Composition Of The Executive Board.** The Executive Board shall be composed of the following nine (9) Elected Members: the Executive Director, Assistant Director (Equipment and Uniforms), Club Commissioner, Treasurer, Secretary, Referee Liaison, Soccer House Commissioner, Travel Soccer Commissioner and Basketball House/Travel Commissioner. No person shall hold two Elected-Member Executive Board positions simultaneously.

### B. Elected Members: Election To The Executive Board

- 1. Executive Director.** The Executive Director shall be elected by affirmative vote of a super-majority comprised of two-thirds ( $\frac{2}{3}$ ) of a quorum of the Elected Members of the Executive Board.
- 2. Elected Members Other Than The Executive Director.** Elected Members other than the Executive Director shall be elected by affirmative vote of a majority of a quorum of the General Membership Board.

### C. Elected Members: Removal From The Executive Board

- 1. The Executive Director.** The Executive Director can be removed, for cause or without cause, by affirmative vote of a super-majority comprised of two-thirds ( $\frac{2}{3}$ ) of the entire membership of the Elected Members. However, in no event shall the Executive Director be removed from office under terms inconsistent with any contract then existing between the Club and the Executive Director. The Executive Director, if facing removal, shall not be permitted to vote on any motion proposing the Executive Director's removal.
- 2. Elected Members Other Than The Executive Director.** Elected Members, other than the Executive Director, can be removed, for cause or without cause, by affirmative vote of a super-majority comprised of two-thirds ( $\frac{2}{3}$ ) of a quorum of the Elected Members, including the Executive Director, or by affirmative vote of a super-majority comprised of two-thirds ( $\frac{2}{3}$ ) of a quorum of the General Membership Board. The Elected Member facing removal shall not be permitted to vote on any motion proposing that Member's removal.

#### **D. Basis For Removal Of Executive Board Members For Cause**

1. A member of the Executive Board may be removed from office for cause in any instance in which acts or omissions by the Executive Board member, in the opinion of the Executive Board, harms or endangers, directly or indirectly, participants in the Club's activities, brings in to disrepute the reputation of the Club in the community, or intolerably hinders the ability of the Club to carry out its purpose in the community.
2. Removal for cause is not intended to be undertaken lightly and should be imposed only when the required two-thirds ( $\frac{2}{3}$ ) super majority of the Executive Board agrees that a lesser action, such as retention with counseling and/or a warning, or removal without cause, is inadequate to the circumstances.
3. By way of illustration only, Cause for Removal of an Executive Board member might be found in the event of one or more of the following (which are not intended to state an exhaustive or all inclusive list): (a) any reckless act or reckless omission harming or endangering a player, referee, coach, assistant coach, trainer, spectator or other direct or indirect participant in the Club's activities; (b) gross incompetence exhibited subsequent to a preceding instance of counseling or warning; (c) reckless or willful harm to the activities and/or reputation of the Club; (d) conviction, including a plea of *nolo contendere* or a result of probation without judgment, in any court of competent jurisdiction regarding any felony, any act of moral turpitude, or any act of violence (regardless of whether or not directly or indirectly related to the Club or to the Executive Board member's duties within the Club); (e) any act, without regard to conviction, of child abuse, theft, larceny, embezzlement, or fraud, or (f) willful violation of the Club's rules and/or policies to the detriment of the Club's ability to carry out its purpose in the community.
4. An Executive Board member retained in office after a vote for removal for cause shall not be subjected to a subsequent vote for removal for cause based on the same facts as the prior vote by which the Executive Board member was retained. However, in the event of a subsequent vote to remove the relevant Executive Board member for cause based on discovery of additional facts which had not been available at the time of the prior vote, or in the event of additional acts or omissions of any kind that give rise to a subsequent vote for removal of the relevant Executive Board member, such subsequent vote for removal for cause shall be permitted to be based on the cumulative facts of that Executive Board member's entire tenure on the Executive Board, including the facts considered at the time of the prior vote, and shall not, in such an instance, be considered a prohibited subsequent vote for removal based on the same facts.

## **E. Executive Board Members: Term Of Office**

### **1. Elected Members**

- a.** The term of office of the Executive Director shall be five (5) years and shall extend from the time of one General Election to the fifth General Election thereafter. It is the specific intent of these By-Laws that the Executive Director of the Club be permitted to serve an extended term for the benefit of the stability of the Club.
- b.** The term of office of elected Members other than the Executive Director shall be one year and shall extend from the time of one General Election to the next General Election thereafter, subject to the conditions stated in Section V.E.1.b(ii).
  - (i)** Re-election for one or more follow-on terms shall be permissible without limitation, and
  - (ii)** An election for any elected office in any given year's General Election shall be held only in the event of either a vacancy for that office or nomination of more than one person for that office.
  - (iii)** A vacancy for any given office shall be deemed to exist if the Member holding such office has been removed, has resigned, or for any other reason has failed or declined to serve. A vacancy in any office other than the Executive Director, occurring between General Elections, shall be filled by appointment by the Executive Director, and the Member so appointed and approved shall stand for election at the first General Election thereafter held.
  - (iv)** A vacancy in the office of the Executive Director shall be filled by affirmative vote of a super-majority comprised of two-thirds ( $\frac{2}{3}$ ) of a quorum of the elected members of the Executive Board. During such period as the Executive Board may search for a person to fill the office of Executive Director, the Executive Board may appoint, by majority vote, a person to fill the office of Executive Director temporarily. The term of the temporarily appointed Executive Director shall expire upon election of a permanent Executive Director.

## **F. Duties Of The Elected Members**

- 1. Executive Director.** The Club's Executive Director shall be the Chief Executive Officer of the Club and shall call and preside at all meetings of the Executive Board and/or General Meetings with coaches and interested persons

or any other meeting concerning Club matters. The Executive Director shall appoint any, and as many, General Membership Board members or Committees as the Executive Director, in his or her discretion, deems appropriate. The Executive Director shall enforce all laws, regulations, rules, and policies relating to the administration of the organization, with the exception of duties specifically assigned to other member/officers as described as follows. The Executive Director shall appoint qualified individuals to elected positions if the incumbent elected Members vacate or are removed from such positions for any reason between General Elections. Such appointment shall be valid for the remainder of the term of office of that elected Member, at the conclusion of which such Member as has been appointed to the otherwise elected position shall have all rights and privileges of any other elected Member as to eligibility for re-election. The Executive Director shall be an ad hoc member of all Committee's of the Club. The Executive Director shall give advice, as appropriate in the Executive Director's discretion, to any Executive Board member or General Membership Board member of the Club regarding policies of the Club. The Executive Director shall have authority to dismiss from the Club any appointed General Membership Board member or any other person holding any position in the Club, regardless of whether such position is voluntary, by appointment, or by contract, other than that of an Executive Board member. The Executive Director shall have authority to dismiss from any meeting of the Club any Executive Board member, General Membership Board member, or any other person, including visiting members of the public and visiting holders of voluntary positions in the Club, if, in the Executive Director's sole discretion, such person's conduct in that meeting is, inappropriate and contrary to the spirit and goals of the Club in the conduct of its business. The Executive Director is responsible for the daily operation of the Club.

2. **Assistant Director (Equipment and Uniforms).** The Assistant Director (Equipment and Uniforms) shall be responsible for arranging the Club's team uniforms and equipment for both the Recreational and Travel divisions. His/her responsibilities include the procurement, distribution, collection and storage of uniforms. He/she will have authority to commit the Club to appropriate contractual obligations for the purchase of uniforms and equipment items.
3. **Club Commissioner.** The Club Commissioner shall be the primary negotiator of any and all salaried positions on the Executive Board. He or she shall, with the assistance of the Soccer House Commissioner, the Referee Liaison, and the Administrative-Technical Director, serve on the Rules and Discipline Committee and shall chair that Committee. The Club Commissioner shall from time to time as circumstances, in his or her discretion require, appoint any other member of the General Membership Board to the Rules and Discipline Committee for added expertise in a given case or to fill a position on the Committee in the absence of, or in the event of recusal of, any of the

Committee members named herein. Decisions of the Rules and Discipline Committee may be appealed to the Executive Board, whose decision in such matters shall be final. Decisions of the Boys Commissioner, the Girls Commissioner, or the Travel Commissioner, involving interpretation or disputes concerning the Club's General Rules, Playing Rules (including protested games), or policies promulgated by the Executive Board, may be appealed to the Club Commissioner, whose decision in such interpretations or disputes shall be final. Decisions of the Commissioner – Player Directors, involving interpretation or disputes concerning placement of players on any given team, formation of teams, transfer of players, or any related issue having to do with the Club's General Rules or policies promulgated by the Executive Board, may be appealed to the Club Commissioner, whose decision in such interpretations or disputes shall be final. The Club Commissioner shall not, however, entertain any such request for interpretation or resolution of a dispute unless he has first received in writing a request for such action from one of the parties involved and the report of the relevant Commissioner on the matter. The term, "in writing," as used herein shall be construed to include an electronically transmitted message as a "writing." Although the Club Commissioner has discretion to hear any such dispute, he/she normally will decline to do so if he/she is satisfied that the Commissioner involved has correctly resolved the issue. At the request of the Executive Board, the Club Commissioner may issue interpretations on the General Rules, Playing Rules, or policies of the Club and such interpretations shall be binding on the Commissioners, Player Directors, and Coaches. The Club Commissioner shall provide assistance or advice to the Boys, Girls, and Travel Commissioners as necessary regarding problems encountered or policies of the Club.

4. **Soccer House Commissioner.** The Soccer House Commissioners shall provide all necessary advice and assistance to the Commissioner – Player Directors, and to the Player Directors, in the absence of or at the request of the Commissioner – Player Directors, in the formation of teams and seasonal responsibilities as described herein. They will coordinate with the league Schedulers in the formulation of the playing schedule. The Soccer House Commissioners shall, be responsible for the interpretation and enforcement of the General and Playing Rules and adherence to Club policies, and shall resolve disputes involving such matters brought to him/her either by coaches, Player Directors, or the Commissioner – Player Directors, specifically including resolution of any protested games. The decision of the Soccer House Commissioner in such cases, may, at the request of a coach, Player Director, Commissioner – Player Directors, or any direct party to the dispute be appealed to the Club Commissioner, whose decision in the matter shall be final. The Soccer House Commissioner shall immediately send the Club Commissioner a brief written report on any decision, which he/she has made. Informal notes will be kept and any significant items will be reported to the Executive Board at its next regularly scheduled meeting.



- 5. Travel Soccer Commissioner.** The Travel Commissioner shall recommend the policies for the operation of the Travel Program to the Executive Board, shall organize and appoint a volunteer staff (league reps) i.e., WAGS, NCSL, and ODSL, to conduct the Travel Program in accordance with the approved policies of those organizations, and shall supervise such league representatives. He/she shall be responsible for the operation of the Travel Program and for resolving all conflicts arising within the Program. He/she will distribute league patches to various teams when participating in tournaments. He/she will enforce applicable policies as they relate to the LMVSC travel program and the various travel leagues, i.e. WAGS, NCSL and ODSL, and assure that LMVSC coaches and teams comply with such policies.
- 6. Treasurer.** The Treasurer shall receive all money collected by the Club. He/she shall open such accounts on behalf of the Club at such Bank as the Treasurer, with the advice and consent of the Executive Director, shall deem appropriate. If deemed appropriate, the Treasurer shall maintain two accounts for the Club. One account shall be the Primary account for the Club while the other shall be a Credit Card account for routine use by the Executive Director and Assistant Director for the purpose of making purchases on behalf of the Club. All money received by or on behalf of the Club shall be deposited in the Primary account. All disbursements from the Primary account shall be by check, signed by the Treasurer, the Executive Director, or both. The Primary account shall be examined annually after completion of the Club's report to the Internal Revenue Service. The Treasurer shall submit a financial statement annually to the Internal Revenue Service on required forms. The Treasurer shall provide a "Treasurer's Report" to the Executive Board each season; the report shall advise the Executive Board of funds on hand, income and expenses since the immediately preceding Treasurer's Report, and projected budget requirements for the immediately following season.
- 7. Secretary.** The Secretary shall record minutes at all Executive Board and General Membership Board meetings. Within a reasonable time following a meeting of the Executive Board or the General Membership Board, minutes will be transcribed and sent to the Executive Director via electronic mail. The Secretary will be responsible for the distribution of the minutes to the Executive Board or the General Membership Board, as the case may be, at, or before, the next meeting thereof. At each Executive Board or General Membership Board meeting, the Secretary shall present the minutes of the immediately preceding Executive Board or General Membership Board meeting. The Secretary shall maintain a file, whether electronic or in writing, or both, of all minutes and corporate resolutions of the Club. Nothing herein shall be construed to prevent or prohibit the Executive Director from maintaining a concurrent file of the minutes and corporate resolutions of the Club.

- 8. Referee Liaison.** The Referee Liaison shall be the Liaison between the Club's Referees, the Referee Assignor, and the Executive Board. He/She shall report to the Executive Board and to coaches at General Meetings any and all changes or modifications to FIFA's Laws of the Game or other applicable directives, notes, or guidance. The Referee Liaison shall conduct such USSF referee training and certification as he/she deems appropriate. The Referee Liaison shall in all instances be the sole official in the Club with authority to investigate and to act on, or choose not to act on, complaints, disciplinary action, remedial training, or any related matters as to any referee.
- 9. Basketball House/Travel Commissioner.** The Basketball House/Travel Commissioner shall recommend the policies for the operation of the Basketball Travel Program to the Executive Board, shall organize and appoint a volunteer staff (league reps) i.e., Club Reps, to conduct the Basketball Travel Program in accordance with the approved policies of those organizations, i.e. FCBL and or others, and shall supervise such league representatives. He/she shall be responsible for the operation of the Basketball Program and for resolving all conflicts arising within the Program. He/she will enforce applicable policies as they relate to the LMVSC Basketball program and the various travel leagues, and assure that LMVSC coaches and teams comply with such policies.

Shall provide all necessary advice and assistance to the Player Directors, in the formation of teams and seasonal responsibilities as described herein. They will coordinate with the league Schedulers in the formulation of the playing schedule. Be responsible for the interpretation and enforcement of the General and Playing Rules and adherence to Club policies, and shall resolve disputes involving such matters brought to him/her either by coaches, Player Directors, or the Commissioner – Player Directors, specifically including resolution of any protested games. The decision Basketball Commissioner in such cases, may, at the request of a coach, Player Director – Player Directors, or any direct party to the dispute be appealed to the Club Commissioner, whose decision in the matter shall be final. Commissioner shall immediately send the Club Commissioner a brief written report on any decision, which he/she has made. Informal notes will be kept and any significant items will be reported to the Executive Board at its next regularly scheduled meeting.

## **VI. GENERAL MEMBERSHIP BOARD**

**A. Composition Of The General Membership Board.** The General Membership Board shall be composed of the nine (9) Elected Members: the Executive Director, Assistant Director (Equipment and Uniforms), Club Commissioner, Treasurer, Secretary, Referee Liaison, Girls House Commissioner, Boys House Commissioner, and Travel

Commissioner, plus such Appointed Members as the Executive Director shall deem appropriate. A person appointed to any given position on the General Membership Board shall not be deemed ineligible to hold that position by reason of concurrently holding a position on the Executive Board or by concurrently holding one or more positions on the General Membership Board.

**B. Appointed Members: Appointment To The General Membership Board.** The Executive Director shall have full authority to appoint to the General Membership Board any and all persons, and in such designated positions, as shall be deemed appropriate at the discretion of the Executive Director; provided, however, that such appointment shall be subject to approval by the affirmative, majority vote of a quorum of the Executive Board at the first Executive Board Meeting held after any such appointment.

**C. Appointed Members: Removal From The General Membership Board.** Appointed Members can be removed from the General Membership Board, for cause or without cause, by affirmative vote of a super-majority comprised of two-thirds ( $\frac{2}{3}$ ) of a quorum of the Executive Board. If the Appointed Member subject to removal from General Membership Board also holds a position at that time on the Executive Board, that person shall not be permitted to vote on any motion proposing that Appointed Member's removal.

**D. Basis For Removal Of General Membership Board Appointed Members For Cause.**

1. A member of the General Membership Board may be removed from office for cause in any instance in which acts or omissions by the General Membership Board member, in the opinion of the Executive Board, harms or endangers direct or indirect participants in the Club's activities, brings in to disrepute the reputation of the Club in the community, or intolerably hinders the ability of the Club to carry out its purpose in the community.
2. Removal for cause is not intended to be undertaken lightly and should be imposed only when the required two-thirds ( $\frac{2}{3}$ ) super majority of the Executive Board agrees that a lesser action, such as retention with counseling and/or a warning, or removal without cause, is inadequate to the circumstances.
3. By way of illustration only, Cause for Removal of an General Membership Board appointed member might be found in the event of one or more of the following (which are not intended to state an exhaustive or all inclusive list):
  - (a) any reckless act or reckless omission harming or endangering a player, referee, coach, assistant coach, trainer, spectator or other direct or indirect participant in the Club's activities;
  - (b) gross incompetence exhibited subsequent to a preceding instance of counseling or warning;
  - (c) reckless or willful harm to the activities and/or reputation of the Club;
  - (d) conviction, including a plea of *nolo contendere* or a result of probation without judgment,

in any court of competent jurisdiction regarding any felony, any act of moral turpitude, or any act of violence (regardless of whether or not directly or indirectly related to the Club or to the General Membership Board member's duties within the Club); (e) any act, without regard to conviction, of child abuse, theft, larceny, embezzlement, or fraud, or (f) willful violation of the Club's rules and/or policies to the detriment of the Club's ability to carry out its purpose in the community.

4. A General Membership Board appointed member, retained in office after a vote for removal for cause, shall not be subjected to a subsequent vote for removal for cause based on the same facts as the prior vote by which the General Membership Board appointed member was retained. However, in the event of a subsequent vote to remove the relevant General Membership Board appointed member for cause based on discovery of additional facts which had not been available at the time of the prior vote, or in the event of additional acts or omissions of any kind that give rise to a subsequent vote for removal of the relevant General Membership Board appointed member, such subsequent vote for removal for cause shall be permitted to be based on the cumulative facts of that General Membership Board appointed member's entire tenure on the General Membership Board, including the facts considered at the time of the prior vote, and shall not, in such an instance, be considered a prohibited subsequent vote for removal based on the same facts.

#### **E. General Membership Board Appointed Members: Term Of Office**

1. The term of office of General Membership Board's appointed members shall be one season and shall extend from the time of one season to the next season thereafter. For purposes of this Section V.I.E.1, a "season" shall mean either the spring, summer, fall, or winter season of the sport in question, as may be applicable under that sport's playing schedule and shall extend from the Executive Board planning meeting for one season to the Executive Board planning meeting for the next season.
2. Re-appointment for one or more follow-on terms shall be permissible without limitation, and
3. An appointment for any appointed office for any given season shall be made by the Executive Director and shall be subject to approval by a majority, affirmative vote of a quorum of the Executive Board.

**F. Duties Of The General Membership Board Appointed Members.** Duties of General Membership Board appointed members shall be as the Executive Director, in his or her sole discretion, determines to be appropriate. The following provisions are offered by way of guidance and recommendation, but nothing herein shall bind the Executive Director to appoint persons for any given season to any of the following appointed offices; nor shall anything herein preclude the Executive Director from appointment of

persons for any given season to other appointed offices not specified herein; nor shall anything herein be deemed to require that the duties assigned by the Executive Director to any given appointed office be limited or prescribed by the duties described herein.

- 1. Commissioner – Player Directors.** The Commissioner – Player Directors shall provide all necessary advice and assistance to the Player Directors in the formation of teams and seasonal responsibilities as described herein. The Commissioner – Player Directors shall be responsible for the interpretation and enforcement of the General Rules and adherence to Club policies, and shall resolve disputes involving such matters brought to him/her either by coaches, Player Directors, or parents of players in regard to placement of players on any given team, formation of teams, transfer of players, or any related issue having to do with the Club’s General Rules or policies promulgated by the Executive Board.
- 2. Player Directors.** Player Directors are responsible for the development of Club Recreational Division teams within their assigned areas and age groups. Player Directors will assign players to teams in accordance with Club policies. Player Directors will assign, subject to Executive Board acceptance and approval, volunteer coaching staff. Player Directors, not coaches, have authority to assign and to transfer players to a given team, and no player will be transferred without the approval of the Player Director unless done so on appeal to the Commissioner – Player Directors, or in the absence of the Commissioner – Player Directors or in the event of recusal of the Commissioner – Player Directors, by the Boys House Commissioner or the Girls House Commissioner, as the case may be. Player Directors will insure that all players are duly registered prior to participation in the Club. Player Directors shall have authority to investigate any player with or without a protest regarding age or grade of such player. Player Directors will report any potential schedule problems to the league Schedulers. Player Directors are responsible for providing advice and assistance to coaches when ever necessary. Player Directors shall attend meetings called by the Director, Executive Board, the Club Commissioner, or the Commissioner – Player Directors, as may be applicable.
- 3. Registrar.** The Registrar shall collect registration forms, in what ever form shall be approved from time to time by the Executive Board, and enter players into the Club database. The Registrar will separate forms by divisions and area. The Registrar is responsible for distributing forms to league Player Directors at the seasonal Player Directors’ meetings or by such other means and at such other times and dates as shall be determined by proper authority. Following the Player Directors’ meetings, the Registrar will continue to collect forms and to mail them, or otherwise provide them, to Player Directors as they are received until such time as registration is terminated in accordance with prevailing Club policy.

- 4. Library Coordinator.** The Library Coordinator shall reserve local libraries the last Saturday of January / July and the first two Saturdays of August / February. He/she will coordinate volunteers for the applicable libraries and times to register players. Registration and registration fees shall be presented to the Registrar for processing.
- 5. Picture Coordinator.** The Picture Coordinator shall contact with a local photography company and arrange for team pictures for each season. It is the sole responsibility of the Picture Coordinator to finalize the contact and report to the Executive Director the time, place, and date for Club-wide team pictures.
- 6. Scheduler.** The Scheduler shall, at seasonal coaches' meetings, collect information needed for scheduling all games and shall formulate and distribute appropriate schedules in a timely fashion. Available fields are ascertained from the Executive Director. The schedule will be electronically sent to the Executive Director with copies sent to coaches and other interested parties at the discretion of the Scheduler and with approval of the Executive Director. The Scheduler may select one or more Assistant Schedulers to assist him/her.
- 7. Administrative-Technical Director.** The Administrative-Technical Director shall organize both Recreational and Travel coaches training sessions and shall perform all such additional duties as shall be contracted for by LMVSC for the independent contractor position of Administrative-Technical Director. The Administrative-Technical Director's contract work shall be subject to the oversight and guidance of the Executive Director and the approval of the Executive Board.
- 8. Commissioner – Crossing-Over Program.** The Commissioner - Crossing Over Program shall provide all necessary advice and assistance to the coaches and trainers of the LMVSC Crossing-Over Program. The Commissioner – Crossing-Over Program shall be responsible for supervision of the Crossing-Over Program and adherence to LMVSC policies and particularly in regard to the goals and objectives of the Crossing-Over Program. Informal notes of events and matters of concern will be kept and any significant items will be reported to the Executive Board at its next regularly scheduled meeting.

## **VII. MEETINGS**

**A. General Meetings.** A General Meeting of the General Membership Board will take place at least once each year, generally in the spring or summer, as the Executive Director may decide and call for at a time, date, and place selected in the Executive Director's sole discretion. Notice of General Meetings shall be given by such means as the Executive Director deems appropriate. The annual General Meeting may, if the Executive Director deems it appropriate, be divided such that one meeting is held of the

Recreational portion of the Club and one meeting is held of the Travel portion of the Club. The General Meeting shall include on its agenda any election required in a given year.

**B. Executive Board Meetings.** Executive Board Meetings may be called by the Executive Director, or in his/her absence by the Club Commissioner, or by consent of any three (3) members of the Executive Board.

1. Such meetings shall be held at a time, date, and place selected by the officer calling the meeting; provided, however, that meetings called by three members of the Executive Board shall be held at a time, date, and place selected by the Executive Director and shall occur within fourteen (14) calendar days of receipt by the Executive Director of notice from three (3) members of the Executive Board of their direction that a meeting be called. Notice to the Executive Director that three (3) members of the Executive Board direct that a meeting be called may be served on the Executive Director by writing delivered in person, with a copy to all members of the Executive Board, or by USPS Certified Mail, Return Receipt Requested, with a copy to all members of the Executive Board, or by Electronic Mail, with a copy to all members of the Executive Board.
2. The officer calling the meeting shall give advance notice of such meeting not less than one (1) calendar day in advance of the date of the meeting, and such notice shall be given by such means as the officer calling the meeting deems appropriate. The members of the Executive Board may, by the affirmative majority vote of a quorum of the Executive Board, waive notice of an Executive Board meeting and conduct business in any meeting, with any amount of time of notice or without notice.
3. Meetings of the Executive Board shall require a quorum of the Executive Board; provided, however, that the requirement for a quorum shall not be interpreted or construed to require personal, physical presence of members of the Executive Board. The officer calling the meeting of the Executive Board may, at his or her discretion, also provide notice of any such meeting to any or all Appointed Members of the General Membership Board. Appointed Members of the General Membership Board who are given notice of a meeting of the Executive Board and attend such meeting of the Executive Board shall be entitled to participate in all debate and vote on any matters placed before the Executive Board in any such meeting; provided, however, that before business of the Executive Board may be conducted, a quorum of the Elected Members of the Executive Board must be present. Determination of the presence of a quorum will be calculated in accordance with §IV.C.1 of these By-Laws, provided, however, that such calculation shall be made only as to Elected Members of the Executive Board and physical presence shall not be deemed necessary. A quorum requirement can be met by telephonic attendance or by electronic mail participation.

## **VIII. NOMINATION AND ELECTION OF ELECTED MEMBERS.**

**A.** From time to time as circumstances may require, the Executive Director shall determine if vacancies will exist for one or more elected member positions on the Executive Board. If there will be any vacancies, the Executive Director shall seek nominees to fill those vacancies. A slate of one or more candidates for any vacant position on the Executive Board shall be sent to all members of the General Membership Board together with the meeting notice at least ten (10) calendar days in advance of the next, yearly General Meeting at which time the election will be held. In the interim, from the time of the Executive Director's notice of a vacancy on the Executive Board to the time of the next yearly General Meeting at which an election will be held, the Executive Director, at his or her sole discretion, shall appoint a person to any such vacant Executive Board position, and such appointed member of the Executive Board shall serve, subject to approval by a majority, affirmative vote of a quorum of the Executive Board, until the next yearly General Meeting at which an election is held. Nominations will not be accepted from the floor at yearly General Meetings at which elections are held. In any year in which there are no vacancies on the Executive Board, no elections will be held.

**B.** The Members of the Club, entitled to vote in elections, shall be the persons then holding positions on the Executive Board and on the General Membership Board. Each member of the Executive Board and the General Membership Board shall be entitled to one vote to be cast by that person or by his or her proxy provided that written notice of such proxy, by paper or by electronic transmittal, to all members of the Executive Board and the General Membership Board has been served at least one (1) full day prior to the meeting at which such vote is to be cast. Lack of a timely, written notice to all members of the Executive Board and the General Membership Board shall disqualify a purported designated representative from voting by proxy.

**C.** Election shall be by hand vote. An affirmative majority of votes present and cast shall elect unless a requirement for a super majority is required in these By-Laws.

**D.** The newly elected Members shall take office immediately. The outgoing Members shall turn in all records or pending actions in an orderly manner following the election.

## **IX. GENERAL AND PLAYING RULES**

**A.** FIFA Laws of the Game govern play in LMVSC soccer matches, with exceptions as noted in the LMVSC Playing Rules (Soccer) and General Rules.

**B.** The Rules of the High School Federation govern play in LMVSC basketball games, with exceptions as noted in the LMVSC Playing Rules (Basketball) and General Rules.



## **X. COACHES' CODE OF CONDUCT**

**A.** The Coaches' Code of Conduct is described in the LMVSC Coaches' Handbook and is binding on all LMVSC Coaches and Assistant Coaches as well as on any other Team Officials of any nature or title on any type of LMVSC team.

## **XI. AMENDMENTS AND MODIFICATIONS OF BY-LAWS**

**A.** These By-Laws may be amended by affirmative vote of a super-majority comprised of two-thirds ( $\frac{2}{3}$ ) of a quorum of the General Membership Board members at a meeting of the General Membership Board, regardless of whether such meeting is scheduled or specially called or conducted in person, by telephone, by electronic mail, or otherwise, or by a unanimous vote of a quorum of the Executive Board at a meeting of the Executive Board, regardless of whether such meeting is scheduled or specially called or conducted in person, by telephone, by electronic mail, or otherwise.

**B.** The text of any proposed Amendment or other modification of these By-Laws may be submitted to the Executive Board or General Membership Board by written or oral motion of a member of the Executive Board or the General Membership Board. The requirement of a "written motion" shall be deemed to be met by a motion presented by electronic transmittal. Motions, oral or in writing, to amend or otherwise modify the By-Laws of the Corporation may be made prior to or during any meeting of the Executive Board or the General Membership Board.

**C.** An Amendment of the By-Laws approved by the General Membership Board can thereafter be further amended, including reversal or other modification, by the General Membership Board, at any time.

**D.** An Amendment of the By-Laws approved by the Executive Board can thereafter be further amended, including reversal or other modification, by the Executive Board or by the General Membership Board, at any time.

## **XII. NOT FOR PROFIT STATUS**

**A.** LMVSC is organized exclusively for charitable, religious, education, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

**B.** No part of the net earnings of LMVSC shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that LMVSC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of LMVSC shall be the carrying on of a propaganda, or otherwise attempting to influence legislation, and LMVSC 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 and other provision of this document, LMVSC shall not carry on any other activities not permitted

to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal revenue Code, or as that Code may hereafter be amended from time to time, or by corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or as that Code may hereafter be amended from time to time, or by corresponding section of any future federal tax code.

#### **XIV. DISSOLUTION**

**A.** Upon the dissolution of LMVSC, all assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the Federal government, or a state or local government, for a public purpose, with preference given, where possible, to distribution to a youth sports program that is at the time of such distribution a 501(c)(3) approved entity. Any assets not so disposed shall be disposed of by a Court of Common Pleas of the county in which the principal office of LMVSC is then located, exclusively for such purposes or to such organizations, as the said Court shall determine, which are organized and operated exclusively for such purposes, with preference given, where possible, to distribution to a youth sports program that is at the time of such distribution a 501(c)(3) approved entity.

Adopted by Resolution of the Executive Board of LMVSC, in Special Meeting, on the 15 day of the Month of July, 2009, and recorded in the records of the Club as of the date aforesaid.

*revised July 24, 2015  
Addition of Basketball Commissioner*