

THE CHANTILLY SOCCER CLUB, INC. BYLAWS

ARTICLE I GENERAL

Section 1. Name. The official name of this corporation is the Chantilly Soccer Club, Inc. (hereinafter referred to as “CSC”).

Section 2. Bylaws. CSC has been incorporated and is operated pursuant to the Virginia Nonstock Corporation Act (the “Act”) and applicable sections of the Internal Revenue Code relating to non-profit corporations. The Bylaws are intended to supplement and implement applicable provisions of federal and state statutes and the Certificate of Incorporation with respect to the regulation of the affairs of the Chantilly Soccer Club, Inc.

Section 3. Affiliations. CSC shall be affiliated with Virginia Youth Soccer Association (VYSA), Virginia Futsal, United States Youth Soccer Association (USYSA), United States Futsal Federation, United States Soccer Federation (USSF), and Federation Internationale de Football Association (FIFA).

Youth teams may play in soccer leagues that include but are not limited to the Old Dominion Soccer League (ODSL), National Capital Soccer League (NCSL), and the Suburban Friendship League (SFL).

Section 4. Objective. The following are the objectives of the CSC:

1. Provide outstanding coaching, administration, facilities, and programs for the youth of our community to learn the game of soccer;
2. To act as a charitable organization to promote responsible citizenship, education, and healthy and active lifestyles through the game of soccer;

Section 5. Mission. The mission of the Chantilly Soccer Club, Inc. is to make soccer accessible to young members of our community who want to learn the game of soccer regardless of skill level, experience, socio-economic status, race, ethnicity, gender, disability, religion, and sexual orientation.

CSC is committed to the long term development of the individual by building soccer skills and character concurrently. The combination of talented, dedicated players, supportive parents, quality coaching, and strong management equates to a successful program. Areas of emphasis include:

- To provide a fun and safe environment where young men and women of our community can develop a love and appreciation for the game of soccer;
- Through soccer, teach the ideals of sportsmanship, fair play, respect, and teamwork to build character and develop model citizens;
- To guide youth players as players and athletes and help them reach their highest potential, while understanding that the building of character and the development of responsible citizens are of primary importance, while attaining of exceptional athletic skill or winning games are secondary;

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- Educate member parents and provide information and resources to help them make the best decisions for their soccer playing children;
- Keep fees low through fundraisers, donations, sponsorships, and volunteerism;
- For Travel Players: to provide a highly competitive and demanding environment for players committed to playing at a higher level.
- For Recreational Players: to provide a learning environment emphasizing fun, deliberate play, and health and fitness.
- For Coaches: To provide the best environment for coaches to develop through education and mentorship in order to:
 - Succeed in becoming role models of sportsmanship, fair play, respect, and teamwork;
 - Implement the highest learning standards for youth players in the club based on the CSC Curriculum and the US Youth Soccer Player Development Model.

Section 6. Non-profit. CSC shall operate as a 501(c)(3) non-profit corporation and all funds expended to promote the common good and serve the area through an organized youth soccer program. CSC will always act in furtherance of an exempt activity and make certain its activities are limited to this objective.

Section 7. Address. The formal address of CSC for all corporate purposes whatsoever, including without limitation for receiving notices required under these Bylaws (but not for receiving legal notice and/or service of process upon CSC) is P.O. Box 222732, Chantilly, VA 20153-2732 located in Fairfax County, Virginia. The Registered Agent shall be a current officer of CSC.

ARTICLE II MEMBERS

Section 1. Members. Members shall include one parent or legal guardian of at least one youth soccer player registered in a soccer program sponsored by CSC for the then current calendar year, in good standing, along with all the current volunteers and employees of CSC.

Section 2. Right to Vote. Members shall be entitled to vote only as to the election of Directors and to amend the Bylaws. Members shall not be entitled to vote on any other corporate matter.

Section 3. Suspension or Termination. The Board of Directors of CSC ("the Board") shall have the authority to discipline, suspend or terminate the membership of any Member if, by a $\frac{2}{3}$ vote of Directors at a duly constituted meeting, it is determined that the conduct of such Member is not in the best interests of CSC. If the Board is to consider disciplining any Member, the Member to be disciplined shall be notified, in writing or email, at least fifteen (15) days prior to the meeting, at which such issue will be considered, of the date, time and place of the hearing and the general nature of the conduct for which discipline will be considered. The Member affected shall have the right to appear at the meeting to answer such charges, and the Member shall not be entitled to be represented by any other person at the meeting. If the Member affected fails to appear, the Board may proceed in the Member's absence.

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Section 4. Special Meetings. There will be informational meetings (“Special Meetings” or “Special Meeting”) of the Members of CSC at such times, dates and places as established by the President or by majority resolution of the Board of Directors. Notice of Special Meetings will be posted on the calendar of the CSC website at least 10 days in advance to any such Special Meeting. Efforts will be made to avoid important religious holidays. The Special Meetings will be informational only: there may be reports to the Members from the Directors attending the Special Meeting and the Members will have the opportunity to raise any and all issues of concern. No CSC business will be transacted at any such Special Meeting, other than the nomination of Directors, as provided in Article III, Section 4. The President shall preside at all Special Meetings and the rules of order shall be determined by the President.

Section 5. Annual General Meeting. There will be an Annual General Meeting (“AGM”) of the Members of CSC at a time, date, and place as established by the Board of Directors. Notice of such meeting will be posted in the calendar section on the CSC website at least 10 days in advance of the AGM. Members in attendance at the AGM will be entitled to vote on the election of Directors, as provided for in Article III, Section 5, and any amendments to the Bylaws proposed by the Board of Directors, as provided for in Article VIII, Section 1. Voting by proxy shall be allowed. All proxies shall be in writing and signed, but need not be sealed, witnessed or acknowledged, and shall be filed with the Secretary at or before the AGM.

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board of Directors shall manage and supervise the activities, policies, property, and affairs of CSC.

Section 2. Number. The Board of Directors shall consist of not less than three (3) and no more than twenty-one (21) members (each a “Director” and collectively as “Directors” or the “Board of Directors”). The number of Director positions to be filled in the subsequent calendar year may be increased or decreased by a majority vote of the then current Board of Directors. The Board of Directors shall not have authority to decrease the number of Directors below three (3) or increase the number of Directors above twenty-one(21).

Section 3. Term. The term of office of all Directors shall be two (2) years, subject to resignation or removal as provided in these Bylaws.

Section 4. Nomination. Nominations for Directors will take place at a Special Meeting to be held in the month immediately prior to the AGM (typically in November) of each year. Any such nomination must be seconded by another Member and accepted by the nominee at the Special Meeting when nominations take place. If the nominee is not present, the nomination can be accepted by the Secretary, provided said nominee has provided prior written or emailed notice to the Secretary of his or her wishes to accept the nomination for a Director position when offered. If, at the Special Meeting in the month immediately prior to the AGM (typically in November), the number of Members nominated to become Directors is equal to or less than the number of Director positions to be filled on the Board, there shall be no need to conduct a vote and the Directors will be considered by elected acclamation.

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Section 5. Election. Directors will be elected by a simple majority of those Members in attendance at the AGM and those Members who have voted by proxy.

Section 6. Resignation. A Director may resign at any time by giving written notice of such resignation to CSC and such resignation shall take effect at the time specified in the notice or, if no time is specified, at the of acceptance thereof as determined by the Board of Directors.

Section 7. Removal. Any Director may be removed with or without cause by a vote of $\frac{2}{3}$ of the Directors. A Director who misses four (4) consecutive regularly scheduled Board meetings may be removed from the Board by the vote of a majority of the directors on the Board (excluding the absentee director), unless good cause for such absences is established to the satisfaction of the majority of the other Board members.

Section 8. Vacancies. Vacancies in the Board of Directors shall be filled by a majority vote of the remaining directors for the remaining term.

Section 9. Board Meetings.

(a) The Board of Directors shall meet (“a Board Meeting”) whenever deemed necessary upon the call of the President or upon the call of at least fifty percent (50%) of the Directors, provided that the Board of Directors shall meet at least once each fiscal year.

(b) Pursuant to applicable laws § 13.1-844.2 of the Commonwealth of Virginia, the Board of Directors may meet by remote communication provided that all Directors participating can simultaneously hear and be heard by one another.

(c) Pursuant to applicable laws of the Commonwealth of Virginia, any action of the Board of Directors may be taken without a meeting provided that the action is taken by consent of all members of the Board of Directors and-provided- further that the consent of each Director is in writing (including email). Such consents shall be filed with the minutes of CSC.

(d) The President shall preside at all meetings of the Board of Directors and the rules of order shall be *Robert’s Rule of Order*.

Section 10. Notice. Notice of the date time and place of each meeting of the Board of Directors shall be given by the Secretary or the President to each Director at least ten (10) days prior to the date of the meeting, provided that any Director may waive such notice in writing or by attending such meeting without protest prior to the commencement of the meeting.

Section 11. Quorum. The presence of a majority of the Directors at any meeting shall constitute a quorum for the transaction of business. Action by a majority of the Directors present at a meeting at which a quorum is present shall constitute the act of the Board of Directors. There shall be no proxy voting at Board Meetings.

ARTICLE IV COMMITTEES

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Section 1. Committees, Appointment and Authority. The Board of Directors, by resolution adopted by the affirmative vote of a majority of the Directors, may designate two or more Directors, and/or other Members, to constitute a special or standing committee, which committee shall have and may exercise all such authority and power of the Board as shall be provided in such resolution and may be permitted by law.

Section 2. Term. The term of any such committee shall be set forth in the resolution establishing such committee or, if no term is set forth, until such time as a resolution revoking the authority and the power of the committee is adopted by an affirmative vote of a majority of the Directors.

ARTICLE V OFFICERS

Section 1. Titles, Election and Term. The Officers of CSC shall be members of the Board of Directors and shall consist of a President, a Vice President, a Secretary, and a Treasurer, together with such other Officers as the Board of Directors shall from time to time determine (collectively, "the Officers"). The Officers shall be elected every two years by a majority of the Board of Directors at the first Board Meeting following the beginning of the fiscal year of the election year and shall serve until they resign, are removed, or their successors are elected.

Section 2. Resignation. Any Officer may resign at any time by giving written notice to CSC and such resignation shall take effect at the time specified therein or if no time is specified, at the time of acceptance thereof as determined by the Board of Directors.

Section 3. Removal. The Officers serve at the pleasure of the Board of Directors and may be removed at any time, with or without cause, by a $\frac{2}{3}$ vote of the Board of Directors. An Officer who misses four (4) consecutive regularly scheduled Board meetings may be removed from the Board by the vote of a majority of the directors on the Board (excluding the absentee officer), unless good cause for such absences is established to the satisfaction of the majority of the other Board members

Section 4. Vacancies. Vacancies occurring among the Officers shall be filled by the Board of Directors.

Section 5. President. The President shall be the chief executive officer of CSC and shall oversee and be responsible for directing the affairs of CSC including but not limited to signing contracts and other documents on behalf of CSC, negotiating with vendors and other third parties concerning business opportunities and interests of CSC, and signing and/or directing the CSC Treasurer to sign for the expenditure or payment of CSC monies to all person or entities to whom/which CSC is or may be liable.

Section 6. Vice President. The Vice President of Administration ("Vice President") shall serve as the chief executive officer in the absence- death or incapacitation- ("absence") of the President, shall act with the same authority as the President (but only in the absence of the President), and shall perform other duties as assigned by the President and/or the Board of Directors.

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Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors of CSC and the informational Club Meetings meeting with the members, shall give notice of the meetings as required by these Bylaws or as required by law, shall be custodian of the records and the seal of CSC and, in general, shall perform all duties incident to the office of a secretary of a corporation..

Section 8. Treasurer. The Treasurer shall keep the fiscal accounts of CSC, shall have charge of and be responsible for all funds, receipts and disbursements of CSC and, in general, shall perform all the duties incident to the officer of treasurer of a corporation. The Treasurer shall render reports to the President and Board of Directors in the form and at times requested by the President or the Board of Directors. The Treasurer shall be responsible for the preparation and filing of the annual report of CSC, as required by law.

ARTICLE VI FISCAL RECORDS

Section 1. Books and Records. CSC shall keep correct and complete books and records of account. All books and records may be inspected by any Director, or his/her attorney, for proper purpose, at any reasonable time.

Section 2. Audited Financial Statements. There will be a periodic independent audit of the financial records of CSC. Such audit will be ordered by the Board of Directors and conducted by an independent certified public accounting firm. The time elapsed between such audits shall not exceed five (5) years. The most recent unaudited and most recent audited Financial Statements of CSC will be made available to the Members at the Annual General Meeting.

Section 3. Fiscal Year. The fiscal year of CSC shall begin on the 1st day of January of each year and end on the 31 st day of December of each year.

ARTICLE VII MISCELLANEOUS

Section 1. Publication of Bylaws, Policies and Procedures. CSC shall maintain a website and post its Bylaws, Policies, and Procedures on such website. As of the date of ratification of these Bylaws, the CSC website is <http://www.chantillysoccerclub.org/>.

Section 2. Indemnification. To the fullest extent permitted by law, CSC shall indemnify a person made or threatened to be made a party to a proceeding by reason of that person's former or current status as an officer or director of CSC against any liability incurred with respect to the proceeding (including reasonable attorney's fees and expenses).

Section 3. Liability. To the fullest extent permitted by the Act, the personal liability of the directors, officers, committee members, employees, and volunteers of CSC is hereby eliminated.

Section 4. Conflict of Interest. Prior to election, hiring, or appointment, all volunteers, employees, and members of the Board of Directors shall provide a full, written disclosure of interests, relationships, and

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holdings that could potentially result in a current and/or future conflict of interest. Conflict of Interest disclosures shall be updated on a yearly basis. Interested Board Directors- those with a conflict- will be prohibited to vote on matters in which a conflict arises. If, at a board meeting vote, a conflict of interest arises, the conflict will be managed in the following manner:

1. The Director(s) with potential conflict(s)-real or perceived- discloses said conflict(s) to the Board of Directors.
2. The Director(s) with said conflict will be asked to leave the room;
3. The remaining Directors will discuss the potential conflict and if, by a majority vote, a conflict of interest is determined to exist the Director(s) will be deemed interested parties and will be obligated to abstain from voting on the matter at hand.
4. The minutes of the board meeting will reflect when a board member discloses a conflict of interest, how the conflict was managed, and whether the interested Director was asked to abstain from voting.

Section 5. Dissolution. Upon Dissolution of CSC, its assets, after provision for payment of its liabilities, shall be distributed, in such manner as described in the Articles of Incorporation.

ARTICLE VIII AMENDMENTS

Section 1. Amendments. These Bylaws may be altered, amended, added to, or repealed and new bylaws not inconsistent with any provision of the Certificate of Incorporation or of any applicable law may be proposed by a majority vote of the Board of Directors and adopted by the affirmative vote of a 2/3 majority of the Members present at an Annual General Meeting. Any notice of a meeting at which the Bylaws are proposed to be altered, amended, added to, or repealed shall include notice of such proposed action.

CERTIFICATION These Bylaws were adopted at a meeting of the Directors of CSC on this 11th day of December, 2016. These amended and restated Bylaws replace any prior Bylaws. The previous Bylaws are no longer of any force or effect.