

FAIRFAX WOMEN'S SOCCER ASSOCIATION

BYLAWS

ARTICLE I - NAME AND PURPOSE

- Sec 1 The name of the Corporation shall be FAIRFAX WOMEN'S SOCCER ASSOCIATION - herein referred to as "FWSA" or the "Association", and it may also be known and described as the FAIRFAX WOMEN'S SOCCER LEAGUE.
- Sec 2 The Association is formed in order to construct, operate and maintain in and for Fairfax County, Virginia, a non-profit, charitable association to encourage physical fitness and recreational activities for women.

ARTICLE II - MEMBERSHIP

- Sec 1 Membership in the Association is open to women of ages eighteen and over who do not participate on high school, WAGS, or similar junior level teams. Eligibility for membership is conditional upon any operative membership rules of the Association.
- Sec 2 Application for membership in the Association must be submitted on a form approved by the Board of Directors of the Association and must be accompanied by a check for the payment of the registration fee established by the Board. Approval of applications for membership is subject to space available on Association teams.
- Sec 3 Membership in good standing in the Association is conditional upon payment of current registration fees and comportment with Association rules.

ARTICLE III - MEMBERSHIP MEETINGS

- Sec 1 An annual meeting of the members of the Association shall be held in May of each year at such time and place as the Board of Directors designates. The annual operating report of the Association and the Organized Sports Activity Report for Fairfax County, which includes a financial report, shall be presented at this meeting. The annual election of officers of the Association shall be conducted at this meeting.
- Sec 2 (a) The Head Commissioner of the Association may call for a special meeting of the membership of the Association at any time.
- (b) The Secretary of the Association may call for a special meeting of the membership within thirty (30) days of receipt of a written request for such a meeting signed by not fewer than twenty (20) members.
- Sec 3 At least ten (10) days before any annual meeting or special membership meeting, written notice of such meeting shall be given to each Team Representative at the address appearing on the records of the Association.
- Sec 4 At any annual or special membership meeting, twenty (20) members in attendance shall constitute a quorum.
- Sec 5 Each member in good standing shall be entitled to vote at any annual or special membership meeting. No member may vote by proxy.

ARTICLE IV – BOARD OF DIRECTORS

- Sec 1 The Board of Directors of the Association shall consist of the following officers: Head Commissioner, Secretary, Treasurer, Special Commissioners and Division Commissioners. Special commissioners are as follows: Fields, Equipment and Special Events. Each Division in the League shall have one (1) Commissioner.
- Sec 1(a) Terms for the Special Events and Equipment commissioners are renewable and not subject to term limitations. They will be non-voting positions. After the first term has expired, an annual vote will be taken, at the General Assembly, for each position to ensure that member's willingness to continue serving.
- Sec 2 The Board of Directors shall have general control and management, between annual meetings of the members, of the government and affairs of the Association and shall have the powers usually possessed by Directors of similar associations. It shall be the function of the Board of Directors to provide programs to carry out the purposes of the Association as stated in the Articles of Incorporation and Bylaws. The Board of Directors shall have control of financial and policy matters.
- Sec 2(a) Under certain circumstances a member of the Board of Directors may be asked to step down from her position. These circumstances may include, but are not limited to, the member not performing duties as described in her position description.
- The following guidelines will be used to inform the member that her conduct needs improvement:
1. Written notification by the Head Commissioner, detailing concerns and outlining ideas to improve performance.
 2. If the situation has not improved in a timely manner, the Head Commissioner will advise the Board and a vote will be taken on termination.
- Sec 3 The Board of Directors shall meet at least once every two months. The time and place of such meetings shall be fixed by the Head Commissioner. Any Board member may call a special meeting of the Board of Directors at any time.
- Sec 4 At any meeting of the Board of Directors, a minimum of one-half of the sitting members shall constitute a quorum. Each member of the Board present at any meeting shall be entitled to one (1) vote, and the requisite vote necessary to take any action shall be a majority of the votes cast.
- Sec 5 Unless otherwise required, the Board meetings shall be conducted in accordance with Roberts Rule of Order. The regular order of business of the Board shall be: (a) call to order; (b) reading of the minutes; (c) treasurer's report; (d) reports of commissioners and special reports; (e) unfinished business; (f) new business; (g) adjournment.
- Sec 6 A Board member may not serve as Commissioner for the division in which she plays, unless expressly approved by a majority of the FWSA Board of Directors.

ARTICLE V – ELECTIONS

- Sec 1 Officers elected to manage the affairs of the Association, shall each be a member in good standing of the Association. At the time of elections, no more than three (3) members from any one (1) team shall be elected.
- Sec 2 (a) An election of officers shall be conducted in May of each year at the regular annual meeting of the Association membership. Officers shall be elected by a majority of the members voting at the meeting.
- (b) Officers shall be elected to serve a term of one (1) year. No person shall serve more than two (2) consecutive terms (except in the following case). If an officer has served her second consecutive term as Head Commissioner and her first term in another capacity, she may be elected for a third term, only if that term is served as Head Commissioner. A term of office shall begin after the first meeting of the Board of Directors following the annual membership meeting in May and shall run through the end of the first Board meeting after the annual membership meeting the following year.

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Article V continued...

(c) Nominations for officers shall be submitted by a Nominations Committee, which is appointed by the Head Commissioner. The committee shall file with the Head Commissioner a written list of nominees after first having obtained the consent of the person nominated. This list of nominees shall be transmitted to the Team Representatives by the Secretary of the Association together with written notice of the annual membership meeting at least ten (10) days in advance of the meeting. Additional nominations may be made from the floor at the annual meeting, provided that the prior consent of any person so nominated has been obtained.

Sec 3 An interim vacancy in any elective office shall be filled by a majority vote of the Board of Directors.

Sec 4 A member of the Board of Directors may not serve as a Team Representative during her term of office on the Board.

ARTICLE VI – OFFICERS

Sec 1 The officers of the Association shall consist of the Head Commissioner, Treasurer, Secretary, Special Commissioners, and Division Commissioners.

Sec 2 The Head Commissioner shall preside at all meetings of the members and the Board of Directors, and shall be entitled to attend the meetings of all committees and shall perform all the duties usually pertaining to that office.

Sec 3 Each of the Division Commissioners shall undertake administrative and oversight functions as allocated by the Board of Directors and shall have the authority to assume any of the duties and exercise any of the powers of the Head Commissioner during her absence or inability to act.

Sec 4 The Treasurer shall have the custody of all funds, securities, and assets of the Association. She shall provide and maintain complete records of the assets and liabilities of the Association. She will prepare such reports as required to be filed by local, state, and federal law and regulations. She shall prepare an organized Sports Activity Report for Fairfax County, which includes a financial report. This report shall be presented at the annual membership meeting in May.

Sec 5 (a) The Secretary shall prepare and maintain minutes of all meetings of the Board and of the Association membership. She shall give proper notice of all membership meetings, officer elections, and other matters appropriate for consideration by the membership. She shall conduct the correspondence of the Association and have custody of same, as well as the Association incorporation, Bylaws, and amendments thereto, and rules of the Association.

(b) The minutes of all meetings shall be signed by the Secretary. She will be responsible for preparing the annual operation report of the Association to be presented at the annual membership meeting in May.

ARTICLE VII – COUNCIL

Sec 1 Each team shall select a Team Representative which will comprise a Council whose purpose will be to: (1) serve as an advisory committee to the Board of Directors; and (2) report on Board decisions and policies to their respective teams.

Sec 2 The Council will meet with the Board of Directors at least twice each year. Additional meetings may be called by the Board as necessary. Any Team Representative may petition the Board for a joint meeting of the Council and the Board of Directors.

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ARTICLE VIII – COMMITTEES

- Sec 1 A Nominations Committee is to be established to perform the duties set forth in Article V, Section 3 of these Bylaws. The chairperson and members of the Nominations Committee shall be appointed by the Head Commissioner.
- Sec 2 The Board of Directors may establish such other committees, as it deems advisable to carry out the purposes of the Association and shall define the duties and powers of any committee established.
- Sec 3 A member of the Board of Directors shall be appointed by the Head Commissioner to act as liaison between the Board and the committees.

ARTICLE IX – PROPERTY AND FINANCES

- Sec 1 All funds of the Association shall be deposited in such qualified depository or depositories as the Board of Directors may from time-to-time by written resolution designate.
- Sec 2 All disbursements of funds of the Association shall be made by checks signed by one of the following officers: Head Commissioner, Secretary, or Treasurer
- Sec 3 At the end of a Treasurer's term, the FWSA books will be reviewed by an outside party.

ARTICLE X – AMENDMENTS TO BYLAWS

Amendments to these bylaws may be adopted upon a vote of two-thirds of the members present and voting at a duly held membership meeting, providing that written notice of the proposed amendment(s) has been given to each Team Representative at the address appearing in the records of the Association at least ten (10) days in advance of any meeting at which the amendment(s) will be presented for adoption. Any proposed amendment may be amended from the floor by a vote of two-thirds of the members present and voting.