

BY-LAWS OF TIDEWATER ADVANCED SOCCER LEAGUE, INC.

ARTICLE I

OBJECTIVES

SECTION 1 - General

This organization shall be known as "Tidewater Advanced Soccer League, Inc.", herein after referred to as "TASL", is a corporation defined in both United States and Commonwealth of Virginia statutory law whose principal purpose is to promote youth soccer. Although membership is from clubs predominantly from the Tidewater Area, membership may be offered to any club in the Southeast Region of the Commonwealth of Virginia or the Northeastern Region of North Carolina.

SECTION 2 – Setting League Policies

The Board of Directors is the governing body of the TASL and sets all policies of the league. Its primary concern is the welfare of the youth who play in this league.

SECTION 3 – League Objective

The objective of the soccer league shall be to implant firmly in the youth of the community the ideals of good sportsmanship, honesty, loyalty, courage, and respect for others, so that they may be well-adjusted, stronger and happier youth and will grow to be decent, healthy and trustworthy adults.

SECTION 4 – Achieving League Objective

To achieve the soccer league objective, the soccer league will provide a supervised program of soccer matches under the rules and policies set forth by the soccer league, VYSA and USYSA. Directors, Advisors and volunteer members shall bear in mind that stressing exceptional athletic skills or winning games is secondary and that leadership extended to youth is of primary importance.

ARTICLE II

GOVERNANCE

SECTION 1 - Membership

The corporation shall have two classes of members, voting and non-voting. Each member club with voting status shall have one (1) voting representative who is the club President or their designee (hereinafter referred to as "voting member"). All other members are non-voting members.

The Board of Directors may contain a maximum of 40 directors and a minimum of 5 directors. The initial Board of Director term shall be for a period of two (2) years from the date of incorporation. Subsequent Directors shall be appointed by the voting members to serve two (2) year terms. Directors can be re-appointed by the voting members to serve additional terms. No individual shall be named or appointed as a director without his/her prior consent.

One Board of Directors shall govern the soccer league. The current Board of Directors shall appoint Officers to two-year terms. The Board Officers will be comprised of the following: One President, one Vice-President, one Secretary, one Treasurer, and one Administrator. The Board can appoint general Board members to other specific positions determined by the Board as necessary. The Board Officers shall be non-voting members of the board, with the exception of the President who shall only vote in the case of a tie among the voting members.

BY-LAWS OF TIDEWATER ADVANCED SOCCER LEAGUE, INC.

Clubs in good standing and recognized by VYSA, AYSO, or other affiliates of the US Soccer Federation are eligible for consideration to be members of TASL. Clubs must be comprised of two or more teams to be considered for a seat on the TASL Board of Directors. New clubs desiring entry into TASL must be approved by a positive vote of two-thirds of the TASL voting Board Members and submit a one-time entry fee which will be provided once notice of intent for application is provided to the board of directors. Clubs comprised of five teams or more must provide at least one field designated for League play. Applications for membership shall be submitted to the Board of Directors for its approval.

New member(s) approved by board vote shall be subject to a minimum of one-year (two seasons) non-voting conditional status. At the end of the initial one-year period, the board may be petitioned with a request for change of member status to voting. Denials for changes in member voting status may be submitted only once per season. Decisions awarded by the voting board are final and not subject to appeal.

Membership may be terminated by a vote of the Board of Directors for non-payment of dues or fees and/or violation of the policies of the by-laws, League Rules, Policies, Regulations or other conditions as may be determined by the Board of Directors. The following procedures shall be followed:

1. Reasons for the removal shall be made by written statement to all members of the Board.
2. A copy of the statement shall be mailed to the Member whose status is proposed to be terminated.
3. Notification of the date and time of the hearing before the Board shall be sent by certified or registered mail or a nationally recognized commercial carrier service for next day confirmed delivery, faxed or emailed with a follow-up by mail or so sent by a nationally recognized commercial carrier service.
4. Notification to the Member shall include a request for the Member to appear at the hearing.
5. Before the final discussion and taking of the vote, the Member shall leave the hearing.
6. A two-thirds (2/3) vote of the Board shall be necessary to terminate the membership.
7. A Member may return to the hearing room for the results of the voting.

Individual teams not representing any particular club may be admitted for League play upon approval of the TASL Board and must adhere to the program rules contained in the TASL Handbook. Such teams will only pay a playing fee for the individual season and will be registered through a member club.

Since electronic mail is the primary form of communication, all member clubs are required to ensure that a current email address is submitted to the administrator.

New Board members will be added to the Board by majority vote of existing voting Board members. A Board Officer cannot be appointed outside of a regularly scheduled meeting.

If any vacancy occurs in the Board Officers, it will be filled by a majority vote of the remaining Board members at the next meeting of the Board. Applicants shall be presented to the board in person and final approval shall be voted upon at the board meeting. Applicants shall not be present during the vote.

The Board shall have power, by two thirds (2/3) vote of the voting members at any regular or special meeting, to discipline, suspend or remove any Director, Officer or Committee member of the Soccer League.

SECTION 2 – Board Member Status

A Board Member temporarily absent from the Board does not require a vote of the Board to return. The Board should review the duration and nature of a Member's absence prior to its start. Typical reasons for a temporary absence from the Board are:

- a. Military deployment for more than 2 consecutive months.
- b. A medical condition, such as surgery, in which a physician has ordered, extended bed rest.
- c. A job conflict brought to the Board and approved prior to the start of travel.
- d. Other extenuating circumstances as approved by the Board.

BY-LAWS OF TIDEWATER ADVANCED SOCCER LEAGUE, INC.

SECTION 3 – Conflict of Interest

Board of Directors members shall have no vote in matters directly concerning their own team(s) or businesses.

SECTION 4 – Board Meetings

Regularly scheduled Board meetings will be held through out the year as determined by the Board. Board meetings are open to the public on the first regularly scheduled meeting of the month. Executive Sessions are not open to the public.

A quorum of Board Members must be present to conduct Board Business. A quorum is defined as a simple majority of the full board.

SECTION 5 – Conduct of Meetings

Regular meetings of the Board of Directors shall be held on such days as determined by the Board. The President or Secretary may call a special meeting and/or executive session of the Board. The Secretary shall provide notice of such meetings to each Director. Notification can be in the form of letter, phone call, speech, or electronic mail.

Robert's Rules of Order, current revision, shall govern all proceedings not provided in this constitution.

The Board of Directors will adopt rules and regulations for the operation and management of the league.

Proxy votes may be submitted when the Board member is not present at a meeting. Proxy votes can only be used for votes on matters that were placed on the agenda prior to the board meeting and known to those submitting a proxy at the time of submission.

SECTION 6 – Board Officers And Duties

President – The TASL President exercises overall supervisory control over the League and its operations. The president shall represent TASL in all endeavors regarding soccer in the Southeast Region. The President shall create a business plan/budget for operation of the league to present to the board of directors for approval at the first schedule board meeting for each season. The President shall ensure that an audit of the league finances is performed annually prior to the start of each fall season. He/she has voting authority but shall only exercise that authority in the event of a tie vote amongst the voting members. In addition, the president shall ensure that the resolutions passed by the Board of Directors be promptly and properly executed.

Vice-President - In the absence of the President, inability or refusal to act or is deemed by the board that he or she is unable to continue performing the duties of the office, the Vice President shall perform the duties of the President. When performing the duties of the President and, when so acting shall have all the powers of and be subject to all the restriction of the President. He/she shall also act as Chairman of the TASL Adjudication Committee but will have no vote save for a tie amongst the committee members. The exception to this rule will be in the event that the issue before the committee causes a conflict of interest as determined by the board. In this event, the VP shall reclude him/herself and the president shall appoint a temporary chairman. The Vice President shall perform such additional duties as are from time to time assigned by the President or the Board of Directors.

Secretary – The TASL Secretary shall maintain the minutes of all official meetings of the TASL Board of Directors and all other meetings at the direction of the president or, in the absence of the president, the VP. In addition, the secretary shall organize all meetings. When directed, the secretary will administer the TASL Web Site. The secretary shall have no vote unless given one by either the president or the VP (only in their absence) but only for tie votes amongst the voting members.

BY-LAWS OF TIDEWATER ADVANCED SOCCER LEAGUE, INC.

Treasurer – The TASL Treasurer shall maintain the TASL Treasury. The treasurer shall follow league financial policies and procedures. The Treasurer shall ensure that league funds are deposited in such banks, trust companies, and other financial institutions that the Board of Directors shall designate and shall be withdrawn upon the check or order as designated by the board of directors. All fees and other monies collected from the member clubs and teams shall be turned over to the treasurer who shall deposit them into a bank account. He/she shall pay all invoices of obligations incurred by the League. The treasurer shall provide a financial report to the Board of Directors for each meeting and provide an annual balance sheet listing all assets and liabilities of the League. The treasurer has no vote on the Board of Directors.

Administrator – The TASL Administrator is primarily responsible, under the direction of the president and the Board of Directors, for the daily administration and operation of TASL. The Administrator shall prepare all League schedules, both regular season and end-of-season tournaments and for any other function that is sanctioned by TASL. When required, the Administrator shall act as the TASL Registrar or may delegate that authority as necessary. The Administrator shall have no vote unless given one by either the President or the VP (only in the case of their absence) but only for tie votes amongst the voting members.

Board of Directors – The presidents of the member clubs constitute the TASL Board of Directors. Club Presidents may act as Board members themselves or may designate another member of their club as their TASL Representative. Representatives so designated shall have the full authority to act and speak for their respective club presidents. As it is important to maintain continuity amongst the Board members, the assignment as TASL Representative is considered to be permanent (i.e. not temporary) but may be changed at the discretion of the individual club president. Each voting member club (club representative) shall have one vote. The Board of Directors shall be responsible and have the final authority for:

- a. Enforcing and interpreting handbook, the articles of incorporation, the Bylaws, and the Rules, Regulations and Policies of the League.
- b. The establishment of rules or regulations for specific cases not provided for elsewhere, but which are deemed necessary by the Board to carry out the purposes and requirements for the League.
- c. The conduct of the day-to-day affairs of the League pursuant to the directives of the membership.
- d. Nomination, election, hiring, setting compensation, and determining responsibilities of the elected officers, contractors or employees of the league.
- e. Approving the seeding, scheduling and operation of all league-sponsored youth soccer games, including the formation and operation of all special games, including league tournament and cup games.
- f. Publishing Grievance and Ethics Committee findings and enforcing recommended actions.
- g. Approving applications of affiliated teams and clubs.
- h. Establishing and publishing a league calendar.

Competition Committee – The Competition Committee shall lead by the TASL Technical Director and perform those functions necessary to manage the establishment, enforcement and interpretation of regulations describing rules of play, player eligibility, and the conduct of players, teams, and game officials for matches either conducted or sanctioned by the League. The Competition Committee shall be comprised of the technical director of TASL and technical directors of the respective board of directors. The Competition Committee shall present their recommendation to the Board of Directors and the Active Membership for discussion at least on month prior to commencement of play. Final approval of the divisional composition will be the responsibility of the Board of Directors.

Special Committees – Subject to the approval of the Board of Directors, the President may establish special committees, appoint the members of the committees, and prescribe the responsibilities of each committee. The President shall designate one member of a special committee as the chairman of the committee. Committee Chairman shall report on the actions or findings of their committees at regularly scheduled meeting of the Board of Directors. The Board of Directors may appoint such officers or agents as it may deem necessary or desirable and may prescribe the powers and duties of each and may fill any vacancy which may occur in the league.

BY-LAWS OF TIDEWATER ADVANCED SOCCER LEAGUE, INC.

SECTION 7 – Nomination of Officers

The League Officers shall be President, Vice President, Administrator, Secretary, and Treasurer. The League Officers shall be nominated by the voting of the current board members. Members shall make nominations on a rotational basis. Example as follows: If two positions are up for nomination Club A submits a nomination for the higher position with Club B following with a nomination for the lower position. Should any nomination fail to be voted in by the board then Club C shall submit a nomination for vote. The intent of these nominations is to ensure that opportunity for nomination of officers is evenly distributed among the voting Board of Directors. The President, Secretary and Treasurer shall be nominated in years ending in odd numbers. The Vice President and Administrator shall be nominated in years ending in even numbers. Nominations and appointment of officers shall be held at the end of each term of office and at the next scheduled board meeting upon any vacancy. It is the intent that new officers shall take their positions effective after the end of spring playing season. The sequence for voting members shall be listed in the TASL Handbook. As new voting members are added to the league, their respective club designation shall be added to the sequence for nominations.

Any officer or Agent of the TASL may be removed and relieved of his/her duties by a two-thirds (2/3) vote of the Board of Directors provided notice of proposed removal is given in the call of the meeting. All vacancies among the Board of Directors, however occurring, may be filled by a majority vote of the remaining Directors, although the remaining Directors may be less than a quorum, which action must be ratified by the membership at its next meeting.

SECTION 8 – Compensation and Reimbursement

No League Officer, member of the Board of Directors, or representative shall receive any compensation for any service that he/she may render to the league. Reimbursement, however, for actual expenses incurred during the performance of their duties is acceptable. Every effort for prior approval of board for reimbursement of actual expenses should be taken.

ARTICLE III

REGISTRATION FEES

SECTION 1

Registration fees for playing teams shall be fixed at such amounts, as the Board of Directors shall determine. This league will not discriminate based upon race, creed, sex, religion, handicap or national origin.

ARTICLE IV

FINANCE AND ACCOUNTING

SECTION 1

The Board of Directors shall decide all matters pertaining to the finances of the soccer league.

The Board shall not permit the solicitation of funds in the name of the league, unless all funds so raised, are placed in the Soccer League treasury. The Board shall not permit the disbursement of soccer league funds for the purpose other than the conduct of league activities.

The Board shall not permit the constitution of funds or property to individual teams, but shall solicit same for the common treasury of the Soccer League.

BY-LAWS OF TIDEWATER ADVANCED SOCCER LEAGUE, INC.

No part of the net earnings of the Soccer League shall incur to the benefit of, or be distributed to, its regular members, player members, committee members, or other private persons, except that the Board of Directors shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distribution in furtherance of the objective set forth in ARTICLE I hereof, for public office.

SECTION 2

The Soccer League is organized exclusively for charitable, religious, educational and scientific purpose, including, for such purposes, the making of distributions to organizations under Section 502 (c) (3) of the Internal Revenue Code or corresponding section of any future Federal tax code.

Notwithstanding any other provision of these articles, the Soccer League shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code or (b) by a corporation/organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

Upon dissolution of the Soccer League, 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 Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

However, if the named recipient is not then in existence, or no longer a qualified distributor, or unwilling or unable to accept the distribution, then the assets of the Soccer League shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future Federal tax code.

SECTION 3

If specifically requested, all Members will be provided access to by-laws and financial report from the previous season, and any other pertinent information.

ARTICLE V

AMENDMENTS

Constitution and By-laws of the soccer league may be amended, repealed or altered in whole or in part by a majority vote at any meeting of the Board of Directors, as provided by ARTICLE II, provided notice of a meeting and the proposed changes are in writing ten days prior to such meeting.

Approved by the Board of Directors of Tidewater Advanced Soccer League, Inc. on the 14th day of December, 2005.

Signature on File
President

Signature on File
Vice-President