

AMENDED BYLAWS
of the
ALEXANDRIA SOCCER ASSOCIATION INCORPORATED

ARTICLE I. PHILOSOPHY

Section 1. Corporate Status and Purpose

The Alexandria Soccer Association (hereinafter referred to as “Association”) exists to develop self-confidence, good character, participation, sportsmanship, personal development, and physical and mental fitness among the children and youth of Alexandria and surrounding areas through the sport of soccer. The Association’s primary aim is to encourage the broadest possible participation of area youth in the sport of soccer. The Association also seeks to stimulate interest in and to teach the game of soccer in Alexandria and surrounding communities in the metropolitan area. While competition may be keen, the Association’s activities generally will not be carried on in a manner which will or may discourage full and active participation by any potential team member.

The Association is incorporated as a tax exempt, non-stock, non-profit corporation under the laws of Virginia and under Section 501 (c)(3) of the United States Internal Revenue Service Code (26 U.S.C.). By-laws set forth an effective, meaningful, and practical system through which the Association's Board and other key constituents may undertake the necessary decision-making processes in order that the Association's mission may be realized.

Section 2. Discrimination

Any child or youth residing in or near the City of Alexandria, Virginia, is eligible to participate as a player in activities sponsored by the Association. No eligible child or youth shall be excluded from the participation on the basis of sex, race, religion, national origin, or inability to pay any fees or charges.

ARTICLE II. DIRECTORS

Section 1. Number and General Powers

The Association shall have a Board of Directors consisting of no less than 3 and no more than 15 directors. The Board may decide to have an Alexandria soccer playing youth to serve as a “shadow” director. The “shadow” director is a non-voting member of the Board and may be removed at any time, either with or without cause, by the President or the Executive Committee. Membership on the Board of Directors shall not be prohibited on the basis of sex, race, religion or national origin.

Section 2. Specific Powers

The Board shall be specifically charged, without limitation, with the authority to:

- a) elect a President and other officers from among its members;
- b) establish, carry out, and revise as necessary the Association’s Plan and Mission;
- c) establish financial policies and procedures consistent with this Plan and Mission, including the development and oversight of the Association’s annual and capital budget, financing strategies, and development funding; and
- d) alter, amend or repeal these By-laws as necessary.

Section 3. Qualifications

At the time of their election, the directors shall be twenty-one (21) years of age or older and two-thirds of the directors shall be residents of or conduct business in the City of Alexandria, and, shall have an interest in the mission, values, and activities of the Association.

Section 4. Election.

Directors shall be elected at the annual meeting of the Association, or at such other time as the Board of Directors shall determine. A two-thirds vote of the directors present and voting at the meeting shall be required to elect a director.

The Board of Directors shall be and is divided into three classes, Class I, Class II and Class III, which shall be as nearly equal in number as possible. Each director shall serve for a term of three years, with the election of the three classes to be staggered over three years; provided however, that each initial director in Class I shall hold office until December 31, 1987; each initial director in Class II shall hold office until December 31, 1988, and each initial director in Class III shall hold office until December 31, 1989.

Section 5. Term of Office

A director's term of office shall begin at the beginning of the calendar year immediately following the annual meeting at which elected and shall continue for a period of three years. If for any reason a Director assumes office at any time other than the first three months of a fiscal year, he or she will complete that fiscal year and serve an additional three fiscal years. In the event of a vacancy, the Board shall elect a person to serve the remainder of the term ascribed to the vacancy.

Section 6. Removal of Directors

Any Director may be removed at any time, either with or without cause, at a Board meeting, provided that the meeting notice shall state that the purpose, or one of the purposes, of the meeting is the removal of the Director. Such a removal shall require a two-thirds (2/3) vote of all Directors eligible to vote.

Section 7. Duties

The business and affairs of the Association shall be managed by the direction of the Board, and all corporate powers exercised under the authority of the Board consistent with these By-laws and other applicable laws. Directors shall elect officers. Directors shall hear and pass judgment on requests, protests, etc., and have full power to deal with any situation not expressly set forth in the by-laws.

Section 8. Meetings

Regular meetings of the Board shall be called by the President as he or she deems from time to time to be appropriate and necessary, provided, however, that there shall be a minimum of three (3) regular meetings and an Annual Meeting each fiscal year. The Annual Meeting of the Board shall be held in December. The purpose of the Annual Meeting shall be to elect Directors and Officers and for the transaction of any other business as may be appropriate. The Annual Meeting shall be held in Alexandria, Virginia either at the Alexandria Soccer Association, Nannie J. Lee Center, 1108 Jefferson Street or such other place that the Directors choose. The Board may conduct a meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 9. Notice of Meetings

The President shall provide a notice of the intended meeting dates to all Directors no less than 15 days in advance of such meeting. "Written notice" may be provided by mail, messenger, fax, telecopy, or e-mail.

Section 10. Waiver of Notice

A Director may waive any notice required by law, the Articles of Incorporation, or these By-laws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the Director entitled to the notice, and shall be filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting on the basis of lack of notice, and does not thereafter vote for or assent to action taken at the meeting.

Section 11. Special Meetings

Special meetings of the Board may be called by the President or any other Board member with the consent of two-thirds of the Directors. Such a Special Meeting shall only be held upon at least 3 day's written notice to all Directors (as defined in Section 9 above). Any such notice shall set forth the time and place of the meeting and state the purpose for which it is called. The Board may conduct a special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 12. Quorum

A Quorum shall consist of a majority of directors in office at the time of the meeting. A Quorum is required to take Board action. The act of a majority of the Directors present at such a meeting shall be the act of the Board, provided, however, that (i) any sale, lease, exchange, mortgage or other disposition of all or substantially all of the Corporation's property other than in the usual and regular course of business or (ii) the dissolution of the corporation shall require the affirmative vote of at least two-thirds (2/3) of the Directors. A Director who is present at a meeting of the Board when corporate action is taken is deemed to have assented to the action taken unless (i) he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to the holding of the meeting or

transacting specified business at the meeting; or (ii) he or she votes against, or abstains from, the action taken. There shall be no proxies.

Section 13. Action Without Meeting

Action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all Directors of the Board, as evidenced by each Director's written consent to the action taken, including email, facsimile, or other electronic means. Any such action shall be included in the minutes of the Association. Action taken under this section shall be effective when the last Director signs the consent, unless the consent specifies a different effective date and states the date of execution by each Director, in which event it shall be effective according to the terms of the consent.

Section 14 Compensation

A director shall not receive compensation for services rendered in his or her capacity as Director.

Section 15. Indemnification

The Association and the Board hereby indemnifies and holds harmless any and each individual Director and/or Officer against any cause of action arising out of or relating to the performance of his or her responsibilities and duties as a Director or Officer. Such indemnification shall include compensation for all attorneys' fees and other costs as well as any payments resulting from a settlement, judgment or other resolution of the matter for which indemnification has been provided. Notwithstanding the above, there shall be no indemnification for any action or inaction involving deliberate or gross negligence, or any actions which exceed the scope of the Director's or Officer's responsibility and authority, as set forth in these By-laws, as shall be determined by the Board in its sole discretion.

ARTICLE III. OFFICERS

Section 1. Officers

The officers of the corporation shall consist of a President, Vice President, Secretary, Treasurer and any other officers appointed by the Board of Directors. Officers shall be elected from among the members of the Board of Directors.

Section 2. Election

The officers of the corporation shall serve a term of one year ending December 31, and shall be elected by the majority of Directors at the annual meeting or at any special meeting called for the purpose of filling a vacancy. Nominations for such offices shall be made upon motion and second by any Director(s). In the event of a resignation, the position shall be vacant until filled by the Board. Any officer may be elected to succeed himself or herself. All officers shall be Directors.

Section 3. Other Officers & Agents.

A majority of the Board of Directors may elect or appoint such other officers and agents as it shall deem necessary and shall have authority and perform such duties as shall be determined from time to time by the Board.

Section 4. Removal of Officers & Agents.

Any officer or agent elected or appointed by the Board of Directors may be removed by a majority of the Board of Directors whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any vacancy occurring in any office of the Association by death, resignation, removal or otherwise shall be filled by the Board of Directors.

Section 5. President

The President shall be the Chairman of the Board of Directors. He or she shall preside at all meetings of the Board of Directors, shall have general and active management of the business of the Association and shall see that all orders and resolution of the Board of Directors are carried into effect. With the approval of the Board, he or she shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Association, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation.

Section 6. Vice President

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 7. Secretary

The secretary shall cause a record of all the proceedings of the Board to be duly recorded through the taking of minutes, and keep the minutes in a book for that purpose, and publish or post such minutes. He or she shall keep an updated record of the addresses, terms of office, and contact information of the board members. He or she shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He or she shall keep in safe custody the seal of the Association and, when authorized by the Board of Directors, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of the treasurer. He or she may act as the Registered Agent with respect to matters pertaining to the Virginia State Corporation Commission, including, but not limited to annual registration and payment of dues.

Section 8. Treasurer

The Treasurer shall supervise the maintenance of the books and records of the Association and shall oversee the receipt, deposit, and disbursement of all moneys and other valuable effects in the name of the Association as may be designated by the Board of Directors. He or she shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of the financial condition of the Association. He or she shall also assist in the preparation of annual operating and capital budgets for the Association.

ARTICLE IV. POLICIES, ORGANIZATION & OPERATION

Section 1. Sponsorship

Should the Directors deem it expedient to do so they may divide the activities of the Association into one or more committees to enhance the instruction of participants, to ease of operation of the Association's activities and to advance sportsmanship and competition. The Board of Directors may create special committees from time to time. The President shall appoint committee chairs, except as provided herein. Committee chairs shall appoint the members of their own committees, except as provided herein, with the concurrence of the President.

Section 2. Sponsorship

There shall be no sponsorship of one or more individual teams by any person or business without the consent of the Board.

ARTICLE V. NOT-FOR-PROFIT CHARACTER

This Association shall not be operated for pecuniary gain and profit. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Association 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 in its Articles of Incorporation.

ARTICLE VI. PROHIBITED ACTIVITIES

Section 1.

This Association shall not engage in any activities which would disqualify the Association for Federal income tax exemption under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2.

The Association shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

Section 3.

Should the Association be or become a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law), then –

(1) The Association shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(2) The Association shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(3) The Association shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(4) The Association shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VII. FISCAL YEAR

The fiscal year of the Corporation shall be from July 1 to June 30.

ARTICLE VIII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles of Incorporation may be altered or amended at any regular meeting of the Board of Directors if notice of such proposed action is contained in the notice of such meeting. A vote of two-thirds of the Directors in office at the time shall be required for alteration or amendment.

Section 2. By-laws

These By-laws may be altered or amended at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors if notice of such proposed action is contained in the notice of such meeting. A vote of three-fifths of the directors present and voting shall be required for such alteration or amendment.

Revised, Restated and Readopted, effective March 8, 2016