

These By-Laws of the Corporation shall be made available to anyone upon request.

## ARTICLE ONE

### **Name, Purpose, and Mission**

**1.1 Name** - The name of the Corporation is “Dulles South Youth Sports, Inc.” (DSYS).

**1.2 Purpose** - DSYS is a Virginia nonprofit corporation; operating and administering amateur athletic programs for children. The Corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of § 501(c)3 of the Internal Revenue Code of 1986 (as amended). Within the scope thereof, the Corporation’s more specific purposes shall include the organization and operation of sporting activity programs for boys and girls residing in and around the southeastern area of Loudoun County, Virginia.

**1.3 Mission** - The programs will be structured so as to facilitate, promote, and nurture — in all participants — the development of character, integrity, leadership, fitness, teamwork, athletic ability, sportsmanship, discipline, tolerance, safety, volunteerism, respect for others, and a sense of community pride. It is further intended that those who participate enjoy a very large measure of fun and develop a lifelong passion for sports.

**1.3.1 Implementation** - The mission will be achieved by providing supervised athletic events. The Board and all members of the Corporation shall bear in mind that the attainment of exceptional athletic skill or winning of games is secondary, that teaching the skills needed for a specific sport, good sportsmanship and the molding of future citizens is of prime importance.

## ARTICLE TWO

### **Membership**

**2.1 Members** - There shall be three types of membership in this Corporation

**2.1.1 Individual Adult Member** – Active coaches and recognized volunteers shall be individual members. Additionally, parents and/or guardians of any youth member shall be an Individual Adult Members by virtue of their son(s)/daughter(s) registering for any youth program of this organization. Membership shall extend one (1) year from the date of such registration.

**2.1.2 Player** – Any resident meeting the requirements of particular sport with respect to age, residence and any other reasonable requirement.

**2.1.3 Board of Director Member** – Any current Board of Director (Board) Member shall be a member to include commissioners.

### **2.2 Participation**

**2.2.1 Eligibility** - DSYS is an inclusive corporation and shall not cut registrants in any offered sport but may conduct evaluations to ensure children play with and against others with similar athletic abilities.

**2.2.2 Misconduct** – Upon receipt of evidence of misconduct of any player, coach, manager, parent, the Sports Commissioner will notify the DSYS Board. A Special Committee will be established by the Sports Commissioner and will consist of three DSYS members. The Sports Commissioner and any involved parties will be invited to meet with the Special Committee to discuss the misconduct. The Special Committee and involved parties will meet with the DSYS Board where the Special Committee will present their determinations to the DSYS Board. The DSYS Board will conduct a vote following a final discussion of misconduct to determine if a suspension or expulsion from the league is appropriate, majority rules. The involved parties need not be present for the vote. The DSYS Board shall base its decision on the need to maintain the safety and security of all players. The Board of Directors decision is final.

## **ARTICLE THREE**

### **Finances**

**3.1 Fiscal Year** – The Fiscal year of the corporation shall begin on January 1<sup>st</sup> of each year and end on December 31<sup>st</sup> of the following year.

**3.2 Budget** – The President of the Corporation shall receive a projected budget from each Sport Commissioner on or before September 1<sup>st</sup> of each year. The President of the Corporation shall present an annual budget to be approved by the Board (Majority Rules) prior to October 1<sup>st</sup>.

**3.2.1 Additional Expenses** – All expenditures, not previously budgeted, in excess of Five Hundred Dollars (\$500.00) must be approved by the Board (Majority Rules) in a timely manner.

**3.2.2 Surplus Funds** – Individual sports may incorporate revenue to their budget. Revenue must be disclosed in the annual budget and may be held by the sport for future expenses as budgeted by the sport.

**3.2.3 Registration Fees** – Each sport Commissioner shall present a proposed registration fee for the respective sport as approved by the sport Board of Governors. The DSYS Board may review and adjust DSYS registration fees for any sport as necessary to ensure the success of the Corporation.

**3.2.4 Waiver of Registration Fees/Scholarships** - The inability to pay registration fees generally will not be a factor prohibiting any otherwise eligible youth from participating in DSYS sports. Applicants may request a scholarship by meeting criteria outlined by Board members. Applicants may also request a waiver of the registration fees by meeting the criteria outlined and approved by the sports Board of Governors and the DSYS Board.

**3.3 League Fees** – All sports shall pay administration fees to the Corporation. Fees will cover all expenses incurred by the Corporation and allow for revenue. The Corporation revenue will be used as appropriate to ensure the success and growth of the Corporation. The revenue will be used as voted on by the Board (Majority Rules)

**3.4 Public Record** – All financial records of the Corporation are public information and shall be made available to all members.

## **ARTICLE FOUR**

### **Board of Directors**

**4.1 Objective** – The Board of Directors is responsible for the organization structure, policies and direction of the Corporation. The DSYS Board shall delegate authority to conduct corporate business to the President and Vice President and, in its exclusive discretion, to any committees that may be created in accordance with these Bylaws. DSYS Board Members receive no compensation for their service but may be reimbursed for reasonable expenses.

**4.2 Board Composition** - The DSYS Board shall consist of at least four (4) members and each sport Commissioner. There shall be four (4) Officers of the Board consisting of a President, Vice President, Secretary, and Treasurer. In addition, there shall be up to six (6) At-Large members of the DSYS Board. At-Large members may be assigned special projects needed to maintain operations of DSYS. Each Board member may hold one (1) Board position and is entitled to one (1) vote. Board Member respective duties are generally described under Article Five below.

**4.3 Board Elections** - The DSYS Board shall be an elected Board of Directors, with the exception of Sport Commissioner. The DSYS Board will, at a minimum, announce vacancies to DSYS Members, solicit volunteers for open positions, certify the names of candidates to the Board and invite interested members to attend a meeting. The candidate should submit in writing a summary of their background and leadership experience to the Board prior to an election. Candidates looking to fill Executive Board positions will provide references for verification of their experience. The Board will vote to approve the candidate to fill the vacancy.

**4.4 Board Terms** - All Board members shall serve three-year terms, (with the exception of Sport Commissioners) and are eligible for re-election. Notwithstanding the three-year terms, the DSYS Officers Board established by these by-laws will include staggered terms with: the President and Secretary serving three-year terms; the Vice President serving two-year terms; and the At-Large Member serving a one-year term. Regardless of when any DSYS Board member actually begins to serve, for purposes of this section, the initial term of all the initial DSYS Board members is deemed to begin June 1, 2010. The Board may vote to continue an Executive position for additional terms if there is no candidate willing to accept the position.

**4.4.1 Vacancies** - When a vacancy on the Board exists the Board shall follow Section 4.3 Board Elections to fill a vacancy.

**4.5 Resignation** - - Resignation from the DSYS Board should be in writing and received by the President.

**4.6 Termination** -. A Board member may be removed from the Board for excessive absences and for due cause.

**4.6.1 Absences** - dropped for excess absences if he or she has two (2) unexcused absences from DSYS Board meetings in a 6-month period. Sports commissioners are expected to send a member from their board to represent the Board if the Commissioner is unable to attend.

**4.6.2 Removal** - A DSYS Board Member may be removed with cause by a majority vote of the remaining Board Members. The Board must be presented information indicating that it may be in the best interest of the Corporation to remove a Board member. Majority Rules.

## ARTICLE FIVE

### Duties of Board Members

**5.1 President** – The President of the Board shall:

5.1.1 – Be responsible for the day-to-day operations of the Corporation

5.1.2 - Convene regularly scheduled Board meetings or shall arrange for other Board Officers to preside over each meeting

5.1.3 – Possess the authority to conduct business on behalf of, and in the name of, the Corporation, including the authority to legally bind it

5.1.4 – Appoint such committees as may be necessary to carry out the Corporation’s activities and shall designate the chairman of such committees

**5.2 Vice President** – The Vice President of the Board shall:

5.2.1 – Serve in place of the President at Board meetings if the President is unavailable

5.2.2 – In addition to the President, is responsible for the day-to-day operations of the Corporation

5.2.3 – In the event of a vacancy in the office of President, perform all duties and assume responsibilities and authority of the President until a new President is elected

5.2.3 - Possess the authority to conduct business on behalf of, and in the name of, the Corporation, including the authority to legally bind it

**5.3 Secretary** – The Secretary of the Board shall:

5.3.1 – Be responsible for keeping records of Board actions, including oversees the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member

**5.4 Treasurer** – The Treasurer of the Board shall:

5.4.1 – Provide a financial report at each Board meeting

5.4.2 – Assist in the preparation of the Corporations budget

5.4.3 – Make financial information available to the Board and the public

5.4.4 – Prepare checks or other drafts for payment of the Corporations debts

5.4.5 – Have signatory authority on any asset accounts in the Corporations name

5.4.6 – Collect and disperse funds in accordance with Article 3

5.4.7 – Provide all records necessary by a certified CPA to complete the Corporations annual tax return

**5.6 At Large Board Members** –may be asked to assume the responsibility for any of the positions identified:

**Director of Fields and Facilities** shall:

Be responsible for the storage of all playing and field equipment

Maintain an inventory of the Corporation’s playing, field and all other equipment

Maintain contact with Loudoun County Parks and Recreation to ensure adequate appropriation of fields and facilities for sports seasons. Work with sport Commissioners to file appeals when necessary.

Research and report additional field and facility space opportunities for the Corporation

Maintain a budget and maintenance plan for Corporation fields and facilities (as applicable)

**Director of Ways and Means** – The Board Director of Ways and Means shall:

Be responsible for planning, organizing, and conducting all fundraising activities of the Corporation

Insure expeditious transfer of all proceeds from fundraising activities to appropriate accounts

Appoint the members of the Ways and Means Committee, and serve as chairperson of this committee

Be responsible for the planning of annual recognition and appreciation gatherings

**Director of Information Management** – The Board Director of Information Management shall:

Maintain all data required and used by the Corporation with the exception of information maintained by the Treasurer and Secretary

Coordinate the purchase and maintenance of all computers and computer hard/software required to operate the Corporation (as applicable)

Support all Commissioners by providing a means of automating all registrations, contact with registrants, and data storage.

Train parent volunteers to support data entry for Commissioners

**Director of Publicity** – The Board Director of Publicity shall:

Keep the membership informed of the activities, relevant information, and meeting schedules of the Corporation

Establish special programs for membership meetings

Coordinate the release and dissemination to the news media of schedules' and results of athletic events sponsored by the Corporation

Prepare and publish such documents as necessary to make the membership, participants, and the community aware of the Corporation and the program it offers

**Director of Scholarships and Awards** – The Board Director of Scholarships and Awards shall:

Act as a liaison between the DSYS Board and any financial entity controlling the funds

Appoint members to and chair the Scholarship Committee

Oversee the distribution of all scholarship awards and any other awards the Corporation may grant

Be responsible to plan and oversee the annual DSYS Banquet

Ensure that Commissioners are aware of and nominate members for pertinent awards

**5.7 Sports Commissioner** – The Commissioner of each sport shall:

5.7.1 – Plan and budget the individual sport program for presentation to the Board for approval in June of each year

5.7.2 – Operate the program with budget and policy constraints

5.7.3 – Organize a Board of Governors to ensure the successful completion of each sport season

5.7.4 – Selecting coaches and assistant coaches and overseeing their assignments

5.7.5 – Taking reasonable steps, in an effort to ensure to the degree possible under the circumstances, that all equipment, when issued, is safe for the use to which it is intended to be put

5.7.6 - Taking reasonable steps, in an effort to ensure to the degree possible under the circumstances, that any area, indoors or outdoors, is safe for their sports play and/or activity

5.7.7 – Coordinate the presence of extracurricular personnel

5.7.8 - Relay the needs of the sport or its members for action by the appropriate Board member(s) as needed

5.7.9 - Each Commissioner shall develop a Registration Fee Waiver policy with associated processes and procedures. The policy and associated processes and procedures shall be approved by the sports BOG and the DSYS Board

## ARTICLE SIX

### Meetings

**6.1 Board Meeting** – The Board must meet at a minimum, once every quarter at a time and location as determined by the President. Meetings may be held more often at the discretion of the President. The secretary shall notify each Board member of all Board meetings.

**6.2 Telephonic Meeting** – Any Board member may participate in a Board meeting by means of conference telephone or similar communication equipment, if available, which permits all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person and shall be counted toward the required quorum.

**6.3 Quorum** – A quorum of the DSYS Board must be present before business can be transacted or motions made or passed. A quorum will exist if at least two thirds (2/3) of the Board members who are not commissioners, are present.

**6.4 Voting** – Votes may be cast at regular or special Board meetings by voice, telephone, electronic mail, facsimile or another electronic transmission. All issues shall be decided by a simple majority vote, except as noted in the by-laws.

**6.4.1 Conflict of Interest** - In the event any Board member has a personal or business interest in an organization with who the Corporation is considering a business transaction, such interest or involvement shall be disclosed to the Corporation. In such event, the Board member may answer pertinent questions of other Board members, staff or committee members when knowledge regarding the matter will assist the Corporation. However, the Director shall not vote on any such proposed business transaction where such an interest exists. No such transaction shall be approved except by the majority consent of those present after being fully advised of the interest of the disqualified DSYS Board member. Failure to reasonably disclose a potential conflict of interest or other violation of this policy may result in immediate dismissal from the DSYS Board.

**6.5 Meeting Minutes** – A record of Board meetings shall be kept by the Secretary in the minutes. Meetings minutes shall be provided to pertinent organizations (i.e. Bank) by the Secretary.

**6.6 Robert's Rules of Order** – Except as may be otherwise provided by these By-laws; Robert's Rules of Order shall govern the proceedings of all meetings. Notwithstanding the mandatory language of the foregoing, the President may in his/her discretion relax the proceedings by departure from strict observance of Robert's Rules of Order.

## ARTICLE SEVEN

### Committees

**7.1 Authority** The DSYS Board may create committees as needed to address any matter, such as fund-raising, elections, community action, etc. There shall be two permanent standing committees, specifically an Executive Committee and an Audit Committee.

**7.1.1 Executive Committee** The Executive Committee shall consist of the following members: President, Vice President, Secretary and Treasurer. Voting and rules within such Committee shall be determined by the Committee from time to time. The function of the Executive Committee shall be to conduct that business necessitated directly by the fact of incorporation under the laws of the Commonwealth of Virginia. The Executive Committee shall also conduct an annual review of the By-laws of the Corporation and submit recommendations for amendment as necessary.

**7.1.2 Audit Committee** The President and the Treasurer shall serve on the Audit Committee, which shall also include two other DSYS Board members. The Audit Committee is responsible for developing an annual corporate budget. The DSYS Board must approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by the DSYS Board. The Audit Committee will produce, or cause to be produced, annual reports which are required to be submitted to the DSYS Board, showing income, expenditures and any unusual audit adjustments. The Audit Committee will cause to be produced, annual tax returns for the Corporation.

## ARTICLE EIGHT

### Board of Governors

**8.1 Composition** - Each sporting activity (sport) organized and operated by the Corporation shall have its own DSYS Board of Governors (BOG). A BOG shall consist of at least: a Commissioner; an Assistant Commissioner; and a Financial Administrator. Other BOG members may be added at the discretion of the Commissioner.

**8.2 Commissioner** – Each sport Commissioner shall serve a three year term. At least sixty (60) days prior to the end of a Commissioner’s term, the Commissioner shall nominate a Commissioner who shall serve a new for a term of three years. The BOG shall confirm the new Commissioner. The new commissioner shall be confirmed by the DSYS Board at its next monthly meeting following the nomination. Any Commissioner may serve any number of terms, consecutive or otherwise.

**8.3 Policies and Procedures** - Each BOG shall establish a set of policies and procedures for the operations of its sport including roles and responsibilities. Each set of policies and procedures shall be consistent with the Corporation By-Laws, policies and procedures and shall be approved by the BOG and the DSYS Board. The policies and procedures shall be reviewed yearly by the BOG and any changes approved by the DSYS Board. The Policies and Procedures shall be public.

**8.4 Organizational Hierarchy** - All BOG members serve at the pleasure of the sport Commissioner and the DSYS Board and may be removed, with or without cause, at any time by a majority of vote of the BOG and/or DSYS Board.

## ARTICLE NINE

### Policies

**8.1 Procedure** Policies for the Corporation to establish rules and procedures not covered by these By-laws may be adopted by a majority vote of the DSYS Board members. All Policies shall be consistent with these By-laws.

## ARTICLE TEN

### Amendments

**10.1 Procedure** These Bylaws may be amended by a majority vote of the DSYS Board members at any regular or special Board meeting. Proposed amendments must be submitted to the Secretary to be advertised to all DSYS members via the Corporations website ([www.dullesyouth.com](http://www.dullesyouth.com)) not less than seven (7) days before the meeting. .

All preceding bylaws governing DSYS, including those adopted June 4, 2007, May 20, 2008, May 25, 2008, June 3, 2008, and October 27, 2014 are merged into these Bylaws, which supersede and are substituted for, any and all such preceding bylaws. These Bylaws were approved at a meeting of the Board of Directors of Dulles South Youth Sports, Inc. on April 7, 2016.