

Stoddert Soccer League, Inc.

BYLAWS

DRAFT REVISION DEC 2020 (REDLINE)

Article I: The Corporation

1. Stoddert Soccer League, Inc. (“the Corporation” or “the Club”) is a non-profit, non-stock corporation organized under the laws of the District of Columbia doing business as “DC Stoddert Soccer.”
2. As set forth in its Articles of Incorporation, the overall purpose for which the Corporation is organized is to encourage youth soccer in the Washington area.

Article II: Members

1. The following individuals are members of the Corporation:

- a. Parents or guardians of soccer players who have been registered during the previous 12 months any of the previous two seasons to play soccer by the Corporation who:-(Cancelled check, copy of online registration receipt, or posted roster is proof of registration.)
 - i) appear in the Club registration database as parent or guardian of a registered player,
 - ii) are in good financial standing with the Club, and
 - iii) and are compliant with the Club’s code of conduct.
- b. No parent, step-parent, or guardian shall be considered a member unless in compliance with Article II 1. a(i) and a(ii).
- c. A parent or guardian is in good financial standing if there are no overdue fees, dues, assessments, fines, penalties or other payments of any kind on the account of the parents’ or guardians’ soccer player(s).
- ~~d.~~ Board members, officers, and Board-appointed Advisory Committee Chairs.

Article III: Annual Meeting

1. The Corporation will hold its’ Annual Meeting between the end of the Fall playing season and the end of the calendar year.
2. The exact date, time, and place of the meeting will be decided by the Board of Directors and will be announced in writing by mail, e-mail, text, social media application or -and- other timely means (including any electronic means) as determined by the Board of Directors at least two weeks in advance of the meeting date. The announcement of the Annual Meeting will specify the slate of Director nominees proposed by the Board of Directors under Article X, Paragraph 3 and the proposed agenda for the meeting. The Chair of the Corporation may accept, at the Chair’s discretion, additional agenda items proposed by members provided that such items are submitted at least one week before the announced date of the Annual Meeting.
3. The principal business of the Annual Meeting will be for members to elect members of the Board of Directors under Article V, Paragraph 3, to vote on proposed amendments to the Bylaws, and to consider other matters as set forth in the agenda. No matters shall be brought forward or approved at the Annual Meeting except those specified on the agenda prepared by the Chair of the Corporation in advance of the meeting.

4. A quorum at the Annual Meeting will be 25 members.

Article IV: Special Membership Meeting

1. A Special Membership Meeting will be held whenever appropriate, with a minimum of two weeks' notice in writing by mail, or by email, text, social media application or other timely means (including any electronic means) to the members, except as otherwise provided by the Board. Only those matters specifically identified in the notice or agenda of the meeting will be considered.

2. The decision to hold a Special Membership Meeting is made by:

- a. The Chair of the Corporation, or
- b. A majority of the voting Board of Directors in office, or
- c. A petition signed by at least 10% of the members, consistent with DC Code Section 29-405.02

3. A quorum at a Special Membership Meeting will be 25/10% of members. Voting will be the same as at the Annual Meeting.

Article IV: Board of Directors

1. Except as otherwise provided in these Bylaws, the property, business, and affairs of the Corporation will be managed by a governing Board called the Board of Directors in accordance with these Bylaws and the purposes of the Corporation.

2. The Board of Directors shall consist of the following members:

- a. No fewer than 7 (seven) and no more than 15 (fifteen) voting Directors. The Board of Directors shall establish the exact number of Directors for the Corporation.
- b. The Executive Director as a non-voting, ex officio Director.
- c. ~~The ex officio, non-voting Directors provided for under Article X, Paragraph 10.~~

3. Voting Directors shall be elected by the membership at the Annual Meeting from the slate of Director nominees proposed by the Board of Directors. Voting Directors shall be elected in two biennial classes based on the slate of Director nominees prepared as specified in Article X, Paragraph 3. If the slate of Directors is not elected, the Directors whose terms would otherwise have expired shall continue until the next Annual Meeting or until a Special Membership Meeting called for the purpose of electing new Directors.

4. The term of office for Directors shall begin at the first Board of Directors meeting after the Annual Meeting. Each Director shall hold office for a term of 2 (two) years and until his or her successor is elected and qualified. Directors may serve for a maximum of 3 (three) terms for a total of 6 (six) eight years.

5. Board memberships that become vacant during the term may be filled by a majority vote of the Directors present and voting at a meeting of the Board of Directors. The Board of Directors shall be required to fill any vacancy that should cause the Board of Directors to have fewer than 7 (seven) voting Directors.

6. Any Director may be removed with or without cause by a vote of: (1) a two-thirds majority of members who are present and eligible to voting at the Annual Meeting or a Special Membership Meeting; or (2) a two-thirds majority of the remaining voting Directors in office. Any Director may also be removed from the Board of Directors by the vote of two-thirds majority of the remaining voting Directors in office the Chair of the Corporation that fails to for failing to maintain good financial standing with the Club shall be dismissed from the Board.

7. No Director shall receive any compensation for service in such capacity, except that the Board of Directors may by resolution provide for the reimbursement of actual travel, lodging, and reasonable, organization-related out-of-pocket expenses incurred in the performance of the duties of Director, to the extent provided by such resolution.

8. Directors are expected to discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, in a manner the Director reasonably believes to be in the best interests of the Corporation. Directors are expected to preserve the confidence of information received in their capacity as a Director and to disclose relevant known information to the other Directors. Evidence of breach of confidentiality set forth in this provision shall prompt a meeting of the Board of Directors to review such evidence and may result in removal by two-thirds majority of the remaining voting Directors.

9. Directors are expected to attend, in person, by video conference or telephonically, regularly scheduled monthly meetings of the Board of Directors to review business of the Corporation. In order to maintain business continuity for the eCorporation, any Director that misses 2 (two) consecutive meetings or 3 (three) meetings in a 12- (twelve) month period shall receive a dismissal warning, and after subsequent third or fourth missed meeting, respectively, may be removed-dismissed from the Board of Directors by a vote of two-thirds majority of remaining voting Directors and replaced by a newly elected Director.

Article VI: Officers of the Board

1. Within approximately a month following the Annual Meeting, the Board of Directors will meet to elect officers. Each of the elected officers will be elected from amongst the voting Directors by a majority of the voting Directors present and voting, and will serve for one year or until a new officer has been elected.

2. The first meeting will be convened ~~by~~ and conducted by the outgoing Chair of the Corporation or other outgoing officer as appropriate until a new Chair of the Corporation has been elected.

3. The officers of the Corporation will be the Chair, the Vice Chair, the Secretary, and the Treasurer, and may include an appointed Executive Director and such other subordinate officers as the Board of Directors may from time to time appoint or authorize the Chair of the Corporation to appoint.
Two

(2) or more offices may be held by the same person, except the same person may not serve as both Treasurer and Chair of the Corporation or as both Secretary and Chair of the Corporation.

4. The ~~Chair~~ Chair of the Corporation shall oversee implementation of all decisions of the Board of Directors; chair the meetings of the Board of Directors and Executive Committee; shall be an ex officio voting member of all committees; shall act as the Board of Directors's representative in overseeing the Executive Director; and shall have such other duties and powers as the Board of Directors may from time to time prescribe or authorize.

5. The Vice Chair of the Corporation shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the Chair of the Corporation may from time to time delegate, and shall act as Chair of the Corporation in the Chair's absence.

6. The Secretary of the Corporation shall oversee a process for keeping the minutes of all meetings of the Board of Directors including all votes and resolutions adopted and shall record all such documents and records in a book kept for that purpose. The Secretary of the Corporation shall oversee the process for issuing notices of all meetings and filing of all reports required by governmental authorities, and shall perform such other functions and duties as the Board of Directors may from time to time prescribe.

7. The Treasurer of the Corporation shall oversee the custody of all funds, securities, and assets of the Corporation. He or she shall oversee the keeping of full and accurate account of Corporation's receipts and disbursements and shall oversee the deposit of all monies and other assets in the name of the Corporation in such depositories or through such fiscal agents as the Board of Directors may from time to time prescribe. The Treasurer of the Corporation shall oversee the disbursement of the funds and assets of the Corporation as ordered by the Board of Directors, and shall provide an accounting of all transactions as requested prior to each meeting of the Board of Directors. The Board of Directors may appoint and empower such Assistant Treasurers as shall be required to carry out the purpose of this section. The Treasurer of the Corporation shall furnish the Board of Directors with an operating and financial report at each regular and special meeting of the Board of Directors.

8. The duties and terms of office of any other officers or assistant officers appointed pursuant to this Article shall be specified by the Board of Directors or by the Chair of the Corporation if so authorized by the Board of Directors.

9. The Board of Directors may upon a vote of the majority of voting Directors in office appoint and employ an Executive Director, who shall direct and execute all decisions of the Board of Directors, shall handle all day-to-day matters and duties for the operation of the Corporation, and shall be an ex officio non-voting member of the Board of Directors. The foregoing duties shall include, but not be limited to, the hiring and discharge of employees to fill such positions as the Board of Directors may from time to time authorize; the execution of contracts or other instruments on behalf of the Corporation as the Board of Directors may authorize; and the signing of checks, drafts, or other orders for payment of money, provided that the Board of Directors may, by resolution, provide that such checks, drafts, or other orders for payment above such amount as may be specified in the resolution shall require the countersignature of one or more specified officers of the Corporation.

10. Any officer may be removed with or without cause by a vote of a majority of all the voting Directors in office, provided that all the Directors have at least 21 (twenty-one) days' notice of the proposed removal and the officer at issue has an opportunity to address the Board of Directors personally, either by telephone phone, video conference or in person, as determined by the discretion of the Board of Directors.

11. Each officer will perform those duties that are customarily associated with the respective office and ~~such~~ other duties as may be assigned by the Board Directors.

12. The Chair, the Treasurer, and such other persons as designated by Board resolution will have authority to sign checks and handle funds for the organization subject to applicable Board policies.

13. Officers are expected to discharge their duties with the same care as Directors and in addition are expected to disclose to the other Directors or, if the officer is an employee, disclose to their supervisor, any actual or probable material violation of law involving the Corporation or material breach of duty to the Corporation by an officer, employee, or agent of the Corporation, that the officer believes has occurred or is likely to occur. Officers are expected to preserve the confidence of information received in their capacity as an officer and may be subject to removal as otherwise set forth in these Bylaws for failure to do so.

Article VII: Meetings of the Board

1. The Chair of the Corporation will schedule meetings of the Board of Directors at regular intervals. However, a meeting may be scheduled by the Chair of the Corporation, by a majority of voting Directors in office upon 10 (ten) days' notice to all Board members, or by the Chair of the Audit Committee upon 2 (two) days' notice to all Board members.

2. The Chair of the Corporation will preside over meetings of the Board of Directors. In the Chair's absence, the Vice Chair, Secretary, or Treasurer of the Corporation will preside in succession.

3. A quorum of the Board of Directors will consist of half the voting Directors in office at the time.
4. Actions of the Board of Directors will be taken by majority vote of the assembled quorum unless otherwise provided.
5. Any action required by law to be taken at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of those entitled to vote with respect to the subject matter thereof. Such writing may be accomplished through electronic means, such as email, text or social media application.
6. In-person meetings of the Board of Directors shall be open to all members of the Corporation, except that the Chair of the Corporation or the Chair of the Audit Committee may convene voting Directors in executive session to consider matters that in either of their discretion are considered confidential. The quorum and voting procedures for executive sessions of the Board of Directors shall be the same as those specified for open meetings of the Board of Directors.

Article VIII: Procedures

1. Meetings of the Board of Directors, the Annual Meeting, any Special Membership Meeting, and any committee established under Article X will be governed by appropriate procedures consistent with these Bylaws, as determined by the Chair of the Corporation.
2. No vote by proxy will be valid at any meeting of the Board of Directors, the Annual Meeting, or any Special Membership Meeting.
3. Any one or more Directors or members of a committee may participate in a meeting of the Board of Directors or committee by means of a conference telephone or other telecommunications device which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in-person at such meeting. As the law permits, the Board may vote via e-mail or regular mail ballots, and the organization shall be able to conduct meetings in written form where the words are transmitted to all participants (as may be accomplished through the use of a telephone or computer conference).
4. In an emergency such that a quorum of the Directors cannot readily be assembled because of some catastrophic event, the Board of Directors may modify temporarily the lines of succession to accommodate the incapacity of any Director, officer, employee, or agent, and may relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.

Article ~~IX~~XVIII: Amendment of Bylaws

1. Amendment of these Bylaws may be made by a two-thirds vote of the members present and eligible to vote at the Annual Meeting or a Special Membership Meeting called for that purpose.
2. Amendment of these Bylaws may also be made by a two-thirds majority of all voting Directors in office.

Article ~~IX~~X: Committees

1. Board Committees. The Board of Directors, by resolution adopted by a majority of the voting Directors in office, may designate and appoint one or more committees and their members. Each committee that exercises the authority of the Board of Directors shall be referred to as a Board Committee. A Board Committee shall consist of two or more voting Directors and of only voting Directors, except that the Board of Directors may designate the Executive Director or other staff members as non-voting ex officio committee members. To the extent provided in a Board of Directors' resolution, a Board Committee shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the

authority of the Board of Directors in reference to effect any changes to: the Articles of Incorporation or Bylaws; any Director, officer, or committee member; and the Corporation's existence. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed thereon by law.

2. Executive Committee. The Board of Directors may, in its discretion, by resolution adopted by a majority of the voting Directors in office, constitute a general Executive Committee for the Board of Directors, appoint the members thereof, and specify its authority and responsibility. Such committee shall have at least two Officers and three voting Directors who shall serve at the pleasure of the Board of Directors and shall have such authority as the Board of Directors may delegate to it in writing from time to time, including the immediate oversight in management of the business affairs of the Corporation. The Executive Committee shall report periodically to the Board of Directors. Any action duly taken by the Executive Committee within the course and scope of its authority shall be binding upon the Corporation. The Executive Committee may be abolished at any time by the vote of a majority of the voting Directors in office, and during the course of the Committee's existence, the membership thereof may be increased or decreased and the authority and duties of the Committee changed as the Board of Directors deem appropriate.

3. Nominating Committee. There shall be a Board Committee known as the Nominating Committee formed annually to propose a slate of Director nominees for election to the Board of Directors at the Annual Meeting and to propose a slate of officers for election by the Board of Directors for the following year.

a. No later than the first Board of Directors' meeting after the election of officers, the Chair of the Corporation shall propose to the Board of Directors a roster of no fewer than three and no more than five voting Directors to form the Nominating Committee. Members of the Nominating Committee shall be drawn from the most recently elected biennial class of Directors. The Board of Directors may amend the Chair's roster and shall appoint the Committee by a majority vote of Directors present and voting.

b. The Chair of the Corporation shall name the Chair of the Nominating Committee from among the Committee members appointed by the Board of Directors.

c. The term of the Nominating Committee shall extend through the election of officers at the first called Board of Directors' meeting of the following year.

d. The Nominating Committee shall actively seek and consider input from the members of the Corporation in formulating its slate of Director nominees.

e. The Nominating Committee shall submit to the Board of Directors during the Fall Director nominees for the biennial class of Directors to take office in the following year. Along with the slate, the Chair of the Nominating Committee shall present a report to the Board of Directors on how the Committee's proceedings and decisions conform to the requirements of this Paragraph.

f. During the Fall, the Board of Directors shall meet and approve, by a majority vote of Directors present and voting, a slate of Director nominees for the biennial class of Directors to take office in the following year, to be placed in front of members at the Annual Meeting. The Board of Directors shall also approve a nominee for election to serve the second year of the term, if applicable, of each Director who has resigned or has been removed since the previous Annual Meeting. A majority of voting Directors present and voting may amend the Nominating Committee's proposed slate of Director nominees, provided that the Board-approved slate conforms with the requirements of Paragraphs 3.g through 3.i, inclusive, of this Article.

g. The Nominating Committee and the ~~Board~~ Board of Directors shall clearly identify and distinguish Director nominees proposed to fill unexpired terms from Director nominees for the next biennial class.

h. Director nominees need not be members of the Corporation at the time of their nomination, whether they are nominated for the slate at the Annual Meeting or proposed for election by the Board of Directors to replace a Director who has resigned or been removed.

i. The Nominating Committee and Board of Directors shall select Director nominees with due regard to: avoiding conflicts of interest; ensuring at least two-thirds of Directors representation of DC Stoddert Soccer-affiliated programs, including each recreation and travel soccer programs; and ensuring that the Board of Directors collectively has sufficient expertise and experience in all areas needed to govern the Corporation effectively.

j. Within approximately a month following the Annual Meeting, the Nominating Committee shall present to the newly convened Board of Directors a proposed slate of nominees for the offices of Chair, Vice Chair, Secretary, and Treasurer of the Corporation, for election as specified in Article VI, Paragraph 1.

4. There shall be a Board Committee known as the Audit Committee formed annually. No later than the first Board of Directors' meeting after the election of officers, the Chair of the Corporation shall propose to the Board of Directors a roster consisting of the Treasurer of the Corporation and two other voting Directors for appointment to the Audit Committee by a majority of the voting Directors present at a meeting at which a quorum is present. No member of the Audit Committee shall be an officer other than the Treasurer of the Corporation, an employee of the Corporation, or an employee of the independent auditor. The Chair of the Corporation shall name the Chair of the Audit Committee from among the members appointed by the Board of Directors, except that the Treasurer of the Corporation may not serve as Chair of the Audit Committee. The Audit Committee shall meet at least once in each calendar quarter and may meet more frequently at the call of the Audit Committee Chair, the Treasurer of the Corporation, or the Chair of the Corporation. The Audit Committee shall:

- a. oversee the Corporation's financial policies, reporting, and controls;
- b. recommend for the Board's Board of Directors' approval an independent auditor to conduct an annual audit of the Corporation's financial reports;
- c. recommend to the Board of Directors policies and procedures to carry out recommendations of the annual audit and other improvements in the Corporation's financial management; and
- d. carry out other duties as directed by the Board of Directors to ensure the financial integrity of the Corporation.

5. Advisory Committees. Other committees that include non-Board members, in good financial standing with the Club, may be created by resolution adopted by a majority of voting Directors present at a meeting at which a quorum is present but shall not have or exercise the authority of the Board of Directors in the management of the Corporation and shall be regarded as Advisory Committees. The Chair of the Corporation shall appoint the members thereof, and may remove any such member whenever in his or her judgment the best interest of the Corporation shall be served by such removal.

6. There may be an Advisory Committee known as the Risk Management Committee. No later than the first Board of Directors' meeting after the election of officers, the Chair of the Corporation shall propose to the Board of Directors a roster of three to 9 (nine) members, a majority of whom shall be voting Directors. Members of the Risk Management Committee shall be appointed by a majority of the voting Directors present at a meeting at which a quorum is present.

a. The Chair of the Corporation shall appoint a member of the Risk Management Committee to serve as Chair of the Committee.

b. The Risk Management Committee shall advise the Executive Director, the staff, and the Board of Directors on all aspects of risk management for the Corporation's programs, including safety procedures, risk reduction and mitigation, and insurance.

7. Term of Office. Except as specified in these Bylaws, each member of any Board or Advisory Committee shall continue as such until the next Annual Meeting and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

8. Chair. One member of each committee shall be appointed Committee Chair by the Chair of the Corporation except as otherwise provided in these Bylaws. The Chair of any Advisory Committee who is not otherwise a voting Director shall serve as an ex-officio, non-voting Director.

9. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Article XI. Miscellaneous Provisions.

1. Indemnification. Except as set forth in the Articles of Incorporation, the following indemnification provisions shall apply. The liabilities and expenses reasonably incurred in connection with any threatened, pending, or completed civil action, arbitration, mediation, administrative proceeding, criminal prosecution, or investigatory action by any person who served or is serving the Corporation as a director, officer, committee member, volunteer, partner, trustee, employee, or agent of another entity (i.e., an "Eligible Person") by reason of that Eligible Person's position with or service to the Corporation

a. Shall be indemnified to the extent the Eligible Person was successful, on the merits or otherwise, in the defense of any such proceeding; and,

b. May be indemnified if the person acted in good faith and reasonably believed in the case of conduct in an official capacity, that the conduct was in the best interests of the Corporation; and in all other cases, that her or his conduct was at least not opposed to the best interests of the Corporation; and in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful, which indemnification shall be done only after complying with the provisions of the District of Columbia Nonprofit Corporation Act of 2010 regarding the process for making determinations about indemnification and the advance of expenses;

c. But shall not be indemnified in connection with any proceeding with respect to conduct for which the person was adjudged liable on the basis that the person received a financial benefit to which she or her was not entitled, whether or not involving action in an official capacity; but,

d. With regard to any Director or officer, the indemnification provided by this Article shall not be deemed exclusive of any rights to which any such Director or officer may be entitled under any statute, bylaw, agreement, vote of the Board of Directors or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law, and to in its judgment advance expenses for indemnification to such persons to the fullest extent allowed by law.

2. Fiscal Year. The fiscal year shall be established by Board of Directors' resolution.

3. Corporate Seal. The official seal of the Corporation shall have inscribed thereon the name of the Corporation and shall be in such form and contain such other words and/or figures as the Board of Directors shall determine. The official seal may be used by printing, engraving, lithographing, stamping or otherwise making, placing, or affixing or causing to be printed, engraved, stamped, or otherwise made, placed or affixed upon any paper or document, by any process whatsoever, an impression, facsimile, or other reproduction of said official seal.

4. Surety. The Board of Directors may require the Executive Director, Treasurer of the Corporation, or any other officer, assistant officers, or employees to cooperate with efforts to secure any bonding insurance desired by the Board Directors.

5. Conflicts of Interest. The Corporation shall adopt a Conflict of Interest Policy requiring its directors, officers, and members to disclose situations and the material facts where they, or their family or business associates, have an interest that could be an impediment to the loyalty of that director, officer, or member to the Corporation, and requiring a good faith determination by disinterested decision-makers as to whether that conflicted person can participate in the consideration or vote on the matter and as to the fairness of the proposed transaction or contract to the Corporation.

Approved November 7, 1984.

Amended December 14, 1993, December 6, 2006, December 7, 2014, February 18, 2015, November 13, 2017, August 20, 2019.