

BYLAWS OF THE TIDEWATER WOMEN'S SOCCER LEAGUE

ARTICLE I: NAME

Section 1: The name of the association shall be: Tidewater Women's Soccer League, abbreviated as TWSL.

ARTICLE II: PURPOSES AND POWERS

Section 1: Nonprofit Purpose

This league is organized exclusively for women's recreational soccer opportunities, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2: Specific Purpose

Tidewater Women's Soccer League provides adult women opportunities to play soccer in a recreational setting that is fun, friendly, and safe.

The specific objectives and purpose of this organization shall be:

- A. To provide facilities, field equipment, and referees for games to be played;
- B. To be affiliated with the United States Soccer Federation (USSF) and the Metropolitan D.C.-Virginia Soccer Association (MDCVSA);
- C. To be non-partisan, non-sectarian, and non-commercial;
- D. To sponsor, host, and/or participate in events and activities that promote women's soccer.

Section 3: Powers

The league shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the league is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the league may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

ARTICLE III: MEMBERSHIP

Section 1: Eligibility for Membership

Membership shall be open to any woman, age 18 or older, that supports the purpose statement in Article II, Section 2. Membership is granted after completion and receipt of league registration.

Section 2: Dues

There are no dues required outside of paying for player insurance through MDCVSA and completing all other registration requirements to play in TWSL.

Section 3: Term of Membership

The term of active membership shall be the fiscal year of the league, July 1 through June 30 of the following year. Any player to register for at least one season during the fiscal year will be considered an active member.

Section 4: Rights of Members

Each active member shall be eligible to vote in the general elections of new officers and approval of the Bylaws.

Section 5: Non-voting Membership

The Board of Directors shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV: GOVERNING BODIES

Section 1: General Powers

- A. The affairs of the league shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the league.
- B. The Board of Directors shall also define the policies of the league. Those policies may be overruled or amended any time by the Board of Directors at any scheduled meeting.

Section 2: Number of Directors

The Tidewater Women's Soccer League shall have a Board of Directors consisting of at least five (5) officers.

Section 3: Terms

- A. All directors shall be elected to serve a two-year term.
- B. The term of office shall begin July 1 and end June 30 of the second year in office, unless the term is extended until such time as a successor has been elected.
- C. The terms shall be staggered, so that at the time of the annual general meeting, the terms of half of the Board of Directors will expire.

- D. There are no term limits for officers of the Board of Directors.

Section 4: Qualifications

- A. In order to be eligible to serve as an officer on the Board of Directors, with the exception of President, the individual must be an active or past member of the league.
- B. Candidates running for the office of President must have previously served on the TWSL Board for at least one year.

Section 5: Election of Directors

- A. Voting for new officers of the board will be completed online by active members prior to the annual general meeting.
- B. Elections of each officer will be by majority of votes received by active members.
- C. Previous office will not bar an active member from re-election.
- D. To prevent turnover of the entire Board in a single year, the Board of Directors will be divided into two groups with alternating years of election.
 - a. Group A will be up for election in even years and consists of the President, Secretary, Communications Director, and Over-30 Division Coordinator.
 - b. Group B will be up for election in odd years and consists of the Vice President, Treasurer, Registrar, Over-40 Division Coordinator, and Open Division Coordinator.

Section 6: Vacancies

The President may designate any active league member to act temporarily in the capacity of a vacant officer position with a Board majority vote of approval. Such appointment by the President shall continue until withdrawn with a Board majority vote of approval, or until the vacancy is filled by the annual election process.

Section 7: Resignation

Any officer may resign from their position by giving written notice to the Board. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice.

Section 8: Removal

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if, in their judgment, the best interest of the league would be served thereby.

Section 9: Compensation

The officers (President, Vice President, Secretary, Treasurer, Registrar, Communications Director, Open Division Coordinator, Over-30 Division Coordinator, and Over-40 Division Coordinator) serving on the Board of Directors shall receive free registration for play. Those serving on the Board of Directors are not exempt from paying annual MDCVSA dues.

Section 10: Turnover

Each member of the Board of Directors shall meet with the newly elected member taking over their position to go over duties and procedures to facilitate a seamless transition.

ARTICLE V: OFFICERS

Section 1: Officers of the Board

- A. The Officers of the Board shall be President, Vice President, Secretary, Treasurer, Registrar, Communications Director, Open Division Coordinator, Over-30 Division Coordinator, and Over-40 Division Coordinator.
- B. Additional Division Coordinators may be created as needed.
- C. Each officer of the Board of Directors shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board.
- D. One person may hold two positions, at most, but no Board member may act in more than one capacity where action of two or more officers is required.

Section 2: President

The President shall preside at all meetings of the Board of Directors and shall have the following duties:

- A. She shall act as the Chief Executive Officer of the league.
- B. She shall lead the Board of Directors in performing its duties and responsibilities, and have general charge and supervision of the administration of the affairs and business of the league.
- C. She shall sign and execute all legal documents and instruments in the name of the league as authorized by the Board.
- D. She shall be the primary representative and correspondent at MDCVSA meetings. If unable to attend, she must notify MDCVSA of the absence and proxy vote if necessary.
- E. She shall ensure the resolutions of the Board are carried into effect.

- F. She shall organize the meetings of the Board of Directors. She shall send out a meeting reminder and proposed agenda to the Board of Directors at least 3 days prior to the scheduled meeting.
- G. She shall submit a report of the activities and affairs of the league at each annual general meeting of the registered players and at other times required by the Board.
- H. She shall coordinate maintenance of the website.
- I. She may delegate any of her duties to other Officers of the Board.
- J. She must have active participation in all league functions.
- K. She may perform other duties as may be assigned periodically by the Board.

Section 3: Vice President

The Vice President shall be vested with all powers and shall perform all duties of the President during the absence of the latter. The Vice President shall also have the following duties:

- A. She shall act for the President in her absence or at her request.
- B. She shall succeed to the office of President for the unexpired term, in the event of a vacancy.
- C. She shall coordinate the use of playing fields and gym space, negotiate contractual agreements with the facility's representative, and communicate concerns to the facility's representative.
- D. She shall obtain a state certified assignor in scheduling referees for games.
- E. She shall schedule all matches for the league, including regular and make-up matches. She shall maintain the schedule for each season and make necessary updates for posting on the website.
- F. She must have active participation in all league functions.
- G. She may perform other duties as may be assigned periodically by the Board.

Section 4: Secretary

The Secretary shall attend all meetings of the Board of Directors, as far as practicable, and will act as clerk thereof. The Secretary shall also have the following duties:

- A. She shall record the minutes and Action Items of all meetings of the Board of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. She shall assign a proxy in her absence of attendance at any meeting.
- B. She shall forward the minutes and Action Items to the Board of Directors within 7 days of the meeting. All meeting minutes shall be saved to Google Drive for record keeping purposes.
- C. She shall annually audit and submit proposed changes to the Bylaws to the Board of Directors before the annual general meeting.
- D. She shall collect all proxy votes for meetings and elections. In the year she is up for election, the President will appoint a Board member to collect election votes.
- E. She shall provide and distribute the monthly newsletter to all members of the league. The newsletter shall be distributed by the 15th of each month, or within the first 10 days of the month, or within 7 days of the Board Meeting, unless otherwise specified.
- F. She shall act as correspondence secretary on behalf of the Board of Directors and of the President.
- G. She must have active participation in all league functions.
- H. She may perform other duties as may be assigned periodically by the Board.

Section 5: Treasurer

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the league. The Treasurer shall also have the following duties:

- A. She shall oversee and keep the Board informed of the financial condition of the league.
- B. She shall be responsible for the safekeeping of all funds and other financial assets of the league.
- C. She shall maintain the funds of the league in one or more bank accounts approved by the Board.

- D. She shall issue payments authorized by the Board, as far as practical, by way of check or debit card.
- E. She shall ensure each check issued bears the signature authorized by the Board.
- F. She shall verify and deposit registration fees received and donations to the league.
- G. She shall provide a copy of the status of the treasury for inclusion into the minutes of each regular meeting of the Board of Directors or as may be required by the Board of Directors.
- H. She shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the league, are made available to the Board of Directors on a timely basis.
- I. She shall submit a financial summary at each annual general meeting of the registered players and at other times required by the Board. It shall contain a balance sheet made up to a date not more than one month prior to the date of the meeting.
- J. She shall update the budget as the year progresses with actual income and expenses.
- K. She shall ensure end of year financial records are audited prior to submitting to the newly elected treasurer during the turnover process.
- L. She shall file the taxes for the league and manage any business with the IRS.
- M. She shall order equipment as needed to play. Those items may include balls, flags, goals, nets, ice packs, field paint, shirts or such other equipment deemed necessary by the Board.
- N. She shall order marketing materials or other supplies as the Board may deem necessary.
- O. She shall coordinate with the Communications Director for all fundraisers and community functions.
- P. She must have active participation in all league functions.
- Q. She may perform other duties as may be assigned periodically by the Board.

Section 6: Registrar

The Registrar shall have the following duties:

- A. She shall act as the official registrar of the league.
- B. She shall set up and maintain the registration system online for every season. This may include providing assistance to registering players, performing refunds, or tracking and maintaining discount codes for eligible players.
- C. She shall verify the accuracy of registration of all players within the league and maintain a complete listing of all registered players via the online registration system.
- D. She shall track t-shirts needed for new players, waiting lists, and emergency contact lists of all players.
- E. She shall provide team rosters and the Guest List to the Board of Directors prior to the start of each season.
- F. She must have active participation in all league functions.
- G. She may perform other duties as may be assigned periodically by the Board.

Section 7: Communications Director

The Communications Director shall have the following duties:

- A. She shall maintain social media activity for the league.
- B. She shall update and actively pursue advertisements for registration through flyers, banners, marquees, and any other form of advertisement approved by the Board of Directors.
- C. She shall coordinate with the Registrar to contact and welcome all new players to the league after Team Formation. 'New players to the league' includes guest players and players assigned to a team roster.
- D. She shall organize community events, and social events and gatherings.
- E. She shall coordinate with the Treasurer for all fundraisers and community functions.

- F. She shall respond to any website or social media inquiries.
- G. She shall send out pertinent email communications to active members to include announcements, surveys and league updates.
- H. She must have active participation in all league functions.
- I. She may perform other duties as may be assigned periodically by the Board.

Section 8: Open Division Coordinator

The Open Division Coordinator shall have the following duties:

- A. She shall be responsible for the operation, maintenance, and overall supervision of the Open Division.
- B. She shall ensure players abide by the Bylaws and Rules of Play for the season.
- C. She shall make every effort to ensure players and spectators demonstrate appropriate behavior at all times.
- D. She shall maintain a complete list of all teams, players, and guest players for each season.
- E. She shall manage the use of the Guest List.
- F. She shall coordinate with Team Representatives to obtain headcounts for each week and assign Guest players as needed and present to the Board a proposition to combine or cancel games.
- G. She shall be responsible for checking IDs and distributing shirts to the new to the league players at the beginning of the season. She shall coordinate this effort with the Registrar.
- H. She shall ensure that game equipment, such as goals, nets, flags, and balls, are provided before the start of the season. She shall also keep an inventory of the quality and quantity of the equipment.
- I. She shall coordinate the setting up of flags, field lights, and the opening and closing of the bathrooms, if necessary.
- J. She shall, if not already playing, attend at least 3 games per season, with the first and last game being mandatory (as reasonable as possible).

- K. She shall notify Team Representatives of team rosters, game cancellations, rescheduling, and all other pertinent league information as approved by the Board of Directors.
- L. She shall notify all division players of the posting of the league schedule, field location, any changes to game format and season expectations at the start of the season after team formation.
- M. She shall notify the Vice President of facility and referee concerns.
- N. She shall notify the Communications Director of the need for social media postings about game information and scheduling.
- O. She must have active participation in all league functions.
- P. She may perform other duties as may be assigned periodically by the Board.

Section 9: Over-30 Division Coordinator

- A. She shall be responsible for the operation, maintenance, and overall supervision of the Over-30 Division.
- B. She shall ensure players abide by the Bylaws and Rules of Play for the season.
- C. She shall make every effort to ensure players and spectators demonstrate appropriate behavior at all times.
- D. She shall maintain a complete list of all teams, players, and guest players for each season.
- E. She shall manage the use of the Guest List.
- F. She shall coordinate with Team Representatives to obtain headcounts for each week and assign Guest players as needed and present to the Board a proposition to combine or cancel games.
- G. She shall be responsible for checking IDs and distributing shirts to the new to the league players at the beginning of the season. She shall coordinate this effort with the Registrar.
- H. She shall ensure that game equipment, such as goals, nets, flags, and balls, are provided before the start of the season. She shall also keep an inventory of the quality and quantity of the equipment.

- I. She shall coordinate the setting up of flags, field lights, and the opening and closing of the bathrooms, if necessary.
- J. She shall, if not already playing, attend at least 3 games per season, with the first and last game being mandatory (as reasonable as possible).
- K. She shall notify Team Representatives of team rosters, game cancellations, rescheduling, and all other pertinent league information as approved by the Board of Directors.
- L. She shall notify all division players of the posting of the league schedule, field location, any changes to game format and season expectations at the start of the season after team formation.
- M. She shall notify the Vice President of facility and referee concerns.
- N. She shall notify the Communications Director of the need for social media postings about game information and scheduling.
- O. She must have active participation in all league functions.
- P. She may perform other duties as may be assigned periodically by the Board.

Section 9: Over-40 Division Coordinator

- A. She shall be responsible for the operation, maintenance, and overall supervision of the Over-40 Division.
- B. She shall ensure players abide by the Bylaws and Rules of Play for the season.
- C. She shall make every effort to ensure players and spectators demonstrate appropriate behavior at all times.
- D. She shall maintain a complete list of all teams, players, and guest players for each season.
- E. She shall manage the use of the Guest List.
- F. She shall coordinate with Team Representatives to obtain headcounts for each week and assign Guest players as needed and present to the Board a proposition to combine or cancel games.
- G. She shall be responsible for checking IDs and distributing shirts to the new to the league players at the beginning of the season. She shall coordinate this effort with the Registrar.

- H. She shall ensure that game equipment, such as goals, nets, flags, and balls, are provided before the start of the season. She shall also keep an inventory of the quality and quantity of the equipment.
- I. She shall coordinate the setting up of flags, field lights, and the opening and closing of the bathrooms, if necessary.
- J. She shall, if not already playing, attend at least 3 games per season, with the first and last game being mandatory (as reasonable as possible).
- K. She shall notify Team Representatives of team rosters, game cancellations, rescheduling, and all other pertinent league information as approved by the Board of Directors.
- L. She shall notify all division players of the posting of the league schedule, field location, any changes to game format and season expectations at the start of the season after team formation.
- M. She shall notify the Vice President of facility and referee concerns.
- N. She shall notify the Communications Director of the need for social media postings about game information and scheduling.
- O. She must have active participation in all league functions. She may perform other duties as may be assigned periodically by the Board.
- P. She may perform other duties as may be assigned periodically by the Board.

ARTICLE VI: MEETINGS

Section 1: Board of Directors Meetings

- A. Regular Meetings: The Board of Directors shall have a minimum of eight (8) regular meetings each calendar year at a designated time and place. The regular meetings will be held monthly, at the discretion of the Board.
- B. Annual General Meeting: The annual general meeting of the Board of Directors shall be held prior to June 30th at a designated place and time.
 - a. This meeting is open to active members of the league for the annual update on the league's affairs.
 - b. The agenda shall include the minutes of the previous annual meeting, the President's report on the state of the league, the Treasurer's report and Financial Summary of the league, the Registrar's report on issues relating

to the duties as Registrar, election of officers, as well as other pertinent business as directed by the Board.

- C. Team Formation: Team Formation occurs once prior to the start of a season as part of the regular meeting of the Board of Directors. This is a meeting to form the teams for the current season.
- D. Special Meetings: Special Meetings will occur upon the written request of any active member addressed to the Secretary. The Secretary must schedule the meeting within 4 days of receipt of the written request.

Section 2: Notice of Meetings of the Board

Notice of meetings of the Board may be issued in writing via email or posted on the website and social media accounts.

Section 3: Manner of Acting

- A. Quorum: A majority of half plus one of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board convened according to these Bylaws. No business shall be considered by the Board at any meeting at which quorum is not present.
- B. Majority Vote: Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.
- C. Hung Board Decisions: On the occasion that the directors of the Board are unable to make a decision based on a tied number of votes, the President shall have the power to swing the vote based on her discretion. The President cannot abstain from using her casting vote whenever a vote by board members is tied.

Section 4: Voting

- A. Each Board member shall have one vote.
- B. Any Board member may abstain from any vote.
- C. The vote of any Board member may be issued by written proxy, dictating the manner in which their vote is to be cast, to the Secretary.

Section 5: Chairperson

- A. The President, or any officer designated by the President, shall call meetings of the Board of Directors to order and shall act as chairperson.
- B. In the absence of the President or delegated chairperson, at the appointed time for any meeting of the Board of Directors, the Board shall choose an alternative

chairperson who shall call the meeting to order and shall act as chairperson until the President or delegated chairperson arrives.

C. The Chairperson shall:

- a. Conduct the meeting in accordance with the agenda;
- b. Alter the agenda for the meeting in accordance with the requests of the board members attending;
- c. Arrange for voting and the declaration of results of voting;
- d. Generally control the behavior of the persons attending the meeting;
- e. Warn and/or eject from the meeting any person behaving in a manner voted objectionable at the meeting;
- f. Set the location, date, and time of the next meeting;
- g. Conclude the meeting at the completion of business.

Section 6: Informal Action by the Board of Directors

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent, in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section, an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of board members gives consent.

ARTICLE VII: COMMITTEES

Section 1: Agents, Committees and Sub-Committees

- A. The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more agents, committees, or sub-committees, to serve at the pleasure of the Board. They may be removed from their position or discharged at any time with or without cause.
- B. Any agent, committee, or sub-committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no agent, committee or sub-committee, regardless of Board resolution, may:
 - a. Take any final action on matters which also requires board members' approval or approval of a majority of all members;
 - b. Amend or repeal Bylaws or adopt new Bylaws;
 - c. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable.

ARTICLE VIII: FINANCES

Section 1: Budget

The budget shall be drafted in the fall for the following fiscal year and shall be approved by a majority vote of the Board.

Section 2: Fiscal Year

The fiscal year shall be from July 1 to June 30. The Treasurer shall keep accurate records of any expenses, income, and bank account information.

ARTICLE IX: PARLIAMENTARY AUTHORITY**Section 1: Robert's Rules of Order**

- A. Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.
- B. Robert's Rules of Order shall govern meetings when they are not in conflict with the league's Bylaws.

ARTICLE X: AMENDMENTS AND OTHER PROVISIONS**Section 1:**

The Board of Directors may amend or replace these Bylaws by majority vote at any regular meeting, provided the amendment has been emailed to each officer of the Board at least 15 days in advance of the meeting.

Section 2:

Active members of the league may request amendments to these Bylaws by written request to the Secretary.

ARTICLE XI: CONFLICT OF INTEREST AND COMPENSATION**Section 1: Conflict of Interest**

- A. Board members shall recuse themselves from voting on any item that would personally benefit them.
- B. Board members shall recuse themselves from voting on any item that would benefit them financially in the amount of \$250 or more.

Section 2: Compensation

- A. Board members shall not be entitled to any part of the net earnings of the league.
- B. The Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out Board responsibilities, such as fees, equipment purchases, promotion materials, etc.

ARTICLE XII: DISSOLUTION**Section 1: Dissolution**

The league may be dissolved with previous notice (14 calendar days) and a three-quarter vote of those present at the special meeting. In the event of dissolution of the league, and after payment of all debts and liabilities, the remaining property and/or assets shall be distributed or disposed of by the Board of Directors to any charitable education, athletic, or scientific organization.

Adopted 5/21/08
Revised April 2013
Approved June 2013
Revised May 2014
Approved June 2014
Revised May 2015
Approved June 2015
Revised/Approved June 2017
Revised April 2018
Revised June 2022