

Constitution of the Central Virginia Soccer Association

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I. Name: The name of the Association shall be the Central Virginia Soccer Association, hereafter referred to as the "CVSA".

II. Affiliation: The CVSA shall be affiliated with the Metropolitan DC-Virginia Soccer Association, hereafter referred to as the "state association"; with the United States Soccer Federation, hereafter referred to as the "USSF", through its affiliation with the state association; and with the Federation Internationale de Football Association, hereafter referred as "FIFA", through its affiliation with the USSF.

III. Source of Authority: The state association mentioned in **Article II** above all shall confer upon the CVSA the usual and customary powers, attributes, status, and responsibilities of an official soccer association.

IV. Purpose: The general purpose of the CVSA shall be to exist and function as the adult soccer organization in its defined territory. Its minimum purpose shall be to conduct a primary season in an efficient and economical manner, carrying out such tasks as thereby entailed, including, but not limited to communication, promotion, publicity, scheduling, procurement of fields, financial management, awarding trophies and maintaining discipline. It shall also be authorized to conduct one or more secondary seasons and to supervise individual member teams that engage in other competitions (exclusive of tournaments directly managed by superior bodies) with teams from other leagues of the state association, other state associations, other national federations, or irregular teams. Further, the CVSA shall supervise all activities of member leagues, and insure that those leagues comply with policies set forth in this document.

Notwithstanding the foregoing, CVSA is formed exclusively as a not-for-profit corporation for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including the following:

1. To foster national or international amateur sports competition.
2. Subject to the limitation of purposes described herein, to accept, acquire, and receive, for any of its objects and purposes, any property of whatever kind, nature, or description and wherever situated, and subject to the restrictions and limitations hereinafter set forth, to hold, use, and apply the whole or any part of the income therefrom and the principal thereof, either directly or by contributions to organizations that are described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision of law (the "Code"), exclusively for the purposes set forth in Section 170(c)(2)(B) of the Code.
3. Subject to the limitation of purposes described herein, to do all and every such thing as may be necessary, suitable, convenient, usual, or proper for the accomplishment of the purposes herein expressed, or incidental thereto, and in general to exercise and enjoy all other powers, rights, and privileges now or hereafter granted by law to nonstock corporations of the character subject to the limitations herein set forth and in the Bylaws of CVSA.
4. Notwithstanding any other provision of these Articles, CVSA shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax

under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of CVSA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and CVSA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

5. No part of the net earnings of CVSA shall inure to the benefit of, or be distributable to, any Board member, Council member, officer, employee or agent of CVSA or any other person who is a "private shareholder or individual" within the meaning of Section 501(c)(3) of the Code, except that reasonable compensation may be paid for services rendered to or for CVSA affecting one or more of its purposes; and no Board member, Council member, officer, employee or agent of CVSA, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on the dissolution of CVSA. Upon dissolution of CVSA, all funds, property, and other assets of the Corporation not necessary to discharge its legal debts and obligations shall be distributed exclusively for one or more exempt purposes of CVSA within the meaning of Section 501(c)(3) of the Code that carry out the purposes of CVSA as the Board may elect.

6. CVSA shall (i) distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, (ii) not engage in any act of self-dealing as defined in Section 4941(d) of the Code, (iii) not retain any excess business holdings as defined in Section 4943(c) of the Code, (iv) not make any investment in such manner as to subject it to tax under Section 4944 of the Code, and (v) not make any taxable expenditure as defined in Section 4945(d) of the Code.

7. Except as provided otherwise herein, CVSA shall have the same powers as an individual to do all things necessary or convenient to accomplish its purposes.

V. Bylaws: Bylaws shall be adopted. Bylaws shall be binding on all members of the CVSA. Such bylaws may be amended or repealed, in whole or in part, in the manner provided in the bylaws, and the amendments to the bylaws shall be binding on all members, including those who may have voted against them.

VI. Territory: The defined territory of the CVSA shall be in the central Virginia area. Matches shall not be scheduled outside this area without the consent of the Board and the teams involved. All CVSA meetings shall be scheduled within this area.

VII. Colors: The official colors of the CVSA shall be Royal Blue & White.

VIII. Headquarters & Office: The Headquarters of the CVSA shall be in the Central Virginia area. Having no permanent office, the headquarters shall be at the place of residence of the CVSA Executive Secretary.

IX. Membership:

A. The following categories of membership shall be recognized:

1. Player: A player is an individual in good standing with the CVSA. For an individual to be in good standing, the following requirements must be met:

- a. A complete and current player registration must be on file with the CVSA Registrar.
- b. The individual must be listed on at least one of the team rosters currently filed with the CVSA Registrar.
- c. The individual must have paid in full all fees required of players by the CVSA Bylaws.

2. Permanent Team: A permanent team is a collection of players that participates in a primary season and it must be in good standing with the CVSA. For a permanent team to be in good standing, the following requirements must be met:

- a. A complete and current roster of all team members must be on file with the CVSA Registrar.
- b. All team members, except individuals designated as a team coach or a team manager, must be players as defined in **Article IX.A.1.**
- c. All dues and fees required of permanent teams by the CVSA Bylaws must be paid in full.

3. Temporary Team: A temporary team is a collection of players that participated only in a secondary season and must be in good standing with the CVSA. For a temporary team to be in good standing, the following requirements must be met:

- a. A complete and current roster of all team members must be on file with the CVSA Registrar.
- b. All team members, except for individuals designated as team coach or a team manager, must be players as defined in *Article VIII.A.1.*
- c. All dues and fees required of temporary teams by the CVSA Bylaws must be paid in full.

4. Club: A club is an organization that registers one or more teams in the CVSA and it must be in good standing. For a club to be in good standing, the following requirements must be met:

- a. A complete and current roster of all teams of the club that are registered in the CVSA must be on file with the CVSA Registrar.
- b. All requirements of clubs are outlined in the *CVSA Bylaws*.

5. Division: A division is a group of teams that is organized for the purpose of conducting soccer competition. All leagues that are affiliated with the CVSA agree to recognize the CVSA as its governing body. As a minimum, the CVSA will have two member divisions, the Premier Division and the First Division. Additional member divisions may be added as necessary.

6. Team Officer: A team officer is the delegate or alternate representative of a team on the CVSA Council. Each team may have one team officer (delegate or alternate representative) to represent them on the CVSA Council. The team officer will have one vote on the Council. An individual may only represent one team.

7. CVSA Officer: A CVSA Officer is an individual who has been elected by the CVSA Council and has voluntarily consented to fill one of the following positions:

- a. President
- b. Vice President
- c. Executive Secretary
- d. Treasurer
- e. Registrar
- f. Scheduling Coordinator
- g. Secretary of Public Relations
- h. Field Maintenance Supervisor
- i. At-Large Member (up to five are permitted)
- j. Team Representatives

8. Team Owner: A team owner is an individual or an organization which pays for more than 50% of the expenses incurred by a team and its players as consequence of their membership in the CVSA.

9. Honorary Lifetime: An *Honorary Lifetime Member* is an individual who has shown significant past support of the CVSA and the game of soccer by virtue of his or her contributions as a player, team officer, CVSA Officer, team owner or referee. The CVSA will confer honorary lifetime membership by a vote of two-thirds of the voting members of the CVSA Council.

B. Individuals designated as team coach or team manager may not play in the CVSA competition unless they are also players as defined in this *Constitution*.

C. The fact of membership as defined in any category above does not imply the right to vote in a meeting of the CVSA Council, the CVSA Board, or league or division boards, unless explicitly stated elsewhere in the Constitution. An individual or collection of individuals may simultaneously hold more than one category of membership. Except for the league representative, league board members may not be CVSA Board members, unless the CVSA Board grants special approval.

D. Any adult soccer team, group of teams, or league, properly constituted, or willing to be so constituted, playing according to the laws of the game, having its headquarters within the CVSA's territory and willing to conform to this *Constitution* and *Bylaws*; to the financial requirements that playing in a season entails and to the administrative and disciplinary practices of the CVSA, may apply for membership. If accepted, the new team, group of teams, or leagues, shall be furnished with a copy of this Constitution and Bylaws, which shall constitute sufficient notice of its responsibilities with respect to the requirements established therein.

X. Season

A. The terms "primary season" and "secondary season" shall have separate and distinct meanings.

B. The primary season shall commence and end as stated in the *Bylaws*. An individual team shall be deemed to have completed its primary season after it has played its last scheduled match, provided that no protests or appeals affecting it are pending and provided that there is no possibility of its being scheduled to engage in a playoff to determine its final league standing.

C. Secondary seasons shall be defined by the *Bylaws*.

D. It is allowable for primary and secondary seasons to overlap. Games of the primary season shall be given preference in field assignments and in all other ways over secondary season games. U. S. Soccer Federation and state association official games have precedence over any CVSA sponsored games.

XI. Financial Obligation of Membership

- A.** All financial obligations shall be outlined in the CVSA Bylaws.
- B.** The CVSA Board is given the authority to levy any and all fees it deems necessary on players, teams, or clubs participating in the League. Any penalties or repercussions due to failure to pay such fees are at the discretion of the CVSA Board.

XII. The Council

- A.** The highest authority within the CVSA shall be vested in the Council, to be reversed or modified only by the action of superior bodies. It shall be composed of the CVSA Board, and the team officers of all permanent teams of the CVSA. A team officer may simultaneously be a CVSA Officer but he/she will carry only one vote. A representative of the referee's unit may be invited to participate in the Council meetings for the purpose of advising and informing it on matters concerning officiating, but not for the purpose of voting.
- B.** Those entitled to vote on any questions before the Council are:
 - 1.** Members of the CVSA Board (see **Article XIII.A**).
 - 2.** The team officers of permanent teams.
- C.** A Council meeting will be held at least once every year in November for the purpose of electing CVSA Officers. Dates may be changed upon two week notice posted on the website.

XIII. The Board

A. CVSA Board:

- 1.** The CVSA Board shall be composed of the following CVSA Officers: President, Vice President, Executive Secretary, Treasurer, Registrar, Scheduling Coordinator, Secretary of Public Relations, Field Maintenance Supervisor, and up to five at-large representatives.
- 2.** The term of office of the at-large representatives shall be one year. The term of office for all other CVSA Officers shall be two years.
 - a.** Because of the level of responsibility associated with the office of President, all candidates for the position must have served at least one full year on the CVSA Board. This rule may only be disregarded if no existing CVSA Officer is willing to serve as President.
 - b.** Elections for the offices of President, Executive Secretary, Scheduling Coordinator, Secretary of Public Relations, and the five at-large positions shall be held in odd-numbered years.
 - c.** Elections for the offices of Vice President, Treasurer, Registrar, Field Maintenance Supervisor, and the five at-large positions shall be held in even-numbered years.
 - d.** Should any office be either vacant or occupied by an appointed officer at the time an election is held, that office shall be open for election regardless of the calendar year. The newly elected officer shall serve until the next regularly scheduled election for the position as outlined in **Articles XIII.A.2.b** and **XIII.A.2.c**.
- 3.** The Board shall be entrusted with leadership and management responsibilities to oversee member divisions and to accomplish all tasks necessary to accomplish CVSA business. This includes, but is not limited to, actions outlined in **Article IV**. It shall have the power and responsibility of interpreting how the provisions of this *Constitution*, the *Bylaws*, and the governing documents of superior bodies shall be applied. When no pre-existing rules appear to be applicable, the Board shall decide what rules shall be established. When existing rules appear to be contradictory, it shall decide what rule shall prevail.
- 4.** The Council in accordance with the provisions set forth in the Bylaws shall elect the members of the Board.
- 5.** Each CVSA Officer on the Board is, during his/her terms in office entitled to one vote on any question that comes from the CVSA Board at any official meeting.
- 6.** A Board meeting will be held at least annually or more frequently as directed by the *Bylaws*.

B. Division Board

- 1.** Division boards will manage the day to day operations of member divisions. At a minimum the division boards consist of a Commissioner, Scheduling Secretary, Registrar, and Division Representative. The term of office for all division boards is one year. If a division board is not established prior to the start of the season then the CVSA

Board shall act as the Division Board.

2. The team officers of the division shall elect the members of the Board.
3. All team officers have a vote on the division board.
4. Elections will be held prior to the start of the primary season, at a time when it has been determined which teams will belong to that division for the upcoming season.
5. Division Boards of divisions which may join the CVSA at a later time, may be granted permission to keep intact their existing boards, provided recognize the CVSA as a superior body.
6. Division Boards are optional, and the division representative may be replaced with an at-large member of the CVSA Board.

XIV. Financial Matters

A. Overall financial management shall be vested in the CVSA Board, with general supervision to be exercised by the Council. All expenditures shall have prior approval of the Board. The approval of Council shall be obtained for single extraordinary expenditures greater than an amount set in the *Bylaws*.

B. The accumulated financial reserves of the CVSA shall be the property of the CVSA as a whole. A team that resigns or involuntarily loses its membership automatically forfeits and relinquishes any and all claims to equity and monies paid to the CVSA.

C. In the event the CVSA disbands, its accumulated financial reserves shall be distributed equally among the current permanent teams.

D. The CVSA shall seek to establish and maintain status as a non-profit organization of beneficial purpose according to the applicable federal, Commonwealth of Virginia, and local laws, ordinances and regulations, so that its tax obligations and those of donors are minimized.

XV. Laws of the Game: The play of any match shall be governed by the Laws of the Game as published by FIFA and supplemented by the USSF and the CVSA.

XVI. Amendments:

A. Amendments to this *Constitution* shall require approval by two-thirds of the Council members to be adopted. Votes may be submitted by written proxy.

B. Proposed amendments shall be first submitted in writing to the CVSA Board. The Board shall study and present the proposed amendment to the Council for discussion and debate. Under no circumstances shall the proposed amendment be voted upon less than 28 days following presentation in final form to the Council.

XVII. Distributions in the Event of Dissolution: No part of CVSA's earnings shall inure to the benefit of any private shareholder or individual within the meaning of Section 501(c)(3) of the Code and upon CVSA's dissolution, all of its funds, property, and other assets that are not necessary to discharge its legal debts and obligations shall be distributed for one or more exempt purposes of CVSA within the meaning of Section 501(c)(3) of the Code as the Board may elect.