PREAMBLE

ORGANIZATIONAL PURPOSE:

The primary purpose of the Organization is to support, recognize, encourage, and facilitate the growth and development of females through leadership development activities and the sport of soccer.

Bylaws of
WOMEN AND GIRLS IN SOCCER, INC
A Virginia 501(c)(3) Nonprofit Corporation

ARTICLE I. DIRECTORS

SECTION 1. General Powers The property, business and affairs of the Organization shall be managed by its Board of Directors in accordance with these Bylaws and the purposes of the Organization.

SECTION 2. Number and Qualifications The number of authorized Directors shall be seven who shall be elected by the Directors then in office.

Commented [PW1]: This sets the number at 7. But by saying 'authorized' WAGS is not in violation if at any point it has only 6 or so Directors.

SECTION 3. Term of Office The term of office for Directors shall be two years or until a successor shall have been elected. Directors may succeed without limitation.

SECTION 4. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

SECTION 5. Quorum A majority of the Directors then in office shall constitute a quorum for the transaction of any business, except that if the number of Directors in office is six or less, then three Directors shall constitute a quorum. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

SECTION 6. Meetings Regular meetings of the Board of Directors shall be held at such place as may from time to time be fixed by resolution of the Board without further notice, or as may be specified in a notice of the meeting. Special meetings may be called at any time by the Chair or by written request signed by three Directors, (Secretary may be one of three) and submitted to the Secretary, provided written notice is duly provided not less than two days before such meeting. Notice for all meetings shall be provided in person, sent by postal mail, or sent by electronic mail with a confirmation of receipt from each Director Meetings may be held at any time without notice if all the Directors are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing.

SECTION 7. Compensation No Director shall receive compensation for services in that capacity.

SECTION 8. Removal A Director or an Officer may be removed from office, with or without cause, upon a vote of a majority of the Directors then in office to remove them from office, whenever in the Directors' judgment the best interest of the Organization would be served thereby, provided that all the Directors have at least 10 days' notice of the proposed removal and the Director at issue has an opportunity personally to address the Board.

ARTICLE II. MANNER OF ACTING.

SECTION 1. Manner of Acting A majority of the votes cast on a matter where a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or these Bylaws.

SECTION 2. Alternative Action 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.

SECTION 3. Meetings Held In Whole or Part Through the Use of Telecommunications Any one or more Directors or members of a committee may participate in a meeting of the Board or committee by means of a conference telephone or other telecommunications device which allows all persons participating in the meeting to hear each other or to see in written form the words of the others (as may be accomplished through the use of a telephone or computer conference) and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE III. OFFICERS.

SECTION 1. Officers The authorized Elected Officers of the Organization shall be a: Chair, Vice Chair, Secretary, and Treasurer, and may include an appointed Executive Director and such other subordinate Appointed Officers as the Board of Directors may from time to time appoint or authorize the Chair to appoint. Each Elected Officer and the Executive Director, if any, may be empowered by Board resolution as signatories on bank accounts and contracts.

SECTION 2. Election The Board of Directors shall annually elect the Elected Officers from amongst themselves.

SECTION 3. Term and Vacancies The term of office of any Elected Officer shall be one year but shall not terminate until: (a) the installation of a successor; (b) the effective date of his or her resignation submitted in writing to the Secretary of the Board of Directors; (c) upon his or her death; or, (d) upon removal from Office in accordance with the provisions of these Bylaws. Any vacancy among such officers shall be filled by majority vote of the remaining members of the Board of Directors, except that the Vice Chair shall fill a vacancy in the Chair. Appointed Officers may be dismissed by the Board at any time.

SECTION 4. Chair The Chair shall: oversee the implementation of all decisions of the Board of Directors; act as the chief executive officer of the Organization; chair the Board of Director and Executive Committee meetings; shall be an ex officio voting member of all committees; act as the Board'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.

SECTION 5. Vice-Chair the Vice Chair, if there is one, shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the Chair may from time-to-time delegate, shall function as Chair in the Chair's absence.

SECTION 6. Secretary The Secretary shall ensure a process for: (a) keeping minutes of all meetings of the Board including all votes and resolutions adopted and recording of all such documents and records kept for that purpose; (b) oversee the issuing of notices of all Board meetings; (c) record the filing of all reports required by governmental authorities; and, (d) performing such other functions and duties as the Board may from time to time prescribe.

SECTION 7. Treasurer The Treasurer shall oversee a process for the keeping of full and accurate account of Organization's receipts and disbursements and ensure that all monies and other assets are deposited in the name of the Organization in such depositories or through such fiscal agents as the Board may from time to time prescribe. The Treasurer shall oversee the following responsibilities performed by the Executive Director to provide financial report at each Board meeting as to payments made, funds on hand, income, expenses and planned future expenses, but in the absence of the Executive Director shall be the responsibility of the Treasurer.

SECTION 8. Other Officers 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, if so, authorized by the Board of Directors.

SECTION 9. Executive Director the Board may upon majority vote appoint and employ an Executive Director, who shall direct and execute all decisions of the Board of Directors, shall manage all day-to-day matters and duties for the operation of the Organization. The foregoing duties shall include, but not be limited to, responsibilities outlined in the Executive Director's Job Description, and such other duties and powers as the Board of Directors may from time to time prescribe or authorize.

SECTION 10. Surety: Qualification for Insurance the Board of Directors may require the Executive Director, Treasurer or any other officer or assistant officer to furnish information and cooperate as requested to obtain insurance as they undertake authority to receive and/or disburse the Corporation's funds.

SECTION 11. Compensation of Officers. Officers may be paid such reasonable compensation as the Board of Directors may from time to time authorize and direct, except that no officer who is a member of the Board may receive any compensation for services rendered in their capacity as a Director.

SECTION 12. Removal. Any elected Officer may be removed from office, with or without cause, upon a vote of a majority of the Directors then in office to remove them from the Officer position, whenever in the Directors' judgment the best interest of the Organization would be served thereby, provided that all the Directors have at least ten days' notice of the proposed removal and the Officer at issue has an opportunity personally to address the Board prior to the removal vote. Any Officer appointed by the Chair may be removed by the Chair.

ARTICLE IV MEMBERS

SECTION 1. General Rights and Powers. Members shall not have voting rights. Except as may otherwise be provided by law, the Articles of Incorporation, or by these Bylaws, the number, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of members shall be determined by the Board of Directors. Any right of members to title or interest in or to the Organization, its properties, and franchises, shall cease and divest upon termination of membership, except that the liability of a member for sums due the Organization shall survive such termination unless otherwise expressly provided by the Board of Directors.

SECTION 2. Qualifications and Rights of Membership. The Board is authorized to establish several classes of non-voting members, such as Individual, Corporate, and Organizational Members, all of whom must be supportive of the purposes of the Organization in order to qualify for membership. Membership shall be required to satisfy any annual dues and further requirements, membership class criteria, and qualifications established by resolution of the Board of Directors.

ARTICLE V COMMITTEES

SECTION 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which Committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Organization, except that no such committee shall have the authority of the Board in reference to: amending, altering, or repealing the Articles of Incorporation or Bylaws; electing, appointing or removing any member of any committee or any Director or officer of the Organization; adopting a plan of merger, dissolution, consolidation, or approving the sale, exchange, mortgage, or distribution of all or substantially all of the property and assets of the Organization; revoking proceedings for dissolution; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed thereon by law.

SECTION 2. Executive Committee. The Board of Directors may, in its discretion, by resolution adopted by a majority of the whole Board, constitute a general Executive Committee for the Board, appoint the members thereof, and specify its authority and responsibility. Such committee shall be composed of not fewer than three members of the Board of Directors who shall serve at the pleasure of the Board. The Executive Committee shall have such powers and shall perform such duties as the Board may delegate to it in writing from time to time, including the immediate oversight in management of the business affairs of the Organization. The Executive Committee shall be organized and shall perform its functions as directed by the Board and shall report periodically to the Board. Any action duly taken by the Executive Committee within the course and scope of its authority shall be binding upon the Organization. The Executive Committee may be abolished at any time by the vote of a majority of the whole Board of Directors, 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 deems appropriate.

SECTION 3. Nominating Committee. The Chair shall appoint a Nominating Committee consisting of members and Directors of the Organization, and others as desired, for the purpose of nominating candidates for the Board of Directors.

SECTION 4. Other Committees. Other Committees not having and exercising the authority of the Board of Directors in the management of the Organization may be appointed in such manner as may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be Directors of the Organization, and the Chair of the Organization shall appoint the members thereof, and may remove any such member whenever in his or her judgment the best interest of the Organization shall be served by such removal.

SECTION 5. Term of Office. Each member of a committee shall continue as such until a next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 6. Chair. One member of each committee shall be appointed Chair by the Chair of the Organization except as otherwise provided in these Bylaws.

SECTION 7. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 8. 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.

ARTICLES VI. MISCELLANEOUS PROVISIONS

SECTION 1. Indemnification. The Organization shall have the power and discretion, through action of its Board, to indemnify any individual made a party to a proceeding because the individual is or was a director, staff member, agent, or volunteer against liability, to the fullest extent of the law.

SECTION 2. Fiscal Year. The fiscal year shall be established by Board resolution.

SECTION 3. Corporate Seal. The official seal of the Organization shall have inscribed thereon the name of the Organization 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.

SECTION 4. Dissolution. The Organization may be dissolved, and its assets and liabilities liquidated in such manner as the Board of Directors shall resolve provided that such dissolution and liquidation shall be in accordance with the Articles of Incorporation and such laws and regulations as may be applicable thereto.

SECTION 5. Board of Advisors. The Board of Directors may appoint people to a Board of Advisors who shall act in an honorary, not a governance capacity, to provide the organization their standing, expertise and their professional insights and judgment, upon request from the Board.

SECTION 6. Emergency Powers. In anticipation of or during an emergency such that a quorum of the Organization's board of directors cannot readily be assembled because of some catastrophic event, the board of directors may: (1) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; (2) Relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so; and, (3) Provide notice of a meeting only to those directors whom it is practicable to reach and may be given in any practicable manner, including by publication and radio; and, (4) declare that any elected or employed officers of the Organization may be members of the board of directors for the meeting in order to achieve a quorum. Corporate action taken in good faith during an emergency under this section to further the ordinary business affairs of the Organization binds the Organization; and may not be used to impose liability on a director, officer, employee, or agent of the Organization.

SECTION 8. Amendment. These Bylaws may be amended or repealed or new Bylaws adopted upon the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board provided that a description, summary, or the actual text of such proposed change is included with the notice of the meeting delivered at least five days prior to the vote, unless notice is waived by unanimous agreement of the Board.

Amended and Adopted: November 9, 2024

WAGS
Women and Girls in Soccer