

WOOLRIDGE ATHLETIC ASSOCIATION

MIDLOTHIAN, VIRGINIA

BY-LAWS

Article I

NAME

The name of the corporation is the Woolridge Athletic Association, hereafter referred to as the "Association."

Article II

PURPOSE AND OBJECTIVES

The purposes of the Association are as stated in the Second Article of the Association's Articles of Incorporation. In support of such purposes it shall be the objectives of the Association to promote in the youth of the community the ideals of good sportsmanship, teamwork, leadership, fair play, and respect for others by providing a well-supervised program of competitive athletic and associated events. All agents, officers, and employees of the Association will be expected to emphasize the well-being and instruction of the youth participants as the first and overriding priority.

Article III

PARTICIPANTS

Adults registering an eligible child for participation in the Association sponsored activities shall by their application be deemed to have agreed for themselves and their child to comply with the Association's Articles, By-Laws, and Rules in addition to those of any local, national, and/or international organization with which the Association is or becomes affiliated (for example, Chesterfield Baseball Club, Chesterfield Girl's Softball League, Chesterfield Basketball League, Chesterfield Quarterback League).

Article IV

BOARD OF DIRECTORS

1. General Powers. The business, property and affairs of the Association shall be managed by a Board of Directors.
2. Specific Powers. The Board of Directors shall have power to:

- A. establish, publish, and implement rules and regulations necessary to promote and conduct the activities of the Association;
 - B. levy such fees as may be necessary to promote and conduct the activities of the Association;
 - C. create subsidiary committees to aid in administering the various activities of the Association; and
 - D. exercise for the Association all powers, duties, and authority vested in or delegated to the Association.
3. Duties. It shall be the duty of the Board of Directors to:
- A. cause to be kept a complete record of all its acts and corporate affairs;
 - B. supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;
 - C. to fix the amount of the fees for participation in activities sponsored by the Association;
 - D. cause all officers or employees having fiscal responsibility to be bonded, as it may deem appropriate; and
 - E. file such annual reports as may be required by the State Corporation Commission and the laws of the Commonwealth of Virginia.
4. Number and Tenure. The number of Directors shall be fifteen (15). They shall be elected by the Directors then in office at the annual meeting of the Board of Directors as follows:
- At the initial annual meeting eight (8) Directors shall be elected for a one (1) year term and seven (7) shall be elected for a two (2) year term. All Directors thereafter shall be elected for a two (2) year term. Directors shall be chosen by a majority vote of those Directors entitled to vote at the annual meeting.
- The Administrators elected as provided in Article V of these By-Laws shall be ex-officio Directors. Their term on the Board shall commence with their election as Administrators (whenever in the calendar year this may occur) and shall continue until their successors are elected. In the event an elected Director is also chosen as one of the Administrators, his term and position on the Board shall be determined by his being an elected Director and shall have no additional vote as a Director because of his position as an Administrator.
- Any vacancy occurring in the initial or subsequent Board of Directors caused by the removal or resignation of a Director prior to the expiration of his normal term shall be filled at the next meeting of the Board of Directors by majority vote of the remaining Directors. Any Director appointed to fill such a vacancy shall serve until the expiration of the term of the Director whose position he was appointed to fill. Two members of the same family or household may not serve on the Board of Directors simultaneously.
5. Absence of Director. A Director who is absent from three (3) consecutive regular meetings of the Board of Directors without valid cause may be removed by a vote of a majority of the

membership of the Board of Directors; provided that the Board of Directors cause to be transmitted to such Director, upon his being absent from two (2) consecutive such meetings, notice in writing at least five days prior to the third meeting, of the contemplated action of the Board of Directors, should he fail to attend the third such meeting or fail to furnish a sufficient explanation of his absence. The sufficiency of such explanation shall be determined by the Board of Directors and its determination shall be final.

6. Meetings of Directors.

Annual meetings of the Board of Directors shall be held in March of each year. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without any other notice.

Special meetings of the Board of Directors may be called by the President or any three (3) Directors by giving notice thereof as required by Section 7 of the Article IV. The persons calling a special meeting of the Board of Directors may fix any reasonable location as the place for the holding of such special meeting.

7. Notice. When notice of any meeting of the Board of Directors is required, such notice shall be given at least three (3) days previous to such meeting by written notice delivered to the residence of each Director or sent by mail to each Director at his address as shown on the records of the Association. If mailed, such notice shall be deemed delivered when deposited postage prepaid in the United States mail in a sealed envelope properly addressed. Any Director may waive notice of any meeting before or after the time of the meeting stated therein and attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation or the By-Laws.

8. Quorum. A majority of the Board of Directors attending in person or by proxy shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

9. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically required by law, the Articles of Incorporation, or these By-Laws.

10. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors may be reimbursed for his actual expenses incurred in the performance of his duties as Director.

11. Proxies. Each Director is entitled to vote in person or by proxy at all meetings of the Board of Directors. All proxies shall be executed in writing by the Director and filed with the Secretary. No proxy shall extend beyond the date of the meeting for which it is given.

Article V

OFFICERS AND THEIR DUTIES

1. Officers. The officers of the Association shall be a President, Vice President, Secretary, Treasurer, Finance Chairman, Membership Chairman, Publicity Chairman, and the Administrators of the following activities: Baseball, Softball, Basketball, Football, Cheerleaders, and Equipment Manager. Additional officers may be established, from time to time, as deemed necessary by the Board of Directors to carry out the Association's objectives.

No officer shall receive compensation for any service they may render to the Association; however, they may be reimbursed for their actual expenses incurred in the performance of their duties, upon approval by the Board.

2. Election of Officers. The election of Officers shall take place at the annual meeting of the Board of Directors following the election of Directors for the new year of the Association. Officers, other than Administrators of the various sports, must also be Directors of the Association. An Administrator's office not filled at such annual meeting due to a lack of candidates deemed qualified by the Board of Directors shall be filled as soon thereafter as a qualified candidate can be found.
3. Term of office and Vacancy. Officers shall be elected for a one (1) year term which shall expire at the next annual meeting of the Directors. The President shall serve at the pleasure of the Board. A vacancy in any office arising because of death, resignation, removal, or otherwise, may be filled by the Board of Directors by majority vote for the unexpired portion of the term.
4. Removal. Any officer may be removed by the Board of Directors whenever in its sole judgement the best interest of the Association will be served thereby.
5. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
6. Duties. The duties of the Officers are as follows:

President

- A. Preside at meetings of the Association and of the Board of Directors.
- B. Appoint all committees with approval of the Board for the effective operation of the Association.
- C. Rule on all protests and disputes.
- D. Act as chief executive officer of the Association responsible for all its affairs.
- E. Sign all documents to bind or obligate the Association.
- F. Assure orders and resolutions of the Board are carried out, and other Officers and Agents perform their duties and responsibilities.

- G. Act as final authority on interpretation of rules.
- H. Coordinate all operations of Association.
- I. Co-sign all checks for expenditures of the Association which are drawn by the Treasurer in excess of \$500.00.
- J. Serve as an ex-officio member of all committees.

Vice President

- A. Conduct the Association's affairs in the absence of the President.
- B. Assist President as directed in conducting the affairs of the Association.
- C. Serve as coordinator/liaison of committees appointed by the President.

Secretary

- A. Maintain in full the minutes of all meetings of the Association's Board of Directors.
- B. Maintain a complete record of all activities and corporate affairs, including permanent and legal papers.
- C. Prepare and send notices of meetings and minutes to the Board of Directors.
- D. Prepare and distribute necessary written correspondence as directed by the President or the Board of Directors. Also includes other duties relative to the office.
- E. Transfer to successor all records, equipment, etc., belonging to the Association.

Treasurer

- A. Receive and deposit in appropriate bank accounts, as directed by the Board, all monies of the Association.
- B. Disburse such funds for expenditures of the Association that are \$500.00 or less.
- C. Co-sign all checks with President for expenditures of the Association that exceed \$500.00.
- D. Maintain proper account of all funds received and disbursed by the Association.
- E. Provide financial statements to the Board at each regularly scheduled meeting.
- F. Make available all books and financial records for audit.
- G. Assure all bills approved by President and Board are paid in a timely manner by check only.

- H. Perform other duties relative to the office as may be authorized by the President and/or Board.
- I. Transfer to successor all records, funds, etc., belonging to the Association.

Equipment Director

- A. Order, distribute, store, return, and inventory all equipment owned by the Association.
- B. Act as Chairman of Equipment Committee to Assist in their function.
- C. Maintain accurate records on issued equipment such as a roster of distribution.
- D. Purchase and distribute equipment as authorized by the Board of Directors.
- E. Submit to Board at annual meeting report on activities conducted during the year.
- F. Coordinate with various sports directors to assure equipment needed for sports are purchased prior to start of season.
- G. Perform other duties relative to the office as may be authorized by the President and/or Board.
- H. Transfer to successor all records, etc., belonging to the Association.

Finance Director

- A. Act as Chairman of Finance Committee to assist in all fund raising programs.
- B. Coordinate and direct all fund raising activities of the Association.
- C. Obtain sponsors and advertisers.
- D. Maintain accurate records of all committee activities including dates and financial statements.
- E. Perform other duties relative to the office as may be authorized by the President and/or Board.
- F. Transfer to successor all records, etc., belonging to the Association.

Publicity Director

- A. Act as Chairman of the Publicity Committee.
- B. Collect all information pertaining to the activities of the Association for the promotion of the Association; and provide such information to press, radio, TV, and/or any other sources of public information.
- C. Establish and distribute publicity for each sport, including announcements of registration for each sport.

- D. Perform other duties relative to the office as may be authorized by the President and/or Board.
- E. Transfer to successor all records, etc., belonging to the Association.

Membership Director

- A. Direct registration of members and maintain a master membership list.
- B. Maintain rosters for all teams, and provide necessary documentation to league officials.
- C. Coordinate with Administrators to assure members are kept aware of current activities of the Association.
- D. Perform other duties relative to the Office as may be authorized by the President and/or Board.
- E. Transfer to successor all records, etc., belonging to the Association.

Administrators of Baseball, Basketball, Football,
Girls' Softball, and Cheerleading

- A. Directs the sport for which each Administrator is designated with the help of assistants as approved by the Board of Directors.
- B. Act as voting representative to the affiliated local organizations or the Association, and report in writing to the Board of Directors of actions taken. If the office of Administrator of a particular activity is vacant for any reason the voting representative of the Association to the affiliated local organization shall be the President or his designee.
- C. Advise and keep Board aware of all activities associated with sport.
- D. Prepare proposed budget for sport, direct registration, attend league meetings, coordinate activities with Equipment, Membership, and Publicity Directors.
- E. Organize teams upon completion of registration.
- F. Act as head of the Coaching Committee for their sport and present names of coaches to the Board of Directors for approval.

Article VI

COACHES

A Board of Coaches shall be formed for each sport in which the Association participates consisting of three (3) persons. The Chairman shall be the Administrator of that sport who shall appoint two (2) other persons with the approval of the Board of Directors.

The Board of Coaches have the following responsibilities:

- A. Selection of managers, coaches, sponsors, and assistant coaches for each team or squad.
- B. Assure teams are properly selected, avoiding the possibility of "stacked" teams.
- C. Handling complaints (made in writing and signed by the complainant) against coaches, managers, sponsors, or assistant coaches with recommendations for a solution forwarded to the Board of Directors for proper disposition.
- D. Assure coaches are aware that they have full charge of and responsibility for the operation of their teams for compliance with the Association and affiliated organization's Articles, By-Laws, Rules and Regulations.

Article VII

AMMENDMENTS

These By-Laws, or any portions thereof, may be amended or repealed by two-thirds vote of the Board of Directors at any duly constituted meeting provided that written notice of such proposed changes be mailed to each member of the Board of Directors at least seven (7) days prior to the meeting at which such proposed changes shall be submitted to vote.

In the case of any conflict between the Articles of Incorporation and the By-Laws, the Articles shall control.

Article VIII

MISCELLANEOUS

1. Fiscal year. The fiscal year of the Association shall begin on the first day of March and end on the last day of February in each year.
2. Financial Statement. The Board of Directors shall cause to be prepared, at least fifteen (15) days prior to the annual meeting of the Association, a statement of the financial condition of the Association covering the previous fiscal year, and a consolidated balance sheet showing the assets and liabilities of the Association.
3. Annual Report. Between January 1 and March 1 of each year, the Association shall file an annual report with the State Corporation Commission, as required by Section 13.1-282 of the Code of Virginia (Cum. Supp. 1977). Such report shall be made on forms supplied by the State Corporation Commission and shall supply all the information required by the foregoing statute.

Woolridge Athletic Association
Amendments to the Association By-Laws
Adopted March 28, 1999

1. The Association's fiscal year is hereby changed to begin on the first day of September and end on the last day of August in each year. Furthermore, the Association's annual meeting shall hereby be held in September of each year beginning in the year 2000.
2. The Association's Board of Directors is hereby changed to have a *maximum* of fifteen (15) Directors. The Association may hereby function with less than fifteen (15) Directors should there be insufficient candidates who receive an affirmative vote by the majority of the Directors entitled to vote.
3. Notice of any meeting of the Board of Directors shall hereby *be properly* made, including but not limited to: a phone call, personal contact, written notice via US mail, email or fax, at least three (3) days previous to such meeting.
4. Only those checks for expenditures in excess of \$1000 shall hereby require the signature of both the Association President and Treasurer.

s/ David W. King 5-20-99
President
Woolridge Athletic Association