

BYLAWS
OF THE
SPRINGFIELD/SOUTH COUNTY
YOUTH CLUB

ARTICLE I - NAME, OFFICES AND PURPOSE

1. NAME.

The name of the corporation shall be the Springfield/South County Youth Club.

2. OFFICE.

The principal office of the corporation shall be located at 7075 Newington Road, Unit G, Lorton, Virginia 22152. The corporation may have such other offices, either within or outside of the Commonwealth of Virginia as the Board of Directors may designate, or as the business of the corporation may from time to time require.

3. PURPOSE.

The purpose of the corporation shall be to provide a variety of athletic programs for boys and girls, ages four (4) through nineteen (19) (eligible ages within this range for participants are determined by each individual athletic program) or through their senior year of high school, which promotes character development, good sportsmanship and exemplary behavior.

4. NON-STOCK CORPORATION.

The corporation shall be a voluntary, non-profit corporation and shall have no capital stock, its object and purpose being solely of a benevolent character and not for individual pecuniary gain or profit of its members. It shall receive, invest and disburse funds and hold property for the purposes of the corporation.

5. INCOME AND ASSETS OF THE CORPORATION.

A. No part or portion of the net earnings (or any of the other income) and/or the assets of the corporation shall be used for the benefit of any private individual or member of the corporation.

B. No part or portion of the net earnings (or any of the other income) or the assets of the corporation shall be distributable to its members, trustees, officers, or other private persons, but the corporation shall be authorized and empowered to pay reasonable compensation for services

rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3 (above) of this Article I.

6. LOBBYING AND POLITICAL ACTIVITY.

The corporation shall not (nor shall anyone on its behalf) engage in carrying on propaganda or otherwise attempt to influence legislation, or participate 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. Notwithstanding the foregoing, the club may take a position on issues that impact youth sports in any way, including without limitation funding, resources or access to facilities, and may interact with elected officials or communicate with its membership in that context

7. COMPLIANCE WITH THE INTERNAL REVENUE CODE.

The corporation shall not engage in any other activities not permitted by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, notwithstanding any other provision of these bylaws.

ARTICLE II - MEMBERSHIP

1. MEMBERSHIP.

A. Any person who lives in northern Virginia and is over eighteen (18) years of age is eligible to become a member of the corporation upon completing an application for membership and payment of all required dues, fees and/or other assessments. If a parent or guardian registers a child to participate in one or more of the corporation's youth activities, that parent or guardian shall become a member of the corporation subject to fulfilling all of the requirements of membership as contained in these bylaws.

B. Membership in the corporation shall be for the corporation's fiscal year (as defined below), upon payment of all required dues, fees and/or other assessments, unless a member is removed for cause as described in Article II, Section 2 (below) of these bylaws.

C. In the event a parent registers a child (or children) to participate in one or more of the corporation's youth activities, only one parent per family is eligible to vote during any meeting of the corporation.

D. All members of the Board of Directors, managers, coaches, assistants and volunteers are members of the corporation, but are not required to pay dues, fees and/or other assessments unless they have a child participating in one of the corporation's youth activities.

2. REMOVAL OF A MEMBER.

A. Any member may be removed for good cause from the corporation. Good cause is defined as a member being involved in any activity which would undermine, conflict with, or adversely affect the purpose, activities or programs of the corporation.

B. The Board of Directors shall establish written procedures for the removal of a member of the corporation.

3. RECORD BOOK OF MEMBERS.

The corporation shall keep a record book containing the names and addresses of all of its members.

ARTICLE III - MEETINGS OF THE MEMBERS

1. ANNUAL MEETING.

The annual meeting of the members, for the purpose of electing directors and for the transaction of such other business as may come before the meeting, shall be held on the second Thursday in the month of May in each year at the hour of eight (8) o'clock P.M., unless the Board of Directors shall designate another date and time, which must be in the month of May and must commence between the hours of eight (8) o'clock A.M. and eight thirty (8:30) o'clock P.M.

2. SPECIAL MEETINGS.

A. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president, or by a majority of the directors, or shall be called by the president at the request of not less than one hundred (100) members of the corporation who are in good standing and are entitled to vote at any such meeting..

B. Any request for a special meeting must clearly state the specific purpose of the meeting. No business may be conducted at the special meeting other than that specifically stated as the purpose of the meeting.

3. PLACE OF MEETING.

A. The Board of Directors may designate any place, either within or outside of the Commonwealth of Virginia, unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting.

B. If no designation is made, the place of the meeting shall be the principal office of the corporation.

4. NOTICE OF MEETING.

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than sixty (60) days before the date of the meeting, which notice shall be given in person, by first class mail, or by e-mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears in the book of the members of the corporation, with postage thereon prepaid. If e-mailed, such notice shall be deemed to be delivered when the sender hits the send button of his or her computer or other device.

5. CLOSING OF THE BOOK OF MEMBERS OR FIXING OF RECORD DATE.

A. For the purpose of determining members entitled to notice of or to vote at any meeting of the members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the directors of the corporation may provide that the books shall be closed for a stated period but not to exceed, in any case, thirty (30) days. If the book containing the list of members shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, such books shall be closed for at least twenty days (20) immediately preceding such meeting.

B. In lieu of closing the books, the directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than fifteen (15) days and, in case of a meeting of members, not less than twelve (12) days prior to the date on which the particular action requiring such determination of members is to be taken. If the books are not closed and no record date is fixed for the determination of members entitled to notice of or to vote at the meeting of members, the date on which notice of the meeting is delivered, mailed or e-mailed shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been provided in this section, such determination shall apply to any adjournment thereof.

6. VOTING LISTS.

The officer or agent having charge of the book containing the list of members of the corporation shall make, at least ten (10) days before each meeting of members, a complete list of the members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of each member, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the principal office of the corporation and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. The original book containing the list of members shall be prima facie evidence as to who are the members entitled to vote at the meeting of members. Any person claiming to have a right to vote shall be permitted to inspect the list of members entitled to vote, and shall be permitted to cast a provisional ballot if he or she is not on the list. The Board will then determine whether such person is entitled to vote, and the vote shall not be final until such determination is made.

7. QUORUM.

A. At least thirty (30) members of the corporation, represented in person or by proxy, shall constitute a quorum at the meeting of members. If less than said number of members are represented at a meeting, a majority of the members so represented may adjourn the meeting without further notice.

B. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

8. PROXIES.

At any meeting of the members, a member may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting.

9. VOTING.

A. Each member entitled to vote in accordance with the terms and provisions of the Articles of Incorporation and these bylaws shall be entitled to one vote, in person or by proxy. Members entitled to vote may do so at the meeting, by written proxy, or by electronic voting, if electronic voting has been established by the Board.

B. Upon the demand of any member, the vote for directors and any question before the meeting shall be by secret ballot.

C. All elections for directors and all other questions shall be decided by majority vote except as otherwise provided by the Articles of Incorporation, the bylaws of the corporation or the laws of the Commonwealth of Virginia.

10. PRESIDING OFFICERS.

A. Meetings of the members shall be presided over by the president unless he (or she) is absent, or requests a vice-president to preside, in which case such vice-president shall preside. If a vice-president cannot preside over the meeting, the president may select another individual to conduct the meeting.

B. The secretary, or in his (or her) absence, a person selected at the meeting, shall act as the secretary of the meeting.

11. ORDER OF BUSINESS.

The order of business at all annual meetings of the members shall be as follows:

1. Roll Call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of the minutes of the preceding meeting.
4. Reports of Officers, if any.
5. Reports of Committees, if any.
6. Election of Directors.
7. Unfinished Business.
8. New Business.

12. INFORMAL ACTION BY THE MEMBERS.

Unless otherwise provided by law, any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if the consent is unanimous, in writing (including e-mail), sets forth the action so taken, and is signed or otherwise verified by all of the members entitled to vote with respect to the subject matter thereof.

13. NOMINATION AND ELECTION OF DIRECTORS.

A. The president shall appoint an Election Committee no later than March 15th each year consisting of three (3) or more members of the corporation, all of whom may be directors but none of whom may be up for reelection, to plan and supervise nomination and election of directors at the annual meeting. This will be done in accordance with the Nomination and Election Procedures previously approved by the Board of Directors.

B. The Election Committee will provide the Board of Directors with any proposed modifications to the previously approved Nomination and Election Procedures of directors at the annual meeting no later than April 15th.

C. The Board of Directors can approve in whole, or in part, or disapprove, the proposed rules from the Election Committee, but the Board of Directors must have written rules for the election of directors at the annual meeting finalized no later than May 1st.

ARTICLE IV - BOARD OF DIRECTORS

1. GENERAL POWERS.

The business and affairs of the corporation shall be managed by its Board of Directors. The directors shall in all cases act as a board, and they may adopt such rules and regulations for

the conduct of their meetings and the management of the corporation, as they deem proper, not inconsistent with these bylaws and the laws of the Commonwealth of Virginia. The Board of Directors shall:

- a. have the power to initiate and approve plans, programs, rules and regulations for the welfare of boys and girls;
- b. have custody and management of the land, buildings, equipment, securities and all other properties of the corporation;
- c. adopt the annual budget of the corporation;
- d. have the power to borrow funds, raise and disburse funds, invest and reinvest funds of the corporation;
- e. have the power to sell, buy and exchange the properties and securities of the corporation;
- f. make contracts, as may be necessary, to carry out the purposes of the corporation;
- g. appoint and discharge, or delegate the power to appoint and discharge, employees, members and volunteers of the corporation; and
- h. fix the compensation of all employees of the corporation.

2. ELECTION OF DIRECTORS.

Directors shall be elected at each annual meeting of the members to succeed those directors whose terms have expired and to fill any existing vacancies. No individual shall be elected as a director without his (or her) prior consent.

3. NUMBER, TENURE AND QUALIFICATIONS.

A. The Board of Directors of the corporation shall consist of either six (6), nine (9), twelve (12), fifteen (15), eighteen (18) or twenty one (21) members but, in event, the number of directors shall always be evenly divisible by three (3).

B. The term of a director shall be for three (3) years. A director shall hold office until his (or her) successor shall have been elected and qualified.

C. Directors shall be elected annual meeting of the members, at which time 1/3 of the members of the Board of Directors shall be elected for three (3) year terms.

D. A director shall not be required to be a resident of the Commonwealth of Virginia.

4. REGULAR MEETINGS.

A. A regular meeting of the Board of Directors shall be held without other notice than these bylaws immediately after, and at the same place as, the annual meeting of the members.

B. In addition to the meeting after the annual meeting, the Board of Directors shall hold a meeting on the second Thursday of every month, absent any action by the Board of Directors to reschedule or otherwise defer the meeting. In the event that such meeting is rescheduled or deferred, notice shall be given by the Board of Directors by posting the change of meeting date on the corporation's website .

C. Monthly meetings are open to the members of the corporation. Any member desiring to discuss a corporation matter at a regular monthly meeting shall submit a request in writing to the president at least two (2) weeks prior to the monthly meeting stating the nature and details of the issue to be discussed. The president shall advise the member if his or her request is granted or denied, and if the request is approved, the time allocated to discuss the matter.

D. The Board of Directors may hold meetings in executive session, when requested by the president or upon a majority vote of the Board of Directors, to discuss personnel matters or other sensitive issues. Executive sessions are limited to the directors of the corporation and such other personnel as may be needed to resolve (or discuss) the issue which required the executive session.

E. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

5. SPECIAL MEETINGS.

A. Special meetings of the Board of Directors may be called by or at the request of the president or any director. The person or persons authorized to call special meetings of the directors may fix the place for holding any special meeting of the directors called by them.

B. Notice of any special meeting shall be given at least five (5) days prior to such meeting by written notice delivered to each director in person, by first class mail or by e-mail to the director's address of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears in the book of the members of the corporation, with postage thereon prepaid. If e-mailed, such notice shall be deemed to be delivered when the sender hits the send button of his or her computer or other device.

C. A director's attendance at or participation in a meeting waives any required notice to him (or her) of the meeting unless the director, at the beginning of the meeting or promptly upon his (or her) arrival objects to holding the meeting or transacting business and does not thereafter vote for or assent to action taken at the meeting.

6. URGENT MATTERS

The Board of Directors is authorized to vote on an Urgent Matter via e-mail provided that there is a quorum. All such matters shall be presented for ratification at the next scheduled Board of Directors' meeting. "Urgent Matter" is defined as being a time-sensitive issue that in the opinion of the President should be resolved before the next scheduled Board of Directors meeting.

7. QUORUM.

At any meeting or vote of the Board of Directors, a majority of directors shall constitute a quorum for the transaction of business.

8. MANNER OF ACTING; VOTING.

Each director on the Board of Directors shall be entitled to one vote. 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 of Directors.

9. PRESUMPTION OF ASSENT.

A director of the corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his (or her) dissent shall be entered in the minutes of the meeting or unless he (or she) shall file his (or her) written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

10. PARTICIPATION IN MEETINGS: USE OF COMMUNICATION DEVICES.

Any or all directors of the corporation may participate remotely in a regular or special meeting of the Board of Directors by, or conduct the meeting through, the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by such means shall be deemed to be present in person at the meeting, subject to the limitations below. Attendance in this manner shall be limited to no more than four (4) such meetings in a twelve (12) month period by any individual director. Unless the President decides otherwise, no more than 25% of a quorum for any such meeting may be comprised of directors participating remotely..

11. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

A. Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason, except the removal of directors without cause, may be filled by a vote of a majority of the directors then serving in office, although less than a quorum exists.

B. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members.

C. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his (or her) predecessor.

12. REMOVAL OF DIRECTORS.

A. Any or all of the directors may be removed for cause, or without cause, by a majority vote of the members of the corporation who are entitled to vote.

B. A director may be removed by the members only at a meeting called for the purpose of removing him (or her). The meeting notice shall state that the purpose, or one of the purposes of the meeting, is removal of the director or directors.

C. Any director who has three (3) unexcused absences within a one (1) year time frame may receive a written warning by the President. Following a written warning, a special meeting as referenced in subsection B above may be called at the Board of Director's discretion for the purpose of removal of the director. Such special meeting may be held at the same time as a regular Board Meeting.

13. RESIGNATION.

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

14. EXECUTIVE AND OTHER COMMITTEES.

The board, by resolution, may designate from its members an executive committee and other committees, each consisting of two or more members. Each such committee shall serve at the pleasure of and under the direction of the Board of Directors.

15. COMPENSATION.

A. No compensation shall be paid to directors for their services as directors of the corporation.

B. The Board of Directors may authorize, by resolution that the directors be paid for their expenses in attending regular or special meetings.

C. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for such service.

16. INFORMAL ACTION BY DIRECTORS.

Unless otherwise provided by law, any action required to be taken at a meeting of the directors, or any other action which may be taken at a meeting of directors, may be taken without a meeting if such action is consented to in writing (including e-mail), setting forth the action so taken, and signed or otherwise verified by all of the directors entitled to vote with respect to the subject matter thereof.

ARTICLE V - OFFICERS

1. NUMBER.

The officers of the corporation shall be a president, a vice-president of operations, a vice-president of activities, a secretary and a treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

2. ELECTION AND TERM OF OFFICE.

The officers of the corporation to be elected by the Board of Directors shall be elected annually at the first meeting of the Board of Directors held after each annual meeting of the members. Each officer shall hold office until his (or her) successor shall have been duly elected and shall have qualified, or until his (or her) death, or until he (or she) shall resign, or shall have been removed in the manner hereinafter provided.

3. RESIGNATION AND REMOVAL.

A. An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the successor does not take office until the effective date. The Board may choose not to accept the officer's resignation, and instead remove him or her for cause.

B. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.

C. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the Board of Directors.

D. An officer's removal without cause does not affect the officer's contract rights, if any, with the corporation.

4. VACANCIES.

A vacancy in office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5. PRESIDENT.

A. The president shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation.

B. The president shall, when present, preside at all meetings of the members and attend all meetings of the Board of Directors.

C. The president shall sign with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed.

D. The president shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors from time to time.

6. VICE-PRESIDENT OF OPERATIONS.

A. The vice-president of operations shall be responsible for the operations and programs of the corporation including, but not limited to, special projects, awards and ceremonies, logistics and support, registration, news, and publicity, and fund raising. The director of each program (including but not limited to registration, newsletter, automation, insurance, volunteers) shall report directly to the vice-president of operations.

B. In the absence of the president or in the event of his (or her) death, inability or refusal to act, the vice-president of operations shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

C. The vice-president of operations shall perform such other duties as from time to time may be assigned to him (or her) by the president or by the Board of Directors.

D. The vice-president of operations shall hire administrative assistants as needed to carry out the operations of the corporation. The administrative assistants shall maintain a book of operating procedures as approved by the Board of Directors. The procedures shall include, but not be limited to: program guides; purchasing policies; registration, fees and assessments; tournaments; facility operation; publicity; equal opportunity; conduct at functions of the corporations; fundraising; and other policies or procedures as established by the Board. The administrative assistants shall provide each member of the Board of Directors with a copy of the book of operating procedures, to include any updates to such book.

7. VICE-PRESIDENT OF ACTIVITIES.

A. The vice-president of activities shall be responsible for all sports' activities of the corporation including, but not limited to, bowling, basketball, tennis, football, soccer, softball, cheerleading, volleyball, rugby, and lacrosse. The commissioners of each activity shall report directly to the vice-president of activities.

B. In the absence of the president and the vice-president of operations or in the event of (their) his (or her) death, inability or refusal to act, the vice-president of activities shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

C. The vice-president of activities shall perform such other duties as from time to time may be assigned to him (or her) by the president or by the Board of Directors.

D. Each sports activity shall be headed by a commissioner who has the authority to conduct the activity in the best interests of the corporation, subject to guidance and control of the vice-president of activities and the Board of Directors.

8. SECRETARY.

A. The secretary shall keep the minutes of the members' and of the directors' meetings in one or more books provided for that purpose, and see that all notices are duly given in accordance with the provisions of these bylaws or as required.

B. The secretary shall be the custodian of the corporate records and of the seal of the corporation.

C. The secretary shall keep a register of the post office address and e-mail address of each member which shall be furnished to the secretary by such member.

D. The secretary shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him (or her) by the president or by the Board of Directors.

9. TREASURER.

A. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever; and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as approved by the Board of Directors and in accordance with these bylaws. The treasurer shall make all payments authorized by the Board of Directors.

B. The treasurer shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned him (or her) by the president or by the Board of Directors.

C. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his (or her) duties in such sum and with such surety or sureties as the Board of Directors shall determine.

D. The treasurer shall make reports to the Board of Directors, regarding the financial situation of the corporation, at each regular meeting of the Board of Directors.

E. The treasurer shall be responsible for hiring an accountant to audit the finances of the corporation. The auditor shall report any financial problems to the treasurer as such issues may arise and the treasurer shall convey all such reports to the Board of Directors.

10. SALARIES.

No officer of the corporation shall receive a salary for his or her work as an officer of the corporation.

ARTICLE VI - CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. CONTRACTS.

The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

2. LOANS.

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

3. CHECKS, DRAFTS, ETC.

A. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the treasurer, or in his (her) absence, such other officer or officers of the corporation as the treasurer may designate and/or in such manner as shall from time to time be determined by resolution of the Board of Directors.

B. All checks in amounts of over Three Thousand Dollars (\$3,000.00) shall be signed by two (2) officers of the corporation.

4. DEPOSITS.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII - EQUAL OPPORTUNITY POLICY

1. EQUAL OPPORTUNITY POLICY.

A. The corporation does not discriminate against directors, officers, employees, coaches, volunteers, players, and referees and/or officials based upon race, color, national origin, ancestry, creed, religion, age, disability or handicap, sex, marital status, family responsibilities, matriculation, personal appearance, sexual orientation, political affiliation or veteran status.

B. The corporation will make any reasonable effort to ensure that all coaches, volunteers, players and referees and/or officials will receive equal opportunity in all matters relating to the corporation, including but not limited to: selection for coaching positions and coaching assignments; volunteer utilization, placement and assignments; player placement on a team and selection for all star teams; training; playing/working locations (i.e courts, fields etc.); and selection to serve as an official or referee.

2. WRITTEN EQUAL OPPORTUNITY POLICY.

A. The corporation shall have a written equal opportunity policy which shall include a procedure for filing complaints for alleged violations of the equal opportunity policy.

B. The president of the corporation shall appoint an equal opportunity officer for the corporation to receive and/or resolve alleged violations of the equal opportunity policy.

ARTICLE VIII - ANNUAL AUDIT; ETHICS

1. AUDIT

A. The corporation shall have a financial audit on an annual basis by an independent certified public accountant.

B. The audit will be reviewed by at least a five (5) person Audit Committee chosen by the president, and which shall consist of the treasurer, two (2) additional directors and two (2) members of the corporation who are not directors or officers of the corporation.

2. ETHICS AND USE OF FUNDS POLICY

The Board of Directors shall have a written policy on ethics and the use of funds by members of the corporation.

ARTICLE IX - CORPORATE RECORDS

1. MINUTES OF MEETINGS.

The corporation shall keep as permanent records, minutes of all meetings of the members and Board of Directors, and all actions taken by the members and Board of Directors.

2. ACCOUNTING RECORDS.

The corporation shall maintain appropriate accounting records.

3. SPECIFIC RECORDS.

In addition to any other records required by these bylaws, or by statute, the corporation shall maintain a copy of the following records:

- A. The corporation's Articles of Incorporation, or restated Articles of Incorporation, and all amendments to them currently in effect;
- B. The corporation's bylaws, or restated bylaws, and all amendments to them currently in effect;
- C. All written communications to members within the past three years, including any financial statements that may have been furnished to the members during the past three years;
- D. A list of the names and business addresses of the corporation's current directors and officers;
- E. The corporation's annual reports delivered to the State Corporation Commission of Virginia; and
- F. Copies of the annual financial audit of the corporation, to include any written reports or comments by members of the corporation about the financial audit.

4. FORM OF RECORDS.

The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

ARTICLE X - FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of July in each year and end on the 30th day of June of each year.

ARTICLE XI - SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation, year of incorporation and the words, "Corporate Seal".

ARTICLE XII - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the corporation under the provisions of these bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing (including e-mail), signed or otherwise verified by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII - INDEMNIFICATION

1. GENERAL.

A. The corporation may in its discretion indemnify against liability a director, officer, agent, employee or other individual acting on its behalf who is the subject of a claim . The standards that the corporation will consider in determining the appropriateness of indemnification are as follows;

(i) He or she conducted himself or herself in good faith while acting on behalf of the corporation; and

(ii) He (or she) believed:

(a) In the case of conduct in his (or her) official capacity with the corporation, that his (or her) conduct was in its best interests; and

(b) In all other cases, that his (or her) conduct was at least not opposed to its best interests; and

(iii) In the case of any criminal proceeding, he (or she) had no reasonable cause to believe his (or her) conduct was unlawful.

B. A director's conduct with respect to an employee benefit plan for a purpose he (or she) believed to be in the best interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection (a) (ii) (bb) above.

C. The termination of a proceeding by judgment, order, settlement or conviction is not, of itself, determinative that the director did not meet the standard of conduct described above.

D. The corporation will provide Director and Officer insurance to provide appropriate coverage for actions taken by its directors, officers, agents, employees or other individuals acting on behalf of the corporation. In the event that a claim is made against an insured individual that exceeds the amount of insurance coverage, the indemnification provisions set forth in this paragraph shall govern the decision as to whether such excess claim and related defense costs should be paid by the corporation.

ARTICLE XIV - AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the members at any annual members' meeting or at any special members' meeting when the proposed amendment has been set out in notice of such meeting, or by a majority vote of the Board of Directors.

Adopted: May 19, 2008
Amended August 15, 2017