

FORT HUNT YOUTH ATHLETIC ASSOCIATION (FHYAA), Inc.
BYLAWS

ARTICLE I - DEFINITIONS

When the following terms appear in these BYLAWS they shall have the meaning ascribed to them by this article, except where otherwise specified.

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| ASSOCIATION: | Fort Hunt Youth Athletic Association, Incorporated |
| ARTICLES: | The ASSOCIATION's Articles of Incorporation |
| BOARD: | The ASSOCIATION's Board of Directors, as created by Article V hereof |
| BY LAWS: | These BYLAWS of the ASSOCIATION |
| MAJORITY: | A simple arithmetic majority, greater than 50 percent |

ARTICLE II - OBJECTIVES

The objectives of the ASSOCIATION shall be:

- I. To furnish wholesome recreation to the community, particularly youths up to 18 years of age

- II. To discourage juvenile delinquency by promoting and encouraging the interest of community youth in various forms of athletic endeavor

- III. To promote, by means of organized athletics, high standards of character and the development of good citizenship

ARTICLE III - MEMBERSHIP

SECTION 1: CLASSES OF MEMBERSHIP. There shall be one class of members who shall qualify meeting the provisions of one of the following subsections:

- (a) **AUTOMATIC QUALIFICATION.** A membership shall be recorded for each parent or guardian who has a child, or children participating in any sport sponsored by the ASSOCIATION.

(b) PROVISIONAL QUALIFICATION. A provisional membership shall be recorded for such person who is at least 16 years of age who demonstrates a willingness to serve as a volunteer participant in the ASSOCIATION.

SECTION 2: MEMBERSHIP. Application is deemed to be made when a parent registers a child for a FHYAA supported sport or when a volunteer coach or game official applies for and is approved to coach or officiate for FHYAA support sports activities.

SECTION 3: PERIOD OF MEMBERSHIP. The ASSOCIATION's membership year shall be from November 1 through October 31.

ARTICLE IV - MEETINGS OF MEMBERS

SECTION 1: ANNUAL MEETING. The annual meeting of the membership of ASSOCIATION shall be held in October of each year at a time and place selected by President. Notice of said meeting shall be given in accordance with Section 3 of this Article

SECTION 2: QUORUM AND VOTING. The presence of fifty (50) percent of active board members (the same number as represents a quorum for a meeting of the Board of Directors) shall constitute a quorum at the annual meeting. A MAJORITY of such quorum shall be required to decide any questions which come before the meeting, unless a greater proportion of votes are required for a particular action by statute, the ASSOCIATION's ARTICLES or these BY LAWS.

SECTION 3: NOTICE. Notice of any meeting of the membership may be given by publication in a local newspaper of general circulation or by email notification to the membership, at least once a week for two

successive calendar weeks, or in any other manner which is selected by the BOARD and which is reasonably designed to give full and adequate notice to all the membership.

SECTION 4: ORDER OF BUSINESS. The order of business, and as far as is consistent with the purpose and nature of any other meetings of the membership, shall be:

- (a) Proof of due notice of the meeting.
- (b) Reading and disposition of any unapproved minutes.
- (c) Annual report of Officers and Committees.
- (d) Presentation of financial statement as of the end of the previous month.
- (e) Election of Directors.
- (f) Old Business.
- (g) New Business.
- (h) Adjournment.

The rules contained in "*Robert's Rules of Order, Revised Edition*" shall govern all cases to which they are applicable and in which they are not inconsistent with these BYLAWS and the ARTICLES.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1: BOARD OF DIRECTORS. The affairs of the Association shall be managed by a Board of Directors. The BOARD shall consist of four Officers; the Commissioner of each FHYAA sponsored sport; and up to twelve (12) Directors who shall hold office for two year terms. At each Annual Meeting of the membership the members may elect up to six Directors, each for a term of two years.

SECTION 2: VACANCIES. Vacancies on the BOARD shall be filled by the President after approval by a MAJORITY of the BOARD, for the unexpired portion of the three year term.

If an officer is no longer able to serve, the president shall, upon receiving notification, call for a special election to fill the vacancy. If the office of president is vacant, the vice president shall assume the responsibilities of the president until such time that a special election is called to fill the vacancy. The vice president will call for a special election to elect a new president.

The special election to replace a vacancy in an officer position will be called for and voted upon not more than 60 days following notification of the vacancy.

ARTICLE VI - ELECTION OF BOARD OF DIRECTORS

SECTION 1: ELECTION. At each Annual Meeting of the membership, the members shall elect up to six At-Large Directors, each for a term of up to two years.

SECTION 2: NOMINATIONS. Nominations for election to the BOARD shall be made by a Nominating Committee which shall be one of the Standing Committees of the BOARD.

SECTION 3: NOMINATION COMMITTEE. The Nominating Committee shall consist of a Chairperson, who shall be a member of the BOARD, and two or more members of the ASSOCIATION or members of the BOARD. The Nominating Committee shall be appointed by the BOARD prior to each annual meeting of the members.

SECTION 4: NUMBER OF NOMINATIONS. The Nominating Committee shall make as many nominations for election to the BOARD as it shall at its discretion determine to be appropriate. Six (6) BOARD positions will be subject to election at each annual meeting.

The nominating committee shall provide the names of each nominee and the vacancy to which they have been nominated.

SECTION 5: UNCONTESTED ELECTIONS.

Prior to a vote, the Chair shall call for the election of all unopposed nominees by unanimous consent.

SECTION 6: WRITTEN BALLOTS. All elections not approved by unanimous consent shall be conducted by use of written ballots which shall:

- (a) Describe the vacancies to be filled;
- (b) Set forth the names of those nominated by the Nominating Committee for such vacancies; and
- (c) Contain a space for a write-in vote by the members for each vacancy.

SECTION 7: VOTING. Each member shall receive one ballot. Voting shall be in person, and not by proxy. A member may vote only once for each vacancy shown thereon.

SECTION 8: RESIGNATIONS. Any member of the BOARD may resign at any time. Such resignation can be made orally or in writing, and shall take effect at the time specified therein, and if no time be specified, immediately upon receipt by the BOARD President or Secretary. If such resignation is made orally, a record of the resignation will be included in the minutes of the next scheduled BOARD meeting.

In the case of resignation of an officer or chairperson, any official material in the possession of the officer or chairperson, shall be delivered to the BOARD President no later than ten days thereafter.

SECTION 9: REMOVAL FROM THE BOARD. A BOARD member may only be removed from office for cause. "For cause" specifically means that a BOARD member has performed an illegal act or has acted in such a way to bring harm or disrespect upon FHYAA or the BOARD.

Removal of a BOARD member requires a three-fourths (3/4) majority of the BOARD. It also requires that there first be a special meeting of the BOARD for the sole purpose of discussing and resolving the removal issue and at which the questioned BOARD member is given a reasonable opportunity to be heard.

ARTICLE VII - BOARD OF DIRECTOR'S MEETINGS

SECTION 1: MEETINGS. The regular meetings of the BOARD shall be held monthly or at regular intervals determined by the BOARD, the time and place to be determined by the BOARD at its first meeting of the year.

SECTION 2: SPECIAL MEETINGS. Special meetings may be called at any time by the President, upon three days' notice to all Directors. The President shall call a special meeting upon request of not less than five (5) Directors.

SECTION 3: PARLIAMENTARY AUTHORITY AND ORDER OF BUSINESS. Meetings of the BOARD shall be conducted according to "Robert's Rules of Order" unless inconsistent with these BY LAWS or the ARTICLES.

SECTION 4: QUORUM. A quorum for the conduct-of business at any meeting of the BOARD shall be fifty (50) % members of the BOARD. Voting shall be in person and not by proxy.

SECTION 5: ACTION WITHOUT MEETING. Any action required or permitted to be taken at any meeting of the BOARD may be taken without a meeting if, prior to such action, a vote is taken either orally or via electronic mail from a majority of the members of the BOARD.

ARTICLE VIII - OFFICERS

SECTION 1: Officer Positions. The Officers of the BOARD shall be a President, Vice-President, Secretary, and Treasurer.

SECTION 2: ELECTION OF OFFICERS. Any member of the BOARD may nominate a person for an Officer position. The Officers of the BOARD shall be chosen by a majority vote of the BOARD. An election of officers shall be held at the first meeting after the annual meeting of the ASSOCIATION's membership.

SECTION 3: OFFICER TERMS. All Officers shall hold office for a one (1) year term and may be re-elected on an annual basis by the Board.

SECTION 4: PRESIDENT. The President shall preside at all meetings of the BOARD, and shall have the general powers and duties of supervision and management usually vested in the office of President of a

Corporation. He/she shall sign all contracts and agreements in the name of the ASSOCIATION, be responsible for the general management of the ASSOCIATION, enforce these BYLAWS and perform all duties incident to this position and office which are required by law.

SECTION 5: VICE-PRESIDENT. The Vice-President shall perform all the duties of the President during the absence or disability of the President. He/she shall also perform such other duties as may be delegated to him or her generally by President or BOARD. He/she shall be prepared to assume the temporary role of Commissioner of a FHYAA sponsored sport, if a vacancy occurs.

SECTION 6: TREASURER. The Treasurer shall have the responsibility for all the funds and securities of the ASSOCIATION and shall deposit such funds to the credit of the ASSOCIATION in such bank or trust company as may be designated by the BOARD. He/she shall render to the President and the BOARD at the regular meetings of the BOARD, or whenever they may request it, a financial statement. All checks or other orders for the payment of money or other evidences of indebtedness issued in the name of the ASSOCIATION shall be signed by an officer or officers in such a manner as shall be determined from time to time by resolution of the BOARD.

The Treasurer's accounts shall be audited or reviewed annually after the books have been closed for the Fiscal Year by a certified public accountant (CPA). Upon completion of the audit or review, the accountant shall submit a report of the audit or review findings and conclusions. The CPA or CPA firm shall be selected by the Finance/Financial Review Committee and approved by BOARD within 120 days

after the Fiscal Year ends. The cost of the audit or review will be an annual expense of the BOARD and charged to the General Fund.

SECTION 7: SECRETARY. The Secretary shall give, or cause to be given, notice of all meetings of members and Directors, and all other notices required by law or by these BYLAWS. In his/her absence, any such notice may be given by any person thereunto directed by the President. He/she shall record all the proceedings of the meetings of the members and of Directors and shall be the custodian of the records and seal of the Corporation. He/she shall attend to all correspondence and all the duties incident to the office of the Secretary.

ARTICLE IX - COMMITTEES

SECTION 1: STANDING AND SPECIAL COMMITTEES.

The Board may establish standing and such committees as it determines necessary. Committees established by the Board shall stand until they reach established termination date(s) or are dissolved by the Board. The Board may dissolve any and all Committees, including those Committees, if any, whose enabling resolutions call for permanent status.

Current committees include:

1. Finance/Financial Review
2. Casey Scholarship
3. Nominating/Membership

4. Policies and Procedures
5. Communications and Public Outreach
6. Ombudsman
7. Fields and Facilities

SECTION 2: COMMITTEE CHAIRPERSON. The Chairperson of each of the standing and special committees shall be a member of the BOARD. The Chairperson of each Standing or Special Committees shall appoint the members of the committee from either the BOARD or from the membership of the ASSOCIATION.

ARTICLE X - CONDUCT OF ASSOCIATION BUSINESS

The operative documents for the conduct of the business of the ASSOCIATION shall be limited to applicable laws, the ARTICLES, these BYLAWS and the by laws, rules, regulations or other mandates required to be adopted by any broader organization with which the ASSOCIATION may associate, as provided in the ARTICLES. To the extent that there is a conflict between such mandates and the provisions of these BYLAWS, then such broader organization's mandates shall prevail. In the event this Article applies at any time, the current President shall keep available sufficient copies of said other mandates so that the membership may reasonably have the opportunity to inspect same.

ARTICLE XI - COMPENSATION

No officer or Director shall receive compensation in respect of his/her official duties as prescribed herein. However, to the extent that such official shall incur reasonable and necessary expenses, in furtherance of

the objectives of the ASSOCIATION, he/she shall be reimbursed to the extent thereof by the Treasurer, as a matter of course. No challenge to such reimbursement may be made by the BOARD at any time later than the second regular Board meeting following the challenged reimbursement, and no such challenge by the membership may be made any later than the next annual meeting after the reimbursement, at which meeting all prior acts of the BOARD and the officers are expressly approved, provided that records detailing such reimbursements are available for inspection by the members before such meeting.

ARTICLE XII - CONFLICT OF INTEREST

To avoid any conflict of interest, no proprietorship, partnership, corporation or business establishment may sell, convey or transfer goods or merchandise to the ASSOCIATION if the business is owned, managed or otherwise controlled, in whole or in part, by a member of the BOARD, unless approved by a majority vote of the BOARD. Such approval must be in writing and the circumstances of the sale, conveyance or transfer of goods or merchandise to the ASSOCIATION will be clearly described.

ARTICLE XIII - DISSOLUTION

SECTION 1 : PROCEDURE. The ASSOCIATION may consider dissolution upon a resolution of dissolution approved by a three-fourths (3/4) vote of BOARD. The question of dissolution must be submitted to a vote at an annual or special meeting of the membership of the ASSOCIATION. Notice shall be given of such meeting stating the purpose within the time and manner provided in these BYLAWS for the giving of notice of meetings of members.

SECTION 2: DISTRIBUTION OF ASSETS. The assets of the ASSOCIATION shall be applied and distributed as follows:

- (a) All liabilities and obligations of the ASSOCIATION shall be paid, satisfied and discharged, or adequate provision shall be made therefor;
- (b) Assets held by the ASSOCIATION upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
- (c) Any unencumbered assets remaining after the ASSOCIATION takes steps to meet the provisions of subsections (a) and (b) hereof shall be transferred or conveyed to one or more domestic corporations, societies or organizations engaged in activities substantially similar to those of the dissolving corporation, pursuant to a plan of distribution adopted as provided in the Virginia Non-stock Corporation Act or as a court may direct, in accordance with governmental regulations.

ARTICLE XIV - AMENDMENTS

The power to alter, amend, or repeal these BYLAWS or adopt new BYLAWS shall be vested in the BOARD.

Alteration, amendment or repeal of these BYLAWS shall require approval of three-fourths (3/4) majority of BOARD Voting may be by telephone, electronic mail, or in person; proxy voting is not permitted.

These By-Laws are duly adopted this 20th day of October, 2015