

**VIRGINIA YOUTH SPORTS BOOSTER CLUB
ORGANIZATION BY-LAWS**

ARTICLE I – NAME; OFFICE

1. Name. The name of this Organization is Virginia Youth Sports Booster Club (the “Organization”).
2. Address. The mailing address and principal office the Organization shall be established as directed by the Board of Directors of the Organization (the “Board”). The Organization may have other offices as the Board may determine from time to time. The Organization shall have, and continuously maintain in the Commonwealth of Virginia, a registered office in accordance with [section] 13.1-833 of the Code of Virginia. The registered office may be, but need not be, identical with the principal office.

ARTICLE II - PURPOSE

The Organization is organized and shall be operated exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations under section 501 (C) (3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future Internal Revenue laws, and the regulations pertinent thereto (the “Internal Revenue Code”).

The Organization is to be operated to develop and support athletic programs, support area athletes, foster local, national and international amateur athletic competition, and encourage and foster the awareness and support of such programs in the Woodbridge, Virginia metropolitan area community. The foregoing statement of purpose shall not be considered as limiting or restricting in any manner the powers conferred upon Organizations by Chapter 10 of Title 13.1, of the Code of Virginia of 1950, as amended, and, therefore, the Organization shall have the power to transact any business not prohibited by law or required to be stated therein. No substantial part of the activities of the Organization shall be carrying on of propaganda or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Organization shall only carry on any activities permitted to be carried on (i) by a Organization exempt from federal income tax under section 501 (C) (3) of the Internal Revenue Code, or (ii) by a Organization, contributions to which are deductible under section 170 (C) (2) of the Internal Revenue Code.

ARTICLE III – MEMBERS

Membership in VYSBC is defined as a parent or guardian over the age of 18 who enrolls a registered competitive athlete at YOUTH SPORTS, VIRGINIA TRAINING CENTER. All dues (if appropriated), fees and deposits (to both Boosters and Youth Sports) must be paid to maintain voting privileges and the athletes' competitive privileges. Junior level instructors/coaches are considered registered competitive athletes.

Member: It is the policy of the VYSBC to support all team athletes even if the athlete's parents are not our members or even if the athlete's parents do not participate in fund-raising activities. The support of an athlete will not depend on the fund-raising efforts of the athlete's parents. This policy will be clearly known to our members.

Voting Rights: Each family is entitled to one vote on each matter submitted to a vote of the members.

Termination of membership: The Board may (i) by affirmative vote of two-thirds of all directors, suspend or expel a member for cause or for conduct prejudicial to the best interests of the Organization, provided that a statement of the charges shall have been mailed to the last recorded address of the member at least 15 days before final action is taken thereon. A member may resign by filing a written resignation with the Secretary, or once the member's child(ren) are no longer participants of the competitive team.

Reinstatement: Upon written request signed by a former member and filed with the Secretary, the Board may, by the affirmative vote of two-thirds of the members of the Board, reinstate the former member to membership upon such terms as the Board may deem appropriate.

Non-transferability of Membership: Membership in this Organization is not transferable.

Meetings: An annual meeting of members will be held during the last quarter of each fiscal year, or 30 days written notice prior to the meeting if changed. The purpose of this meeting shall be:

1. To discuss the season as a whole.
3. To elect members to the Board of Directors.
4. To discuss activities of the Organization, if any.
5. To discuss any other issues of concern to the general membership.

There shall be at least one additional meeting of the members during each fiscal year, with the number of meetings and location being determined by the

directors. The purpose of these meetings shall be:

1. To welcome new members to the Organization.
2. To go over the upcoming season.
3. To discuss fund raising.
4. To discuss any other issues of concern to the general membership.
5. To deliver an end-of-the-year financial report to the membership. Special meetings of the members may be called by the President, the Board, or by not less than one-tenth of the members.

Place and Notice of Meetings: The Board shall designate the place of the annual and other meetings. Written notice stating the place, day and hour of any meeting will be delivered, either personally or by mail, to each member not less than ten (10) nor more than fifty (50) days before the date of the meeting by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In the case of a special meeting, or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called will be stated in notice. If mailed, the notice of a meeting will be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Organization, with postage thereon prepaid.

Quorum and Voting: A majority of the members shall constitute a quorum for the transaction of business at any meeting of the members. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law or by these Bylaws. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice. Any member may waive notice of any meeting, and the attendance of a member at such meeting shall constitute a waiver of notice of such meeting, except where a member attending a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A quorum will be considered in all open member board meetings based on a quorum of board members who must be present at a given meeting.

ARTICLE IV – BOARD OF DIRECTORS

1. Definition. The Organization will elect from its members a Board of Directors. The number of directors shall be fixed from time to time by the members, and shall consist of not less than three (3) no more than fifteen (15) members. All Board members will act as Representatives of the general membership, and Administrators of the Organization. Each Board member will have one (1) vote

on the Board. After the initial Board's two-year term, each Board member shall serve for a term of one (1) year or until his or her successor shall have been duly elected and qualified. A director may serve for successive, consecutive or non-consecutive multiple terms. Directors shall be elected by the members at their annual meeting, provided, however that if there is a vacancy in the Board between annual meetings, the remaining Directors then in office may fill said vacancy. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. Each director shall have one (1) vote. No more than two officer positions excluding the second vice president may be held by members of one team at any given period of time.

2. Meetings. The dates and places for other meetings of the Board shall be designated by the Board and notification of such dates and places will be forwarded to all directors at least ten (10) days prior to said date. Special meetings of the Board may be held at any time at such place as shall be designated in the notice thereof, upon the call of the President, by the Board, whenever it is deemed necessary, or by the call of the Secretary whenever so requested in a written request signed by at least three (3) directors describing the purpose or purposes for the requested meeting.

3. Notice of Meetings. Notice of any meeting, regular or special, of the Board shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail to each director at his or her address as shown by the records of the Organization. Such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting, and the attendance of a director at such meeting shall constitute a waiver of notice of such meeting, except where a director attending a meeting for the 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 need be specified in the notice or waiver of the notice of such meeting, specifically required by law or by these Bylaws.

4. Removal of Directors. Any director may be removed with cause, by a majority vote of the directors present at a meeting of the Board or of the members present at a meeting of the members, subject only to the quorum provisions provided herein. Prior to any such removal, reasonable notice shall be given to the affected director of such proposed action. Elections will be held immediately following the removal of any director.

5. Quorum and Voting. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the

Board, unless the act of a greater number is required by law or by these Bylaws. Proxy voting will not be permitted.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

ARTICLE V – OFFICERS/EXECUTIVE COMMITTEE

ELIGIBILITY - In order to be eligible for election or appointment to the Board of Directors, an individual must be a member of VYSBC (as defined in ARTICLE III). The officers of the corporation shall be nominated, subject to discussion and elected for a twelve month term by the Board of Directors at the summer meeting of the Board of Directors. New officers may be elected and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified. Only a natural person may serve as officer.

1. List of Officers. The officers of the Organization shall be a President, Vice President, 2nd Vice President, Secretary and Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time, by the Board.
2. Officers shall be elected at the annual meeting of the Board and shall hold office for a term of one (1) year or until their successors are elected and qualify, or until removed by the Board. An officer may serve for successive, consecutive or non-consecutive multiple terms. Vacancies among the officers shall be filled by election by the Board at any regular meeting. The officers shall receive no compensation for their services.
3. Removal of Officers. Any officer elected, or appointed, by the Board, may be removed by the Board, with cause, by at least two thirds (2/3) majority vote of the entire Board of Directors Article IV, Section 5. If officers are removed, new officers may be appointed by the Board. Prior to any such removal, reasonable notice shall be given to the affected officer of such proposed actions. An officer appointed to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
4. Duties of the President. The President (who is elected from within the Board of Directors) shall preside at all meetings of the Board and the Membership meetings. He or she may sign with the Secretary or any other proper officer of the Organization authorized by the Board, any

deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Organization; and, in general, he or she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time. The President shall present at the annual meeting of members a general outline of goals and priorities for the Organization.

5. Duties of the Vice President. The Vice President who is elected from within the Board of Directors) in the absence of the President or in the event of his or her inability or refusal to act, the Vice President 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. The Vice President shall assist the President and shall perform other duties as from time to time may be assigned to them by the President or by the Board.
6. Duties of the Second Vice President. Second Vice President will act as a liaison between the YOUTH SPORTS, VIRGINIA TRAINING CENTER and the Board of Directors. This position will ensure that all policies and directives adopted by the Board are in alignment and are compliant with gym policies and procedures. Additionally, it will act as a subject matter expert addressing specific questions of the Board or providing guidance and insight.
7. Duties of the Treasurer. (Who is elected from within the Board of Directors) The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Organization, receive and give receipts for moneys due and payable to the Organization from and source whatsoever, and deposit all such moneys in the name of the Organization in such banks, trusts or other depositories as shall be selected in accordance with the provisions of these Bylaws; and, in general, perform all the duties incident to the office of the Treasurer and such other duties or from time to time may be assigned to him or her by the President or by the Board. The Treasurer shall pay the expenses of the Organization in excess of \$100.00 only upon the direction and approval of the Board of Directors. The Treasurer may pay non budgeted disbursements of up to \$500.00 from the contingency fund of the Organization without the specific approval of the members if so authorized by the Board.
8. Duties of the Secretary. (Who is elected from within the Board of Directors) The Secretary shall keep the minutes of the meetings of the Board and of the members in one or more books provided for that

purpose, and handle any business correspondence of the Organization. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the Organization's records and of the seal of the Organization if one is created, and if required see that the seal of the Organization is affixed to all documents, the execution of which on behalf of the Organization under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a roster of the name and post office address of each Board Member which shall be furnished to the Secretary by such members, and in general perform all other duties incident to the office of the secretary and such other duties as from time to time.

9. Duties of the Youth Team Chairman (Girls Team, Boys Team, Jump Rope Team, and Sport Aerobics Team): It shall be the responsibility of the team chairman to act as a liaison between their respective team and the Board of Directors. Team specific issues, concerns and opinions will be elevated via the Team Chairman. Additional duties may include volunteer recruitment, communication of unusual or special events and parent/family relations.

ARTICLE VI – ELECTIONS

Team Chairs will be nominated and elected by each Team to the Board of Directors. Board of Directors At Large members are to be elected by members, such elections may be conducted by mail or in any such manner, as determined by the Board of Directors.

ARTICLE VII – COMMITTEES

Executive Committee shall be composed of the President, Vice President, Second Vice President, Treasurer and Secretary. The former President may serve as an Advisor for the year following his/her Presidency, but shall have no voting rights. The Executive Committee shall review the performance of the board members and handle membership complaints, The Executive committee does not have the authority to amend the Articles of Incorporation and Bylaws, approve the annual budget, or raise fees. The Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors. Whenever timing is not an issue, decisions will be brought to the Board of Directors via e-mail for decision.

1. Board Appointment. The Board, by resolution adopted by a majority of the directors, may designate, one or more committees, each of which shall consist of one (1) director, which committees, only to the extent explicitly provided in said resolution of the Board, shall have and exercise the authority of the Board, but

the delegation thereto of authority shall not operate to relieve the Board, and individual directors, of any responsibility imposed upon it, him or her by law.

2. Other Committees. Other committees may be designated by a resolution adopted by a majority of the directors present at a meeting whenever, in its judgment, the best interests of the Organization shall be served by the formation of a new committee.

3. Term. Each member of a committee shall continue as such until his successor is appointed until the dissolution of the committee or until the member has been removed.

4. Chairperson. One member of each committee shall be elected within the committee.

5. 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 appointment.

6. Quorum and Vote. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

8. Nominating Committee. A Nominating Committee may be appointed and shall consist of at least three (3) members of the Board elected by the Board at its annual meeting after consulting with the President. The Nominating Committee shall serve until the next annual meeting. Vacancies on the Nominating Committee shall be filled by the President with the approval of the Board. The chairperson of the Nominating Committee shall be appointed by the President from among the members of the Nominating Committee.

The Nominating Committee shall present at the annual meeting of the Board a slate of nominees for membership on the Board, a nominee for each office, and a slate of nominees for Nominating Committee membership. The slate of nominees shall be mailed to all directors and nominees at least ten (10) days before the annual meeting.

At the annual meeting, additional nominations may be made from the floor with the prior consent of the nominee. Where there is more than one (1) nominee for a position, election shall be by secret ballot and a plurality of votes cast shall elect. If there is only one (1) nominee for a position, election shall be by voice

unless any director requests that the vote be taken by ballot.

9. Finance Committee. A Finance Committee may be appointed and shall consist of at least two (2) members of the Board elected at the annual meeting who shall serve until the next annual meeting of directors. Vacancies shall be filled by the President with the approval of the Board. The chairperson of the Finance Committee shall be appointed by the President from among the members of the Finance Committee. The Finance Committee shall evaluate the financial operations of the Organization and report to the Board.

10. Other Committees and Honorary Members. The Board may establish from time to time such other committees as it deems necessary. The Board may also appoint, upon the vote of a majority of the Board at any meeting at which a quorum is present, honorary Board members to serve as Board members without the right to vote.

ARTICLE VIII – FUND-RAISING

VYSBC will not participate in fund-raising programs where there is a direct benefit to the member who raises the funds. For example, we will adopt no system whereby parents receive a credit or point for their fund-raising participation, which then can be used to offset athletic expenses.

It is the policy of the VYSBC, for every fund-raising event to publicize, in advance of the event, the fair market value of the benefit received in such a way that our contribution can clearly determine how much is deductible and how much is not.

ARTICLE IX - CONFLICTS OF INTEREST

No contract or other transaction between the Organization and one or more of its officers or directors or in which one or more of its officers or directors are interested, and no contracting or other transactions between the Organization and any other organization in which one or more of its officers or directors are directors, officers, partners or trustees, or are interested, shall be void because of such relationship or interest or because such director or directors are present at the meeting of the Board or a Committee thereof which authorizes, approves, or ratifies such contract or transaction or because his, her or their votes are counted for such purpose: if: (a) the fact of such relationship or interest is disclosed or known to the Board or Committee that authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors, or (b) the contract or transaction is fair and reasonable to the Organization. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or a Committee thereof that authorizes approves or ratifies such contract or transaction.

If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE X – BOOKS AND RECORDS

The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of its Board and committees having of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the directors entitle[d] to vote. All books and records of the Organization may be inspected by any director or his or her agent attorney for any proper at any reasonable time.

ARTICLE XI – PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Robert's Rules of Order shall govern the meetings of the Organization in all cases in which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of the Organization and the words "Corporate Seal".

ARTICLE XII – SEAL

The Board may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporate and the words "Corporate Seal".

ARTICLE XIII – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of laws or under the provisions of the Articles of the Organization or by the Bylaws of the Organization, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time state[d] herein, shall be deemed equivalent to the giving of such notice.

ARTICLES XIV – DUES; FISCAL YEAR

1. Annual Dues. The Board may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Organization by the members.
2. Payment of Dues. Dues shall be payable in advance of the Annual general membership meeting. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the Organization.
3. Default. When any member shall be in default in the payment of dues for a period of four months from the beginning of the fiscal year or period for which such dues become payable, his or her membership may thereupon be terminated by the Board in the manner provided in Articles III of these Bylaws.
4. Fiscal Year. The fiscal year of the Organization shall commence on the first day of July of each year and shall end on the last day of June of each year.

ARTICLE XV – AMENDMENT OF BYLAWS

These Bylaws may be amended by a affirmative vote of two-thirds of all directors provided, notice in writing of the proposed changes has been given prior to the meeting and a quorum is established at such meeting.

ARTICLE XVI – DISSOLUTION OF THE ORGANIZATION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501© (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Bylaws of the Organization Duly adopted by the Membership as of 2 November 2012

Sammy Payne, President

Karla Thompson, Vice President

Paul Feciura, 2nd Vice President

Lachreshia Nelson, Treasurer

Kendra Lacy, Secretary