

# **WEAVER ATHLETIC ASSOCIATION**

## **BY-LAWS**

**As Amended in 2004**

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### Article I

#### NAME

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

### Article II

#### PURPOSE AND OBJECTIVES

The purposes of the Association are as stated in 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 not exceed twenty-five (25). 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, up to twelve (12) Directors shall be elected for a one (1) year term and up to thirteen (13) shall be elected for a two (2) year term. All Directors thereafter shall be elected for a two (2) year term. A Director shall not be reappointed after his or her second full two-year term unless one full calendar year has elapsed prior to the reappointment. Directors shall be chosen by a majority vote of those Directors entitled to vote at the annual meeting. Whenever possible, at least five (5) Directors should be the parent of a child participating in the Association's activities.

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 he 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 shall 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.

The 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.

Special meetings to vote on urgent matters may be done via electronic mail ("e-mail") but only under the following circumstances: (a). The solicitation of e-mail votes on an urgent matter must be approved by all of the Officers as an "urgent matter" in advance of any solicitation of Directors to vote on the matter; (b). all Directors shall be notified of the electronic vote and if they do not have the capability of receiving e-mail, then a copy of the e-mail shall be hand-delivered to such Director by the proponent seeking the vote on the urgent matter, (c). the voting period during which the Board may record a vote on such urgent matter shall be not less than three(3) business days, and (d). the proponent of the request for the vote on the urgent matter shall receive and keep copies of all e-mail votes, immediately after the voting period notify all Board members of the tally of votes and present them to the Secretary at the next regular or Special Board meeting to be recorded in the minutes of such meeting. (2004 Amendment)

7. Notice. Except as permitted under Section 6 above, for urgent matters, 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 regular mail or electronic 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. A majority vote on an urgent matter submitted to the Board for an e-mail vote, under Section 6 above, shall constitute a quorum for the transaction of any such urgent business.
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 their actual expenses incurred in the performance of their duties as Directors.
11. Proxies. Each Director is entitled to vote in person or by proxy at all meetings of the Board of Directors or e-mail votes on urgent matters as provided for in Section 6 above. All proxies shall be executed in writing, including but not limited to an e-mail transmission 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, Chairs of the Fundraising Communications/Website and Equipment/Facilities Committees and the Administrators of the following activities: Baseball, Softball, Basketball, Football and Cheerleaders. 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. After the initial 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, shall 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 judgment 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. Ensure 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 the 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.
- K. Ensure compliance with all laws, statutes and ordinances.

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. Direct registration of participating athletes including cheerleaders and maintain a master list of all participants.
- F. Maintain rosters for all teams, and provide necessary documentation to league officials.
- G. Coordinate with Administrators to ensure participants are kept aware of current activities of the Association.
- H. Perform other duties relative to the Office as may be authorized by the President and/or Board.
- I. Transfer to successor all records, 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. Ensure 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.

Chair of Equipment/Facilities

- A. Order, distribute, store, return, and inventory all equipment owned by the Association.
- B. Act as Chairman of Equipment/Facilities 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.

Chair of Fundraising Committee

- A. Act as Chairman of Fundraising Committee to assist in all fundraising 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.

Chair of Communication/Website

- A. Act as Chairman of the Communications 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 update as needed the Association's Website.
- D. Establish and distribute publicity for each sport, including announcements of registration for each sport.
- 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.

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, and 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.
- G. 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.



- H. Ensure 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.
- I. Collect and account for all receipts related to that sport.(2004 Amendment)
- J. Ensure that all equipment used in the sport is distributed, collected, stored appropriately. Enforce and collect any assessments against participants for loss or damage to WAA equipment used in the sport.(2004 Amendment)
- K. Prepare a report to be presented to the Board at the regularly scheduled meeting after the season has concluded that contains the following information:
  - (a). An inventory of all equipment, including but not limited to, uniforms, playing equipment and training/practice equipment that was purchased by WAA  
or donated to WAA for that sport; any losses or other reduction in such equipment, the location of the equipment and any other information regarding equipment as requested by the Board or any Officer of WAA;
  - (b). An accounting of all receipts, refunds, expenditures and other financial data covering the period after the last report through the immediate past season as requested by the Board or an Officer of WAA; and
  - (c). Any matter that involves the sport that is requested by the Board. (2004 Amendment)

## Article VI

### COACHES

- 1. Coaches for each of the sports, including cheerleading, will be selected in the following manner:
  - A. All persons who wish to be considered as a coach (head or assistant) shall have received prior approval from the Chesterfield County Parks and Recreation Department and have proper certification. This rule maybe waived if the request for Certification has been made in writing to the Parks and Recreation Department, provided that approval is received before the third week of the season. Any person not approved by the Chesterfield Department of Parks and Recreation shall not be eligible to coach and be immediately be removed if allowed to coach pending review of the request for certification.

- B. Subject to the approval of the Board, Head Coaches are selected as follows: (a) a returning head coach will generally be given the same team in the same age group as he or she coached in the previous season if the number of teams are reduced from the prior year, then seniority will be the determining factor; (b) If there is a vacancy in any Head coach position, then it will generally be filled as follows: (i) by another Head Coach in the same sport in the Association based on seniority; then (ii) by assistant coaches, within the Association, with the most seniority in the age and/or division where the vacancy occurs; then (iii) by assistant coaches based on seniority from other age/divisions within the Association; then (iv) applications by persons who have not previously coached for the Association as recommended by the Director of that sport.
- C. Assistant coaches and managers for each team shall be selected by, and report to, the Head Coach.
2. The Board of Directors may remove a Head Coach or any assistant coach or manager as it deems in the best interest of the Association.
3. Any complaint or other issue regarding a Head Coach, an assistant coach or a player on a team shall first be brought to the Head Coach of that team. If the complaint is not satisfactorily resolved by the Head Coach, then the matter shall be referred to the Administrator of the Sport, who shall thoroughly investigate the matter. If the complaint is not satisfactorily resolved by the Administrator of the Sport, then the Administrator of the Sport or the complainant may bring the matter to the attention of the Board for resolution. The Board may resolve the matter as it deems advisable, including (but not limited to) not taking any action, issuing a reprimand (with or without terms), suspension or expulsion. The decision of the Board shall be final and nonappealable to any other forum.

## Article VII

### CODE OF CONDUCT

All coaches, parents of a participant and the participants in all activities of the Association shall conduct themselves at all times in conformance with the By-Laws, rules and regulations of the Association and those promulgated by any affiliated or sanctioning organization. Coaches shall at all times refrain from cursing and unsportsmanlike conduct. Parents shall respect the authority of the coaching staff and shall conduct themselves and be responsible that their child(ren) conduct themselves appropriately; refrain from cursing and unsportsmanlike conduct. The best interests of all of the children participating in the Association's activities shall always be paramount.

## Article VIII

### AMENDMENTS

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 IX

#### MISCELLANEOUS

1. Fiscal year. The fiscal year of the Association shall begin on the first day of January and end on the last day of December 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 Board of Directors, 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 13.1-936 of the Code of Virginia. Such report shall be made on forms supplied by the State Corporation Commission and shall supply all the information required by the foregoing statute.

**Adopted by unanimous vote of the Board of Directors on November 24, 2002**

/s/ Weegie Thompson

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President