

**Yorktown Revolution  
Girls Fastpitch Softball Club  
Yorktown, Virginia**

**Bylaws**

**Adopted August 14, 2002**

**Amendment 1 - August 3, 2004**

**Yorktown Revolution Girls Fastpitch Softball Club**

**BYLAWS**

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**Yorktown Revolution Girls Fastpitch Softball Club  
BY-LAWS**

**ARTICLE I. Name**

The name of this corporation is the Yorktown Revolution Girls Fastpitch Softball Club, Inc. (YRGFSC).

**ARTICLE II. Purpose**

This corporation is a voluntary, nonprofit organization within the meaning of Section 501 (c) (3) of the Internal Revenue code. The primary purpose of this corporation is the establishment and supervision of an educational, training, and competitive recreational program of girls' softball. The program is available to all persons who, desiring to participate, are eligible according to the rules and guidelines established by YRGFSC.

The purpose of the Yorktown Revolution Girls Fastpitch Softball Club, Inc. is

- To train, educate, promote and develop softball skills and sportsmanship in amateur athletes.
- To lend all possible support, both moral and financial, to develop girl's softball programs.
- To build and maintain an association that will help, promote and encourage the athleticism of young girls.
- To allow any girl 8 to 19 years old the opportunity to be a member of a team after the designated tryout period and after being accepted as a team member, and after each girl meets the financial requirements or upon a review from the board receives a financial waiver.
- To receive and maintain a fund or funds of real or personal property, or both, and subject to the certain restrictions and limitations, to use and apply the whole or any part of the income exclusively for educational and charitable purposes.
- To work with other girls' softball organizations in the area to provide quality instruction, education and training of amateur athletes.

**ARTICLE III. Membership**

**Eligibility.**

Players that have successfully completed a tryout and have been invited to join a team become members of the YRGFSC upon signing a commitment agreement and paying the fees determined by the Board of Directors.

Parents and/or legal guardians of players that have met the tryout requirements and have been accepted as players on a team are members of the Yorktown Revolution Girls Fastpitch Softball Club.

Other persons interested in joining the YRGFSC and furthering the goals of the organization, may do so with the approval of any one Executive Board member. The Board of Directors may determine the fees or dues that may be required to become a member.

Team managers and coaches selected by the Board of Directors are members of the YRGFSC.

There are no classes of membership. Members do not vote on the business of the YRGFSC. Members participate in the selection of each team's representative to the Board of Directors. Members are encouraged to participate in the organization through committees and by supporting each team's activities.

**Member Conduct.** Members may be removed from the YRGFSC for conduct prejudicial to the good name and purpose of the league. Removal of any member shall require an affirmative vote of two-thirds of the members of the Board of Directors present at a regular meeting or at a special meeting called for that purpose. No vote shall be taken on an action for removal until the person(s) concerned has been given an opportunity for a hearing before the Board of Directors at this meeting.

#### **Article IV. Meetings.**

Meetings shall be held as follows:

Regular meetings of the Board of Directors shall be held at any suitable and convenient location as may be designated by the YRGFSC President. The YRGFSC Annual Meeting shall be held each year in the month of August. At each Annual Meeting, the Executive Board officers of YRGFSC, as called for hereinafter in these By-Laws, shall be elected by ballot of the Board of Directors. The members of the Board of Directors may also transact any other YRGFSC business as may properly come before them. The YRGFSC Secretary shall serve notices of regular meetings upon the members, either by telephone or by e-mail. If circumstances arise that prevent a member of the Board of Directors from attending a scheduled meeting, the teams normally represented by this member may designate an alternative representative to act for the time period in which the regular member will be absent. Notice of such alternate representation must be provided to the

YRGFSC Executive Board prior to the scheduled meeting. Regular meetings of the Board of Directors will be open to the public.

The YRGFSC President may call a special meeting of the YRGFSC Board of Directors at any time. Any six or more members of the Board of Directors may petition the YRGFSC President to call a special meeting to propose new actions to be taken by the YRGFSC Executive Board or to redirect actions previously taken by the Executive Board or by the Board of Directors. The YRGFSC Secretary shall serve notice of such a special meeting, specifically stating the purpose for calling the meeting, upon the members before the date set for the special meeting. Normally, no business shall be transacted at a special meeting except as specifically set forth in the notice concerning the meeting.

**Quorum.** At all meetings of the Board or Directors, the meeting is called to order and the roll call made. Fifty percent of the Board of Directors present shall constitute a quorum for the transaction of business. After such a quorum has been established, no acts of any member of the Board of Directors present may destroy such a quorum. The acts of the majority of the Board of Directors members present at any meeting, at which such a quorum has been established as stated above, shall be the acts of the YRGFSC Board of Directors.

**Voting.** At all regular or special meetings of the YRGFSC Board of Directors, all questions shall be decided by vote of the members of the Board of Directors. Questions will be decided by majority vote of eligible members present. As the first order of business at any regular or special meeting, the YRGFSC Secretary shall determine the number of voting members present. This action will be performed through the calling of the roll of the Board of Directors. No proxies or absentee ballots shall be permitted at any meeting of the YRGFSC Board of Directors.

**Order of Business.** The order of business at all regular meetings of the YRGFSC Board of Directors shall be as follows:

1. A count of the members present for the purpose of establishing a quorum.
2. A reading of the minutes of the preceding meeting.
3. Reports of YRGFSC Officers.
4. Reports of YRGFSC Committees.
5. Election of Officers (Annual Meeting only).
6. Unfinished business.
7. New Business

## **ARTICLE V. - BOARD OF DIRECTORS**

**Composition.** A Board of Directors shall govern the Yorktown Revolution Girls Fastpitch Softball Club, Inc. (YRGFSC) or act upon all actions submitted before them at General meetings. Membership in the YRGFSC and appointment to the Board of Directors occurs when an approved active softball team is properly registered according to YRGFSC rules, and accepted to play in YRGFSC. All elected members of an

established Executive Board will automatically become members of the Board of Directors. Each approved active team shall designate one non-player representative from that team who will act as the person appointed to the Board of Directors. Active teams are those which have registered and been accepted to play in the current or next playing season. During the periods between playing seasons, those teams that were registered to play in the preceding twelve months are considered to be active teams.

The officers of this corporation shall be: President, Vice President, Secretary, Treasurer and Player Agent.

Officers shall be elected by ballot or voice vote.

~~No officers shall serve in the same office for more than two consecutive terms.~~  
(Amendment 1 – Dated August 3, 2004 Deleted term limits by unanimous approval of the Board of Directors.)

By two thirds (2/3) vote of the Board of Directors, an officer may be removed from office for failure to perform duties, criminal misconduct or unethical behavior. An officer who misses three consecutive meeting may be removed from office.

The Board of Director is responsible for the selection of team managers and coaches.

**Tenure.** The terms of appointment to the Board of Directors shall be for a period of twelve months from the date of initial appointment, or until a date established by the YRGFSC President. If a member of the Board of Directors resigns, vacates, or is removed for just cause, the respective approved team will be granted the opportunity to nominate a new non-player representative to complete the unexpired term of his or her predecessor. If a team is disbanded or is no longer a functional entity, the voting representative position for that team shall be deleted from the Board of Directors.

## **EXECUTIVE BOARD**

**Composition.** The affairs of the YRGFSC shall be managed by an Executive Board comprised of the following officers who shall be elected at the Annual Meeting of the YRGFSC Board of Directors:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Player Agent

The number of members of the Executive Board may be increased or decreased by vote of the Executive Board in order to accommodate new or special committees or functions,

but no decrease in the number of members shall have the effect of shortening the term of any incumbent.

**Election of Officers.** YRGFSC Executive Board officers shall be elected at the Annual Meeting of the Board of Directors, or at any special meeting called for that purpose. The slate of candidates must include all positions on the Executive Board, and the names of all eligible candidates desiring election to the Executive Board should be provided to the Secretary two weeks prior to the Annual Meeting of the Board of Directors. Nomination may be made from the floor at the time of the election. Nominees for the office of President and Vice President shall be York County residents. Consent of the nominees shall be a pre-requisite for nomination. Election under this Article shall be by a show of hands, or by voice vote. Any nominee may request the casting of written ballots. A majority of votes cast or counted will suffice for election to office. The newly elected officers of the Executive Board shall assume office at the conclusion of the meeting during which the election was held. All outgoing officers shall turn over all available records following the election, with the exception of the outgoing Treasurer. The outgoing Treasurer may not turn over the corporate financial records to the newly elected Treasurer until said records have been audited. A committee composed of at least three individuals, the chairperson of which committee must be a member of the Board of Directors, may perform an audit.

**Term of Office.** The term of office of each Executive Board member shall be for one year, and thereafter until his or her successor has been elected. Vacancies shall be filled by a majority vote of the Executive Board. A nominee for the vacated office on the Executive Board shall be a member of the Board of Directors. Each Executive Board member shall hold office for the term in which he or she is elected and further until a successor shall be elected.

**Duties.** The Executive Board shall have control and general management of the affairs and business of the YRGFSC.

**Quorum.** The presence, in person, of at least half of the members of the Executive Board shall be necessary to constitute a quorum for the transaction of business.

**Meeting Structure** – Robert’s Rules of Order will be the formal procedure format for the proposing, approving and tabling of motions.

**Special Meetings.** The President or any three members of the Executive Board may call special meetings of the Executive Board, other than regulated by statute, at any time. The Secretary shall serve advance notice of such a special meeting to each member of the Executive Board. The notice shall state the purpose the meeting, and the date, time, and location of the special meeting.

**Voting.** At all meetings of the Executive Board, all actions shall be determined by a majority vote of the members in attendance.

## ARTICLE VI. OFFICERS

**President.** The duties and responsibilities of the President shall be:

1. To be responsible for directing the affairs of the YRGFSC so as to further its purposes and objectives.
2. To be present and preside at all meetings of the Board of Directors and the Executive Board.
3. To cause to be called special meetings of the Board of Directors and the Executive Board.
4. To sign and make all contracts and agreements in the name of the YRGFSC, with the approval of the Executive Board. All financial transactions shall be submitted to the Treasurer for disbursement.
5. To ensure that the records, reports, statements and certificates required by statute are properly kept, made and filed according to applicable law and according to the requirements of member-affiliated organizations.
6. To have the authority to cosign all notes, drafts, bills of exchange, warrants, or other orders for the payment of money.
7. To maintain a "turnover" file of all pertinent correspondence and other informational items.
8. To ensure that these By-Laws are observed and to perform all other duties incidental to the position and office as required by law.

**Vice President.** The Vice President performs all duties assigned by the President. During any absence or inability of the President to perform his/her duties or exercise his/her powers as set forth in these By-Laws, such duties and powers shall be exercised and performed by the Vice President. When so acting, the Vice President shall have all of the powers and be subject to all of the responsibilities hereby given to or imposed upon the President. The Vice President has the authority to cosign all notes, drafts, bills of exchange, warrants, or other orders for the payment of money.

### **Secretary.**

The duties and responsibilities of the Secretary shall be:

1. To keep the minutes of all meetings and serve all notices of the YRGFSC, to be custodian of the records and the seal, and to affix the latter when required.
2. To keep the corporate records in the manner prescribed by law, so as to show at all times the names of the members of the Board of Directors, alphabetically arranged, their respective places of residence, post office address, and the date on which each person attained his/her respective position.
3. To retain corporate records, specifically, records that are subject to inspection.
4. To permit the President or other members to make extraction from said records to the extent as prescribed by law.

5. To be responsible for the collection of communications addressed to or received in the name of the YRGFSC, and present such communications to the Executive Board at their meetings.
6. To prepare and distribute all communications and correspondence required within these By-Laws, on behalf of YRGFSC.
7. To ensure that a list of all eligible candidates for election to the Executive Board is presented to the general membership at the Annual Meeting of the Board of Directors.
8. To maintain a roster of players for each team in a manner prescribed by various sanctioning organizations.

**Treasurer.** The duties and responsibilities of the Treasurer shall be:

1. To have the care and custody and responsibility for all the funds and securities of the YRGFSC, and deposit all such funds in the name of the league in such banks(s), trust company(s), or safe deposit vault(s) as the Executive Board may designate.
2. To sign, make, and endorse in the name of YRGFSC all checks, drafts, warrants, and orders for the payment of money, and pay out and dispose of same and receipt thereof, under the direction of Executive Board.
3. To exhibit at all reasonable times the YRGFSC books and accounts to any member of the league.
4. To render a statement of the financial condition of the league at each regular meeting of the YRGFSC and at such other times as shall be required; and to render a complete financial report at the Annual Meeting of the Board of Directors.
5. To keep accurate and complete accounting and financial records of the YRGFSC.

**Player Agent.** The duties and responsibilities of the Player Agent shall be:

1. To identify and recruit players having the skills, characteristics and values consistent with the goals of the YRGFSC.
2. To facilitate tryouts for the identification of players.
3. To represent and promote YRGFSC.

## **ARTICLE VII. Committees**

**Candidate Search Committee.** The Candidate Search Committee shall be responsible for assembling a list of eligible and responsible persons to fill elected positions on the Executive Board. A list of all candidates will be presented to the Secretary two week before the Annual Meeting of the Board of Directors as provided elsewhere in these By-Laws. The members of this committee will consist of at least two members of the Board of Directors appointed by a vote of the majority of the Executive Board.

**Audit Committee.** An audit committee appointed by the President shall examine the financial records of YRGFSC. The audit report will be prepared in accordance with the requirements of the Executive Board.

**Other Committees.** The President may appoint such other committees, as he/she shall deem appropriate. These other committees may be, but are not limited to, committees for Scheduling, Field Usage, Tournament/Festivals, Finance, By-Laws, Publicity, and Playing Rules. Member teams may install committees for their own purposes.

### **Article VIII. Financial Policies**

No part of the net earnings of the corporation shall benefit or be distributable to any Director of the corporation, officer of the corporation, or any private shareholder of individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of the purposes as set forth in Article III).

No Director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation

Notwithstanding any other provisions of these articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 c (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170 c (2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to one or more nonprofit funds, foundations or associations that have established their tax-exempt status under Section 501 c (3) of the Internal Revenue Code.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax laws.

The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not retain any excess business holdings as defined in Section 4943 c of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any taxable expenditure as defined in Section 4945 (d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE IX. FISCAL YEAR**

The fiscal year of YRGFSC shall begin on the first day of September and end on the last day of August in each year.

#### **ARTICLE X. Dues**

The Board of Directors shall determine the amount of an initiation fee, if any, and the annual dues payable to the corporation by members. The Board will determine the time of payment of dues.

#### **ARTICLE XI. Liability**

The Yorktown Revolution Girls Fastpitch Softball Club, Inc. cannot be responsible for any negligence or disputes of any individual board member, between member teams, players, parents, etc. In the case of disputes, the Board of Directors can make recommendations upon documented information brought before the Board after discussion(s) and vote(s).

#### **ARTICLE XII. Amendments**

These By-Laws may be altered or amended by an affirmative vote of the majority of the Board of Directors at any meeting called for that purpose, provided that an advance written notice shall have been sent to each member of the Board of Directors, which shall state the alterations, amendments or changes which are proposed to be made in such By-Laws. Only such changes as have been specified in the advance notice shall be made. If, however, all of the members of the Board of Directors shall be present at any regular or special meeting, these By-Laws may be amended by a majority vote without any previous notice.

The Constitution and Bylaws may be amended by a two-thirds majority vote of the Board of Directors at any regular meeting. The amendments must have been presented in writing at the preceding regular meeting of the corporation. (It is required that proposed amendments must be sent to all board members 10 days before the meeting at which they are to be considered for adoption.)

**August 14, 2002**