

BY-LAWS
OF
SMITHFIELD RECREATION ASSOCIATION, INC.

- I. NAME: The name of this non-stock corporation shall be "Smithfield Recreation Association, Inc.", and for designation purposes, it is referred to in these bylaws as the "Association".
- II. PURPOSE: This Association is formed for the purpose of promoting, encouraging and stimulating interest in wholesome, supervised recreation through educational and participatory programs. It shall have full power and authority, by way of example and not by way of limitation, to:
- a. own property and equipment;
 - b. engage in and promote recreational activities;
 - c. raise money by popular subscription, or in any other legal manner;
 - d. use and expend any and all such property or money, either or both, in and about the accomplishment of its purposes, as herein set out;
 - e. contract and be contracted with;
 - f. lease, and to lease to others real estate and personal property;
 - g. employ such person or persons as may be deemed proper and necessary for effecting the purposes of the Association;
- and shall have generally all other powers necessary or convenient in and about the attainment of the purposes for which it is organized. Except as provided under Section XVIII, Termination of Association, all money raised, by popular subscription or otherwise, and all property of the Association shall be devoted exclusively to promoting, encouraging and stimulating wholesome, supervised recreation through educational and participatory programs. No income or asset of the Association shall inure to the benefit of any individual.
- III. ADDRESS:
- a. REGISTERED AGENT: The Post Office address of the registered office shall be 353 Main Street, Smithfield, in Isle of Wight County, Virginia 23430, and the initial registered agent shall be William K. Barlow, a member of the Virginia State Bar and a resident of the State of Virginia, whose business address is the same as that of the registered office of the Association.
 - b. REGULAR POST OFFICE ADDRESS: P. O. Box 23, Smithfield, Virginia 23431.
- IV. MEMBERSHIP:

- a. Members in this Association shall consist of such persons who apply for membership, in such manner as designated by the Board of Directors of the Association (hereinafter the Board), who shall pay their membership dues and any other assessments authorized by the Board.
- b. Members agree that they will abide by the bylaws and other rules of the Association and that failure to abide by these bylaws or any other rule of the Association shall be grounds for membership termination without refund of any membership dues or assessments.
- c. Without paying any initiation fee or additional annual dues, other than any fee that may be assessed for participation in a program sponsored by the Association, the member's family, shall enjoy all Association privileges. The member's family is defined to include a member's spouse and any unmarried child or other dependent of the member or his or her spouse, such child being i) under 18 years of age and living at home, ii) under 22 years of age and attending school with family support, or iii) under 22 years of age and serving in the Armed Forces. With respect to Association related activities and activities conducted on or with Association property, the member agrees to be responsible for his or her conduct, and for the conduct of any member of his or her family.
- d. In situations where children or other dependents of a member do not live in the household of the member, the Board may allow for such children or other dependents to be treated as part of the family of the member.

V. DUES: The Board shall direct the Treasurer as to the time and manner for the collection of dues and fees. The Board may establish policies relating to the collection or refund of dues. Failure to pay dues at the time and in the manner so established shall result in membership termination.

VI. MEMBERSHIP MEETINGS:

- a. ANNUAL: The annual meeting of the Association shall be held on the third Tuesday in September, or at such other time, not more than thirty (30) days before or thirty (30) days after the third Tuesday in September, as shall be designated by the Board of Directors, after giving notice not less than ten (10) nor more than twenty-five (25) days before said meeting to each member. The purpose of the Annual Meeting shall be to inform the Membership of such matters as the Board may bring before the Membership and to obtain Membership input concerning the activities of the Association.
- b. SPECIAL MEMBERSHIP MEETINGS CALLED BY THE BOARD: In addition to the annual meeting of the Association in September, membership meetings may be called by the Board at such time, in such place and for such purposes as the Board may determine. A notice giving time and place of the meeting and stating the nature of the business to be transacted shall be mailed to each member of the Association at least ten (10) days but not more than

twenty-five (25) days prior to the meeting, and at such meeting no other business than that stated may be transacted.

- c. SPECIAL MEMBERSHIP MEETINGS CALLED AT REQUEST OF MEMBERS: Upon the written request of fifteen percent (15%) or more of the membership i) delivered in person or by US mail to any member of the Board and ii) specifying the action being requested of the Board and/or any motion to be presented, the Board shall, within 30 days following the first regular Board meeting occurring 10 days after receipt of the special meeting request, call a special meeting of the membership. A notice giving time and place of such special meeting, stating the nature of the business to be transacted, including both the items specified in the special meeting request and any other item determined by the Board to be appropriate, shall be mailed to each member of the Association at least ten (10) days but not more than twenty-five (25) days prior to the meeting, and at such meeting no other business than that stated may be transacted.

VII. LIMITED POWER TO AMEND BY-LAWS AND TO REMOVE BOARD MEMBERS RESERVED BY MEMBERS: Provided that there is a quorum, these by-laws may be amended, and any Board member may be replaced, by majority vote at any annual or special membership meeting. Regardless of agenda, a motion to amend these by-laws or to replace a board member shall be heard and acted upon at any membership meeting.

- a. QUORUM: At any membership meeting, a quorum shall exist if and only if at least one-quarter (1/4) of the then current membership is present in person at such Association meeting.

VIII. NOTICE: Any notice required under these bylaws shall be accomplished in any manner that is reasonably expected to apprise the intended notice recipient of the contents of the notice. Not by way of limitation, the use of United States Mail and e-mail, both with no return receipt required, shall constitute sufficient notice. Mailing or e-mailing of notice shall be made to the last address provided in writing, or via e-mail, to the Association.

IX. BOARD OF DIRECTORS:

- a. MEMBERSHIP OF BOARD: The governing body of this Association shall be known as the Board of Directors and shall consist of the following:
 - i. President
 - ii. Vice-President
 - iii. Secretary
 - iv. Treasurer
 - v. Concession Committee Chairperson

- vi. Finance Committee Chairperson
 - vii. Equipment Committee Chairperson
 - viii. Building and Grounds Committee Chairperson
 - ix. Publicity Committee Chairperson
 - x. Baseball Commissioner
 - xi. Softball Commissioner
 - xii. Such additional members as the Board may determine
- b. The Board shall be elected in the manner hereinafter provided, for a term of one (1) year, although each may be elected to succeed himself or herself for up to three (3) additional terms, or may be elected to serve in any other Board position, and shall hold office until his or her successor is elected and qualified.
 - c. In the event that the Nominating Committee is unable to recommend a replacement Board member, the Nominating Committee may recommend to the Board that the current Board member be reelected for more than three (3) additional terms. However, such recommendation should only be made in unusual circumstances and shall require a concurrence of at least three-quarters ($\frac{3}{4}$) of the Board. In such a situation, the Board Member who is the subject of the recommendation, and the chair of the meeting shall be entitled to vote.
 - d. The Board Term shall be from October 1 through September 30.

X. POWERS OF THE BOARD:

- a. GENERALLY: The Board shall constitute the governing body of this Association and shall have complete and full management and control of the business of the Association. It may employ such person or persons as may be necessary in and about the effecting of the purposes of the Association.
- b. SPECIFICALLY: In addition to any and all powers conferred upon by the Board by law, and by the Articles of Incorporation of the Association, these bylaws, without in any manner or degree abrogating, limiting or modifying any of its powers, grant to the Board the following authority:
 - i. To elect Board members prior to the annual membership meeting, to serve for the next forthcoming Board Term.
 - ii. To set forth the terms and conditions upon which a person may be accepted to membership; to examine and judge the qualification of each applicant for membership, being hereby granted full and final authority to accept or reject any such membership application.
 - iii. To hear and determine charges made against any member, full and final authority hereby granted to reprimand, suspend and expel any member in accordance with the

bylaws. A member may be privately disciplined for cause upon the affirmative vote of a majority of the entire Board (not just those Board members present), but public reprimand, suspension, or expulsion shall require affirmative vote of three-fourths (3/4ths) of the entire Board (not just those Board members present).

- iv. To appoint any needed committees and to define and delegate the duties and powers of each committee.
- v. To determine initiation fees and annual dues.
- vi. To make, alter, or amend Association rules and regulations, and bylaws, as long as they are consistent with State law, the Articles of Incorporation, and the bylaws.
- vii. To remove a director from the Board for cause. For example, and not by way of limitation, the absence of a director from three (3) consecutive meetings of the Board, unless excused by the Board, shall be considered sufficient cause for removal.
- viii. To choose a successor, who shall hold office for the unexpired term, in the event of a vacancy among the directors.
- ix. To employ, in its discretion, at such times as it may determine, one or more qualified persons, not necessarily members of the Association, to audit the books of the Association or any officer, employee, committeeman or agent thereof.
- x. To budget for the maintenance and operation of the Association and all of its activities.
- xi. To exercise the powers of Comptroller in making adjustments or transfer of funds from one budget category or item to another, as the need shall arise upon the recommendation of the Treasurer and upon approval of the Board.
- xii. To employ or contract with such individuals or entities as the Board, from time to time, may determine to be in the best interests of the Association.

XI. LIMITATION ON BOARD POWERS.

- a. Notwithstanding any other provision of these by-laws to the contrary, express or implied, the Board is not empowered to modify Article VII relating to the power of the membership to modify these by-laws and to replace a Board member.
- b. Notwithstanding any other provision of these by-laws to the contrary, express or implied, the Board is not empowered to modify the limitation on its powers contained in this Article XI.

XII. BOARD MEETINGS:

- a. REGULAR: The Board of Directors shall meet once a month, and at such other times as the President of the Association or any three (3) members of the Board may designate.

- b. NOTICE REQUIREMENT: Notice of a Board meeting that is scheduled at a Board meeting shall not be required. Notice for any other Board meeting shall be provided not less than five (5) nor more than twenty-five (25) days prior to the date of the meeting and shall specify the purpose for such meeting. At such special meeting, only the business specified in the notice shall be conducted.
- c. CHAIR: The Chair shall act as parliamentarian and follow Roberts Rules of Parliamentary Procedure, and shall vote only in the event of a tie. The President of the Association shall generally be the Chair of the Board. However, in the event that the President is not present at the meeting, or determines that it is appropriate to relinquish the chair for part or all of a meeting, the Vice-President shall assume the chair. In the event that neither the President nor Vice-President is able to chair part or all of a meeting, the Board shall appoint a chair.
- d. VOTING:
 - i. Except as hereinafter provided, a quorum shall be a majority of the Board.
 - ii. Assuming a quorum is present, except in cases of expulsion, removal and by-laws amendment, and except as otherwise specifically provided in these bylaws, valid Board action requires that more votes be cast in favor of the action than against the action.
 - iii. Assuming a quorum is present, in cases of expulsion, removal and by-laws amendment, valid Board action requires that 3/4^{ths} or more of the entire Board, (not just those Board members present) be cast in favor of the action. The chair, unless the subject of the removal proceeding, shall be entitled to vote.
 - iv. In the event of a tie, the chair may cast a vote in favor of the action, thereby causing the Board to take the action.

XIII. EXECUTIVE COMMITTEE: The Executive Committee shall be four (4) in number, the Chairperson being the same person as the President; the Vice-Chairperson being the same as the Vice President of the Association, the Board Secretary being the same as the Secretary of the Association and the Board Treasurer being the same as the Treasurer of the Association. The Executive Committee shall serve as Nominating Committee for Board positions and shall perform such duties and exercise such powers as the Board, from time to time, may determine.

XIV. OFFICERS:

- a. ELECTION: Officers of the Association shall be Directors and shall be elected by the Board prior to the annual membership meeting as hereinbefore provided. The officers of this Association shall be a president, vice-president, secretary, and treasurer, all of whom shall be elected for a term of one (1) year, in the manner hereinbefore provided and shall hold office until their successors are elected and qualified.

b. DUTIES:

- i. **PRESIDENT:** Shall preside at all meetings of the Association; shall make reports to the Board and to the Association; shall perform all other duties which are incidental to the office of President, or which shall be required of the President by the Board of Directors. The President shall be an exofficio member of all committees for the purpose of coordination the functions of all committees with that of the general organization.
- ii. **VICE-PRESIDENT:** In the absence or disability of the President, shall perform all of the duties of the President, except as otherwise herein provided. The Vice-President shall also be responsible for scheduling umpires for all baseball and softball games.
- iii. **SECRETARY:** Shall keep the minutes of the Board; shall keep an accurate roll of the membership of the Association; shall be the custodian of the Association's seal and affix it to all such written documents as require it; shall sign or counter-sign all such instruments as may require the Secretary's signature as a corporate officer of the Association; shall issue or cause to be issued all notices of all meetings and shall keep the minutes and records thereof; shall keep or cause to be kept a corporation record book in which shall be entered an accurate history of all resignations of members or officers and all membership forfeitures, suspensions and expulsions, together with accurate listing of all members' names, home address and telephone numbers. The Secretary shall have the power to delegate the maintenance of membership records to other members of the Board.
- iv. **TREASURER:** Shall receive all monies of the Association and pay out the same upon authorization of the Board; shall be a member of the Finance Committee; shall be the custodian of all Association funds; shall collect fees and dues from members; shall by letter, or otherwise, regularly advise delinquents of their unpaid indebtedness; shall deposit all funds in a depository designated by the Board; shall disburse the Association funds as authorized by the Board; shall keep, or cause to be kept, proper vouchers of all sums disbursed and complete and regular accounts in accordance with a system satisfactory to the Board; shall submit at each regular meeting of the Board complete information as to the financial condition of the Association; shall, at the Annual Meeting, submit a complete and comprehensive statement of the Association's financial affairs; shall make the books and records of the Association available to all Board members; and shall be properly audited, at such time and in such manner as the Board may determine. The Treasurer shall furnish a bond for the faithful performance of the Treasurer's duties and the proper accounting of all funds which may come into the Treasurer's hands as such officer,

such bond to be in an amount determined by the Board, surety on such bond to be paid by the Association.

XV. COMMITTEES:

- a. CONCESSIONS COMMITTEE: The Concessions Committee shall consist of a chairperson and such other Association members or non-members as the Concessions Chair may determine, who shall have charge of all refreshments and concessions of every kind, and facilities used in affording refreshments and/or concessions.
- b. FINANCE COMMITTEE: The Finance Committee shall consist of a chairperson and four (4) other members, one of who shall be the Treasurer of the Association. The Finance Committee shall have full power and authority, subject to the approval of the Board of Directors, to set the budget, to raise, collect and receive funds for the Association in anyway it is deemed advisable, legal and ethical.
- c. EQUIPMENT COMMITTEE: The Equipment Committee shall consist of a chairperson and such other Association members or non-members as the Equipment Chair may determine, who shall i) maintain, purchase, and distribute all uniforms and equipment for all teams of the Association and ii) maintain adequate records and inventory.
- d. BUILDING AND GROUNDS COMMITTEE: The Building and Grounds Committee shall consist of a chairperson and such other Association members or non-members as the Building and Grounds Chair may determine, who shall maintain all playing fields, buildings and surrounding areas.
- e. PUBLICITY COMMITTEE: The Publicity Committee shall consist of a chairperson and such other Association members or non-members as the Publicity Chair may determine, who shall publicize all activities of this Association.
- f. BASEBALL COMMISSIONER: The Baseball Commissioner shall represent the Association at all Pony Baseball organized sports; in coordination with the Softball Commissioner, schedule baseball games and practices; shall recommend special rules to the Board for its approval; shall render decisions regarding rules during the season, such decisions not being subject to appeal.
- g. SOFTBALL COMMISSIONER: The Softball Commissioner shall represent the Association at all Pony Softball organized sports; in coordination with the Baseball Commissioner, schedule softball games and practices; shall recommend special rules to the Board for its approval; shall render decisions regarding rules during the season, such decisions not being subject to appeal.
- h. MEETINGS: Each Committee of the Association shall meet at such time and place as shall be deemed necessary by the Board or the President of the Association, and at such other times as the Chairperson of the respective committee desires.

XVI. MISCELLANEOUS PROVISIONS:

- a. FISCAL YEAR: Shall be the calendar year beginning January 1.
- b. OFFICER AND DIRECTOR YEAR: All directors, officers and committee members will take office as of October 1 and shall serve through September 30.
- c. COMPENSATION: No salary or other compensation shall be paid any director, officer or committee member of the Association for serving in such capacity except when specifically provided for by action of the Board.
- d. RULES OF PARLIAMENTARY PROCEDURE: In the conduct of all meetings, Roberts Rules of Order shall govern except where inconsistent with these by-laws.

XVII. INTERPRETATION OF BY-LAWS: The Board shall make all interpretations of these by-laws.

XVIII. TERMINATION OF ASSOCIATION: In the event this Association is disbanded or otherwise ceases to exist, all Association assets shall be turned over to an Internal Revenue Code Section 501(c)(3) entity. Such entity shall be determined by the Board and shall, to the extent possible, have purposes that are similar to those of this Association.

As approved by the membership at its annual membership meeting on 9/11/02.