

# WOODLAKE ATHLETIC ASSOCIATION

MIDLOTHIAN, VIRGINIA

BY-LAWS

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## **Article I Name**

**Section 1** The name of the corporation is the Woodlake Athletic Association, hereafter referred to as the "Association."

## **Article II Purpose and Objectives**

**Section 1** The purpose of the Association are as stated in the Second Article of the Association's Articles of Incorporation.

**Section 2** 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.

**Section 3** 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**

**Section 1** 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.

## **Article IV Board of Directors**

**Section 1 General Powers – The business, property, and affairs of the Association shall be managed by a Board of Directors.**

**Section 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 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.

**Section 3 Duties – It shall be the duty of the Board of Directors to:**

A. Cause to be kept a complete record of all 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 be deemed appropriate; and

E. File such annual reports as may be required by the State Corporation Commission and the laws of the Commonwealth of Virginia.

**Section 4 Number and Tenure**

A. The number of directors shall be fifteen (15).

B. They shall be elected by the Directors then in office at the annual meeting of the board of Directors.

**Section 5 Election of Directors**

A. All Directors shall be elected for a two (2) year term.

B. Directors shall be chosen by a majority vote of those directors entitled to vote at the annual meeting.

C. The administrators elected as provided in Article V of these by-laws shall be ex-officio Directors.

D. 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.

E. 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 and elected Director and

shall have no additional vote as a Director because of his position as an administrator.

F. 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.

G. 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.

H. Two members of the same family or household may serve in the Board of Directors simultaneously.

### **Section 6 Absence of Director**

A. 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.

B. Provided that the Board of Directors cause to be transmitted to such Director, upon his being absent from two (2) consecutive such meetings, notice in writing at least five (5) days before the third meeting, of the contemplated action of the Board of Directors.

C. Should he fail to attend the third such meeting or fail to furnish a sufficient explanation of his absence.

D. The sufficiency of such explanation shall be determined by the Board of Directors and its determination shall be final.

### **Section 7 Meetings of Directors**

A. 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 holding of additional regular meetings without any notice.

B. 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 8 of the Article IV.

C. The persons calling a special meeting of the Board of Directors may fix any reasonable location as the place for holding of such special meeting.

### **Section 8 Notice of Meetings**

A. 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 mail or email to each Director at his or her address as shown on the records of the Association.

B. If mailed such notice shall be deemed delivered when deposited postage prepaid in the United States mail in a sealed envelope properly addressed.

C. 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.

D. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors needs to specify in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation, or the By-Laws.

### **Section 9 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 quorum can be conducted by electronic communication if the majority of board responds through electronic communication.

### **Section 10 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.

### **Section 11 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 his actual expense incurred in the performance of his duties as Director.

### **Section 12 Proxies**

Each Director is entitled to vote in person or by proxy at all meetings of the Board of Directors. All proxies shall be executed in writing 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**

## **Section 1 Officers**

A. The officers of the Association shall be a President, Vice President, Secretary, Treasurer, Finance Chairman, Membership Chairman, Publicity Chairman, and the Administrators of the following activities: Baseball, Softball, Basketball, Football, Cheerleaders, and Equipment Manager.

B. Additional officers may be established, from time to time, as deemed necessary by the Board of Directors to carry out the Association's objectives.

C. 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.

## **Section 2 Election of Officers**

A. 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.

B. Officers, other than administrators of the various sports, must also be Directors of the Association.

C. An Administrator's office not filled at such annual meeting due to lack of candidates deemed qualified by the Board of Directors shall be filled as soon thereafter as a qualified candidate can be found.

D. Family members will be allowed to serve on the board at the same time with majority approval by the board

## **Section 3 Terms 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. The Board of Directors may fill a vacancy in any office arising because of death, resignation, removal, or otherwise, by majority vote for the unexpired portion of the term.

## **Section 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.

## **Section 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.

## **Section 6 Duties**

The duties of the officers are as follows:

### **President**

- A. Preside at meeting of the Association and 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. Assure 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 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 for all committees.

### **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 meeting 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.

### **Treasurer**

A. Receive and deposit in appropriate bank accounts, as directed by the Board, all monies of the Association.

Disburse such funds for expenditures of the Association that are \$500.00 or less.

B. Co-sign all checks with President for expenditures of the Association that Exceed \$500.00.

C. Maintain proper account of all funds received and disbursed by the Association.

D. Provide financial statements to the Board at each regularly scheduled meeting.

E. Make available all books and financial records for audit.

F. Assure all bills approved by President and Board is paid in a timely manner by check only.

G. Perform other duties relative to the office as may be authorized by the President and/or Board.

H. Transfer to successor all records, funds, etc., belonging to the Association.

### **Athletic Director**

A. Shall be responsible for the purchase of equipment for all sports. The Athletic Director is authorized to purchase any equipment needed up to \$250.00 without the approval of the Board. The Athletic Director must obtain three (3) bids for each equipment purchase activity. For purchases over \$250.00, the Athletic Director shall present the equipment being purchased with the bids during a Board of Directors meeting for Board inspection and approval. If a Board meeting is not scheduled the Athletic Director can present the request to the Board via email.

B. Receives and reviews nominations of all Coaches and Assistant coaches and submits the nominations for approval by the Athletic Director, Vice-President, and Director of the sport. It is the responsibility of each nominated Head Coach to nominate the Assistant coaches for approval.

C. Will handle and mediate grievances/complaints by coaches, players, parents and respective league officials.

D. The Athletic Director has the authority to suspend Head Coaches and/or Assistant Coaches for conduct not in compliance with any Articles of this Association and/or By-Laws pending a review by the Board.

E. If there is no Equipment Director the Athletic Director is responsible for the inventory, storage, maintenance, distribution, and receiving of all equipment and/or delegating such responsibility to the Sport Director.

### **Equipment Director**

A. Order, distribute, store, return, and inventory all equipment owned by the Association.

B. Act as Chairman of Equipment 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 before 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.

### **Finance Director**

A. Act as Chairman of Finance Committee to assist in all fund raising 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.

## **Publicity Director**

- A. Act as Chairman of the Publicity 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 distribute publicity for each sport, including announcements of registration for each sport.
- D. Perform other duties relative to the office as may be authorized by the President and/or Board.
- E. Transfer to successor all records, etc., belonging to the Association.

## **Membership Director**

- A. Direct registration of members and maintain a master membership list.
- B. Maintain rosters for all teams, and provide necessary documentation to league officials.
- C. Coordinate with Administrators to assure members are kept aware of current activities of the Association.
- D. Perform other duties relative to the Office as may be authorized by the President and/or Board.
- E. 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 assistant(s) as approved by the Board of Directors.
- B. Act as voting representative to the affiliated local organizations for 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 coaching committee for their sport and present names of coaches to the Board of Directors for approval.

## **Article VI Coaches**

A. Board of Coaches shall be formed for each sport in which the Association participates consisting of three (3) persons. The Chairman shall be the Administrator of the sport who shall appoint two (2) other persons with the approval of the Board of Directors.

The Board of Coaches have the following responsibilities:

A. Selection of managers, coaches, sponsors, and assistant coaches for each team or squad.

B. Assure teams are properly selected, avoiding the possibility of “stacked” teams.

C. 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.

D. Assure coaches are aware that they have full charge of and responsibility for the operation of their teams for compliance with the Association’s and affiliated organization’s Articles, By-Laws, Rules, and Regulations.

## **Article VII 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.

## **Articles VIII Miscellaneous**

### **Section 1 Fiscal Year**

The fiscal year of the Association shall begin on the first day of March and end on the

last day of February in each year.

## **Section 2 Financial Statements**

The Board of Directors shall cause to be prepared, at least fifteen (15) days before the annual meeting of the Association, 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.

## **Section 3 Annual Reports**

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 13.1-282 of the Code of Virginia (Cum. Supp. 1977). Such report shall be made on forms supplied by the State Corporation Commission and shall supply all the information required by the foregoing statute.

## **Articles VIV Rules of Team Selection**

### **Section 1 Selection of teams**

Competitive level sports which include Boys basketball, Girls Basketball, Baseball, Girls Softball will have a selected number of players that can be placed together at the coach's request. The number of players will not exceed 5 for any one team. The coach will have had to coach the players the previous year; the remaining players will go into a draft pool and allowed the opportunity to be selected by another coach.

### **Section 2 Release or Waiver Guidelines**

All players must have registered with Woodlake Athletic Association by designated date set by board to be eligible for waiver or release.

If player fails to register with Woodlake Athletic Association by designated date, the player will not be eligible for release.

No releases will be granted until all teams have been established and secured. At such time administrator will have the authority to release or waive a player at the request of the player.

## **Articles X Capitalization Fee**

### **Section 1 Rules of Capitalization Fee Collection and Disbursement**

Each family will be charged a capitalization fee of 25.00 per Calendar year at registration time.

Family will pay this fee even in the event the player is released or waived to play for another association.

If there is no team available for player the fee will be waived.

Capitalization fees collected will be used to purchase equipment for teams and secure extra practice time and instructors to help with team development.

## Articles XI Woodlake Athletic Association Grievance Policy

It is extremely important that the Grievance Procedure be followed in the order expressed in the steps below.

Step 1. A member approaches the Head Coach and expresses the issue, concern, or problem. Coaches shall not be confronted on the playing field and not in front of players and other parents/members. If the issue is not resolved, then the member advances to Step 2. **Note:** If the Head Coach is the respective Sports Administrator for said sport immediately skip to Step 3.

Step 2. The member brings the issue to the attention of the respective Sports Administrator. If the Administrator is unable to resolve the issue, the member advances to Step 3.

Step 3. The member brings the issue to the attention of the Athletic Director. If the issue is not resolved, the member advances to Step 4. **Note:** If there is no named Athletic Director in place automatically skip to Step 4.

Step 4. The member submits in writing via mail and/or email the grievance to the President and/or Vice President. The President and/or Vice President shall contact the Coach, Sports Director, and Athletic Director to discuss the issue. The President responds in writing via mail and/or email within 10 days after receipt of the written grievance. The response shall inform the grieving member that the matter will be presented to the Board at the next regularly scheduled meeting and to be present so the Board may hear the grievance. The response will inform the member of the place, date, and time of the Board meeting and inform the member of anticipated questions that will be asked by the Board.

**Note:** If the President is the Head Coach the grievance will automatically go to the Vice-President instead.

Step 5. The President and/or Vice President, Athletic Director, respective Sports Director, and Coach will be present at the Board meeting. The President and/or Vice President will present the grievance to the Board. The Board will ask questions of all parties, consider the grievance, and make a decision on the grievance.

**Note:** if the complaint is against an active Board Member the respective Board Member will not have a vote in the decision.

## Articles XII Woodlake Athletic Association Member Policy

All members of the association are to act in a manner that is designed to place the Association in the best light. No member shall make an appearance at an association event while under the influence of alcohol, illegal drugs, prescription medicine or any other substance. No member of the association is to use foul language in the presence of minors while acting in any capacity as a representative of the association. No family member, friend or acquaintance of a member of the association shall use language that is considered to be obscene, vulgar or in bad taste. No member of the association, their family or the general public shall use type of physical force against any other association member, coach, official or member of the general public. All members of the association are required to report all violations of the conduct rule to a Head Coach, Assistant Coach, Team Parent or Board of Director as soon as possible.

In the event that a member of the Board, coach or other adult member of the association is charged with improper conduct the Board shall immediately conduct an investigation into the allegation. Upon receiving notice of a potential violation the Board member receiving the notice shall immediately contact the Athletic Director, Vice President or President. Upon receiving such notification the Athletic Director, Vice President or President shall notify the remaining board members of the charge, and the Athletic Director, Vice President or President shall inform the member that is being investigated of the charge and shall advise the member that an investigation has started. The member who has been charged with a violation will have the opportunity to present his/her version of the events to the Board, either in writing or by attending a Board meeting. In the event that the charge is such that it constitutes a criminal act the appropriate law enforcement authority shall be notified as soon as possible.

While conducting their investigation the Board has the right to temporarily suspend the accused member until such time that the investigation has been completed. The President shall notify the accused member if such action is taken. Once the investigation has been completed the Board will then vote on what action, if any, to take against the accused member. Such action could include finding that the accusation is without merit or that the charge was founded. If the Board determines that the charge was founded they must then decide on the appropriate punishment. The punishment shall include, but is not limited to the following;

1. A verbal reprimand
2. A written reprimand
3. Suspension from all association activities for a period of time to be determined by the Board of Directors
4. Permanent removal of the member from any position that he/she holds within the organization.

Upon coming to a conclusion the Board shall notify the accused member of its decision by certified mail. Upon receiving the Board's decision the member who has been charged will have 48 hours, from the time that the decision is received, to file a written appeal to the Board in writing. Such an appeal must be postmarked within 48 hours of the receipt of the board's decision and must include a request for a rehearing and outline the reasons why the member believes that he/she shall be granted a re-hearing or that the action taken by the Board be suspended and/or modified. Upon receiving such notification the Board will discuss the appeal and if necessary meet with the member who has been charged. After the Board has met again it will submit in writing its final decision to the accused member.

## Articles XIII Coaching Guidelines

### Woodlake Athletic Association Coaching Guidelines

It is important that you realize that as a coach of any team involved with the Woodlake Athletic Association you represent not only yourself and your team, but you also represent the Woodlake Athletic Association. As a coach you need to be aware all coaches serve at the discretion of the Board. As a volunteer coach and in accordance with the Woodlake Athletic Association Policy you must agree to the following:

- 1. All injuries will be reported to the respective Sports Administrator as soon as the practice or game is over.** In most cases each of the respective sports leagues that Woodlake participates in carries medical insurance that partly covers participants who are injured while going to or from, or attending, a practice or game. Most of the insurance coverage reimburses the parents for deductibles or other uncovered or partially paid medical expenses that are incurred after their primary health care insurance coverage is exhausted. It is very important that a timely report be made by a coach of all such injuries. **Reports of injuries to team members shall be made immediately after the practice or game to the Sport's Administrator. No exceptions.** The Head Coach, or his/her designee, shall follow up with parents of injured participants to make sure that they understand the benefits and that they know the Woodlake Athletic Association is concerned about their child.
- 2. The Woodlake Athletic Association cannot be harmed more than the harm that is caused by a coach who is insensitive to the complaints of the participants' parents.** One of the most important things as a coach is to handle complaints in good faith and in a timely manner. The Woodlake Athletic Association Board is aware that most often the complaints of parents involve the playing time, or lack thereof, by a parent of a child on your team. These complaints and all others, however obnoxious and unreasonable, must be dealt with fairly and courteously by each Head Coach. Therefore as a coach for the Woodlake Athletic Association **it is mandatory that each Head Coach meet with and seek to resolve any complaint by a parent, child, official, referee or county employee regarding any action by a player or coach on that team or any other matter involving a coach's decision. The Board will not approve or will remove any coach that violates this policy if removal is warranted.**

3. Verbal or Physical abuse to players, parents, and coaches will not be tolerated in any capacity during practice and/or games by any coach, player, parent/guardian, or any sibling of any player. I will make sure that all my teams' players, parents and coaches are aware of such.
4. I will not knowingly allow any person to coach on the field during a game who has not been issued a Chesterfield County Parks and Recreation Athletic Volunteer Card from Chesterfield County.
5. I am aware that I have full charge of and responsibility for the operation of my team for compliance with the Association's and affiliated organization's Articles, By-Laws, Rules, Regulations and Anti Harassment/Discrimination Policy.
6. No coach shall knowingly allow any participant (player) who is not an active member of the Woodlake Athletic Association to participate in practices or games.
7. All equipment I receive will be returned to the respective sports Director or his/her designated representative of the Woodlake Athletic Association within 2 weeks of the final game. If said coach is participating in an All Star or World Series game then the equipment will be returned within one week at the end of the last game.

**The above coaching guidelines will be signed on by every coach in Woodlake Athletic Association. No exceptions. The Board reserves the right to refuse any coach the opportunity to coach if the coach refuses to sign the coaching guideline. It is up to each Sports Administrator on how they present (email/face to face) the document to the coach.**

**Woodlake Athletic Association**  
Amendments to the Association By-Laws  
Adopted January 5, 2010

1. All coaches serve at the discretion of the Board of Directors. The Board of the Association has the right to remove, suspend, and/or replace any manager, head coach, assistant coach, and team mom as it deems necessary in the best interest of the Association. This shall include the Board having the right to not allow a person to coach a team even if they have coached during a previous season. As such any removal, suspension, replacement or a person not being allowed to coach shall be approved by a majority vote.
2. All active Board members will receive a 50% participation discount on registration fees.
3. The Board unanimously approved the position of an Athletic Director.
4. Change to Article IV Board of Directors, Section 5, H. Two members of the same family or household may serve on the Board of Directors simultaneously with a majority vote of the Board. If members of the same household are elected to serve on the Board simultaneously they will be eligible to serve in any position on the Board with the exception of any Executive position to include President, Vice-President, and Treasurer.

5. Woodlake Athletic Association will charge no more than \$400.00 per household per sport no matter how many kids in the same household register to participate in a sport.

Amendments adopted February 2, 2010

1. The Board approved Article XI Woodlake Athletic Association Grievance Policy.
2. The Board approved the Article XII Woodlake Athletic Association Member Policy.
3. The Board approved Article XIII the Coaching Guidelines.