

**Chantilly Youth Association, Inc.,**  
Amended and Restated Bylaws  
Adopted October 21<sup>st</sup> 2014

**Article I – Name**

- 1.01 This organization shall be known as Chantilly Youth Association, Inc., formerly Battlefield Little League, Inc. The Corporation shall operate and administer amateur athletic programs for children.

**Article II – Objective**

- 2.01 The objective of Chantilly Youth Association, Inc. (the “Corporation”) shall be to implant firmly in the youth of the community the ideals of good sportsmanship, honesty, loyalty, courage and respect so that they may be well adjusted, stronger and happier and will grow to be good, clean, healthy and trustworthy citizens.
- 2.02 The objective will be achieved by providing supervised athletic events. The Directors and all members of the Corporation shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and that good sportsmanship and the molding of future citizens is of prime importance. The Corporation shall operate such sports programs as shall from time to time be deemed appropriate, including but not restricted to the following; Baseball, Basketball, Cheerleading, Football, Lacrosse, Soccer, Softball, Tennis, Track, Volleyball and Wrestling.

**Article III – Government**

- 3.01 The government of the Corporation shall be under the supervision of the Board of Directors (sometimes hereinafter referred to as “the Board”). There shall be 11 total members of the Board consisting of the Officers (President, Vice President, Treasurer and Secretary) and seven (7) at-large members.
- 3.02 The Board of Directors will be elected for staggered terms of two (2) years at the annual meeting of the members of the Corporation. In calendar year 2004, the President and Secretary shall be elected to serve for one year and the Vice President and the Treasurer shall be elected to serve for two years. Thereafter, the President and the Secretary shall be elected to serve in odd-numbered years and the Vice President and the Treasurer shall be elected to serve in even-numbered years. Additionally in calendar year 2004, three (3) at-large members shall be elected for a one (1) year term and four (4) at-large members shall be elected for a two (2) year term. Beginning in calendar year 2005, and each odd-numbered year thereafter, three (3) at-large

members shall be elected for two (2) year terms. Beginning in 2006, and for each even-numbered year thereafter, four (4) at-large members shall be elected for two (2) year terms. Any member of the Board of Directors may be eligible for re-election. In addition, the President, Vice President, Secretary and Treasurer, by virtue of their positions, shall be directors of the Corporation.

- 3.03 There shall be a meeting of the Board of Directors at least once each three (3) months; the time and place shall be determined by the President. Meetings may be held more often at the discretion of the President. The Secretary shall notify each Board member of all Board Meetings.
- 3.04 A quorum of any meeting shall consist of a majority of the entire membership of the Board. A majority of such quorum shall decide any question that may properly come before the meeting.
- 3.05 If any office or Board position shall become vacant during the year, the Board shall fill same for the unexpired term.
- 3.06 Any one or more of the Directors may be removed either with or without cause at any time by a vote of seventy-five (75%) of the members of the Corporation, at any special meeting called specifically for this purpose.

#### **Article IV – Officers, Sport Coordinators and Their Duties**

- 4.01 Officers of the Corporation shall be elected by the members at their annual meeting. The Officers of the Corporation shall be the President, Vice President, Secretary and Treasurer. In Calendar year 2004, the President and the Secretary shall be elected to serve for one year and the Vice President and the Treasurer shall be elected to serve for two years. Thereafter, the President and the Secretary shall be elected to serve in odd-numbered years and the Vice President and Treasurer shall be elected to serve in even-numbered years. The Officers shall be elected for two year terms. No officer may hold two officer positions at the same time. Vacancies in these positions during a scheduled term shall be filled by the Board of Directors and the elected officer shall serve for the remainder of the respective term.
- 4.02 President. The President assumes full responsibility for the day-to-day operations of the Corporation. He/She shall sign all contracts and other instruments of the Corporation. The President provides leadership to the Board of Directors by setting policy and to whom the Executive Director is accountable. The President chairs Board meetings, appoints the chairpersons of committees in consultation with other Board members, serves as an ex-officio as a member of committees and attends their meetings, provides guidance to Board action relative to organizational priorities and governance concerns, monitors financial planning and financial reports, assists in fundraising activities, evaluates the organization in achieving its mission, formally evaluates the performance of the Executive Director and informally evaluates

the effectiveness of the Board members and performs other responsibilities assigned by the Board.

- 4.03 Vice President. The Vice President presides in absence of the President, works with other officers and committee members, is an ex-officio member of all committees and carries out such duties and assignments as may be delegated by the President.
- 4.04 Secretary. The Secretary shall record the minutes of the Board and Executive Committee meetings. The Secretary will also assume the role of Chair for meetings where the President and Vice President are not available.
- 4.05 Treasurer. The Treasurer manages the Corporations finances and ensures the Corporations financial integrity by independent financial audits done by an outside CPA firm. The Treasurer also chairs the finance committee.
- 4.06 Non-Director Officers. The Board of Directors may designate additional officer positions of the Corporation, such as an Executive Director, and may appoint and assign duties to other non-director officers of the Corporation.
- 4.07 Executive Director. The Executive Director is appointed by the Board and is responsible for the day-to-day operations of the Corporation. The Executive Director oversees all sports programs while working closely with each sport committee chair (hereinafter referred to as a “Sport Coordinator”), develops marketing strategies for the Corporation, leads fundraising programs at all organizational levels, acts as a liaison between the Board and the sport coordinators, oversees program development and performs other duties as are incident to the office or are properly required by the Board of Directors.
- 4.08 The President shall appoint, subject to the consent of the Board of Directors, one or more Sport Coordinators for each sport offered, who shall serve at the pleasure of the Board of Directors.
- 4.09 Sports Coordinators. The Sport Coordinators shall be responsible for the general supervision and operation of their sport subject to Board direction and supervision. They shall be invited to represent their sport at all Board meetings and carry out such duties and assignments as may be delegated by the President, Executive Director or the Board.
- 4.10 The Sports Coordinators shall present a tentative budget no less than 30 days prior to scheduled registration for their respective sports. The Board shall attempt to approve the budgets no later than 30 days after they are presented to the Board.
- 4.11 Compensation for Board Services. Board members shall receive no compensation for carrying out their duties as directors of the Corporation. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities. Directors are not restricted from being remunerated for professional

services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest Policy and state law.

- 4.12 Indemnification. The Corporation shall, to the extent legally permissible, indemnify a current or former officer, director, administrator, volunteer or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any action, suit or proceeding in which he or she is a party by reason of his or her service in such capacity. Provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have engaged in willful or intentional misconduct, fraud or malfeasance against the corporation and/or any criminal conduct. Further provided that any person seeking indemnification under the provisions of this article must provide written notice to the Board of the matter or proceeding for which indemnification is sought as soon as reasonably possible and shall fully cooperate with the corporation regarding the matter or proceeding. Any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Corporation and the indemnified officers, directors, administrators, volunteers and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, administrator, volunteer or employee under this Article shall apply to such officer, director, administrator, volunteer or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

**Article V – Committees:** The operations of the Corporation shall be planned, organized, and conducted by several standing committees. These are:

- 5.01 Executive Committee – shall consist of the following members: President, Vice President, Secretary and Treasurer. Voting and rules within such Committee shall be determined by the Committee from time to time. The functions of the Executive Committee shall be as follows:
- (a) Plan for the overall operations of the Corporation within the scope of the authority prescribed by the Board of Directors.
  - (b) Conduct that business necessitated directly by the fact of incorporation under the laws of the Commonwealth of Virginia.
  - (c) Transact necessary routine business of the Corporation in the intervals between regular meetings of the Board of Directors and such other special business as may be referred to it by the Board.
  - (d) Conduct an annual review of the Bylaws of the Corporation and submit recommendations for amendment.

- 5.02 The Sports Boards. A Sport's Coordinator may, but shall not be required to, nominate a Sport's Board of up to 11 members, including the Sport's Coordinator. Members of the Sport's Board will be subject to appointment by the Board, and will serve at the pleasure of the Board. The Coordinator of each Sport, with the approval of the Board of Directors, shall determine the extent of authority of each Sport's Board on a case-by-case basis.
- 5.03 The Financial Review Board – shall consist of such members as shall be appointed by the Board. The Committee shall review the Treasurer's accounts at the request of the President.
- 5.04 The President, Vice President and Executive Director shall function as ex-officio members of all standing committees.
- 5.05 The Board may appoint additional ad hoc committees for such purposes as it deems advisable.
- 5.06 All committee nominations, other than the Sport's Boards shall be made by the President. In all elections, the advice and consent of the Board of Directors shall be required.

#### **Article VI – Managers, Coaches, Umpires and Referees**

- 6.01 The Board of Directors, at any duly constituted meeting, shall have the authority to suspend, expel, or take any other disciplinary action as to any manager, coach, umpire, referee, member, player, Sport's Coordinator, member of any Sport's Board or spectator whose conduct is considered detrimental to the best interest of the Corporation. The person(s) involved shall have the right to appear and be heard, unless immediate action is required or they fail to appear after reasonable opportunity is provided for such an appearance.
- 6.02 A suspended or expelled person shall not exercise any office or privilege in the Corporation. A suspended person may not participate in any activity of the Corporation during the period of the suspension either as a coach, manager, referee, umpire, player, volunteer or spectator and shall not be present at any activity of the Corporation unless otherwise authorized by the Board. Expelled persons may never again participate in any activity of the Corporation in any capacity and shall not be present at any activity of the Corporation.

#### **Article VII – Membership**

- 7.01 One parent of a registered child, (or a registered group of children living in the same household) shall be entitled to one (1) vote, with no one having more than one (1) vote, on any matter properly presented to the membership.
- 7.02 Any person may be appointed an associate member of the Corporation or elected as an honorary member of the Corporation by the Board of Directors. Honorary and associate members of the Corporation shall not have a voice in the affairs of the Corporation.

### 7.03 Player Participation

(a) Players: Any resident meeting the requirements of the particular sport with the respect to age, residence and any other reasonable requirements shall be eligible to play.

(b) Upon receipt of evidence of misconduct of any player, coach, manager or parent, the Sport's Coordinator may, if considered appropriate, appoint a committee of at least 3 people to investigate the matter and to report back to the Sport's Coordinator. The Sport's Coordinator shall inform the Board of his decision to protect the safety of the participants, and for serious offenses such as fighting and the like, may immediately suspend a player, coach or parent until completion of the investigation. Such suspension shall be reported to the Board as soon as possible and is subject to review by the Board. The player, and his parent(s), the coach or the parent, as the case may be, shall appear together before a duly appointed committee as soon as possible. If they fail to appear, the committee shall proceed with its investigation and determination(s). The committee shall inquire into the matter and shall recommend such action by majority vote as they deem appropriate, including the suspension or expulsion of the player, to the Sport's Coordinator. The Sport's Coordinator shall then recommend appropriate action to the Board who shall then decide the final action to be taken as to the player, coach, manager, or parent.

(c) Dues or fees should not be made a prerequisite to participation by any person in the League play; however, solicitation of donations or fees may be made of Players' parents in order to offset expenses.

## Article VIII – Meeting of Members

8.01 The annual meeting of the members shall be held each year at the time and place prescribed by the Board of Directors. The Secretary shall notify each member of the Corporation at least thirty (30) days in advance of the annual meeting of the date, time, and place by announcing it on its website ([www.chantillyyouth.org](http://www.chantillyyouth.org)).

8.02 Special meetings of the members may be called by the President as deemed necessary. In addition, if requested in a writing signed by at least thirty (30) members that specifies the purpose of the special meeting, the President must call a special meeting. Such meeting shall be called by the President at such time and place as he may prescribe, but in no event more than thirty (30) days after receiving a written request that complies with the requirements set forth above. The meeting shall be limited to the specific purpose identified in the writing described above in this paragraph. The Secretary shall notify each member of the Corporation at least seven (7) days in advance of the special meeting of the date, time, and place, by announcing it on its website ([www.chantillyyouth.org](http://www.chantillyyouth.org)).

- 8.03 Nineteen (19) members (including those represented by written proxy) shall constitute a quorum at any annual or special meeting of members.
- 8.04 At all meetings at which a quorum is present, the manner of deciding all matters not specifically provided for by law or otherwise, shall be by a majority vote of the members present and voting. Voting shall be by voice except in the case of elections which shall be by secret written ballot.
- 8.05 Except as may be otherwise provided by these Bylaws, Robert's Rules of Order shall govern the proceedings of all meetings.

#### **Article IX – Nominations**

- 9.01 Nominations for Officers and members of the Board of Directors shall be made by a committee of three (3) or more appointed by the President, and in writing from any member of the Corporation not later than twenty-one (21) days prior to the annual membership meeting.
- 9.02 All nominations shall be advertised to the members on the website of the Corporation ([www.chantillyyouth.org](http://www.chantillyyouth.org)) not later than twenty (20) days preceding the annual membership meeting. Such nominations shall not be subject to addition, by write-in or otherwise.

#### **Article X – Corporation and Fiscal Year**

- 10.01 The annual and fiscal years of the Corporation shall extend from October 1 to and including September 30, next.

#### **Article XI – Financial Policy**

- 11.01 The Board of Directors shall decide all matters pertaining to the finances of the Corporation and it shall place all receipts in a common corporate treasury, directing the expenditure of same in a non-discriminatory manner. The financial records of the Corporation shall be reviewed by the Financial Review Committee once each year. Report of such review is to be available to the membership at the Corporation's principal office on April 1 of the calendar year following the close of the fiscal year.

#### **Article XII – Amending the Bylaws**

- 12.01 These Bylaws may be amended by majority vote of the members at any duly constituted meeting of the members, provided that advance notice of such change is advertised to the members via the Corporation's website ([www.chantillyyouth.org](http://www.chantillyyouth.org)) not less than seven (7) days before the meeting.