

BY-LAWS

**BRADDOCK ROAD YOUTH CLUB, INC.
FAIRFAX, VIRGINIA**

REVISED MARCH 25, 2023

BRADDOCK ROAD YOUTH CLUB, INC.

BY-LAWS

ARTICLE I NAME AND PURPOSE

Section 1. The name of the Corporation shall be BRADDOCK ROAD YOUTH CLUB, INC. and it also may be known and described as THE BRADDOCK ROAD YOUTH CLUB, INC.

Section 2. The Corporation (hereinafter also referred to as the Club) is formed in order to construct, operate, and maintain in Fairfax County, Virginia, a non-profit, charitable corporation to encourage youth to participate in sports and recreational activities and to provide opportunities for all youth regardless of ability.

ARTICLE II MEMBERSHIP

Section 1. Application for youth participation in a sport or activity of the Corporation must be submitted and signed by a parent or guardian (if the participant is a minor) or by the participant if age 18 or older on a written or electronic form approved by the Board of Directors and must be accompanied by the appropriate amount for payment for the sport or activity for which the youth is being registered. Any youth between the ages of three (3) and nineteen (19) will be entitled to be registered for a sport or activity of the Club if the youth complies with the eligibility rules for the individual sport program. Adults may register and participate in sports and activities when permitted by the applicable Sports Commissioner, including both youth-adult combined activities and adult-only activities that contribute to the youth purpose of the Club.

Section 2. Adult membership in the Corporation consists of parents or guardians having a youth registered in the Club or adults who participate in Club activities.

Section 3. At any annual or special meeting of the Corporation, one adult from each household, in attendance and in good standing, having a youth currently registered for a Corporation sport or activity, or who is registered in and participates in Corporation activities, such as a member of the Board of Directors, shall be entitled to one vote, except that an adult who participates solely in adult-only sports activities within the Corporation will not be entitled to a vote. An adult whose only participation in the Corporation is for financial compensation, such as an independent contractor, paid official, or vendor, who is not otherwise involved in Corporation activities as set forth above, will not be entitled to a vote. Multiple youth registrations or multiple sport registrations do not entitle a household to more than one vote.

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ARTICLE III MEMBERSHIP MEETINGS

Section 1. An annual meeting of the Members of the Corporation shall be held in March each year, or such other date as the Board of Directors may direct, at such time and place as the Board of Directors may designate. The Board of Directors shall set the date of the annual meeting at least 60 days in advance.

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Section 2. A special meeting of the Members may be called by the President or by a quorum of the Board of Directors.

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Section 3. At least ten (10) days before the date of the annual meeting of the Members, the Secretary shall mail or deliver written or electronic notice of the meeting to each Member at the address or email address appearing on the records of the Corporation.

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Section 4. At any annual or special meeting, twenty (20) Members in attendance shall constitute a quorum. Section 5. The Board of Directors shall meet between annual meetings in such number of meetings as the President shall deem appropriate.

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ARTICLE IV BOARD OF DIRECTORS

Section 1. The Board of Directors shall manage the affairs of the Corporation. The Board of Directors is comprised of twelve (12) Directors and the Club's Sports Commissioners. Directors are elected by the Club's Members from the Membership. Sports Commissioners are appointed by the Board of Directors, and serve at the pleasure of the Board of Directors. The number of Sports Commissioners may be changed from time to time by a vote of the Board of Directors (see Appendix A). No Director may serve as a Sports Commissioner while serving as a Director.

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Section 2. The Board of Directors forms the Nominating Committee at least 60 days before the annual meeting. Nominations for elected Directors shall be made by a Member to the Nominating Committee. The Nominating Committee shall provide the slate of Director nominations to the Board of Directors within 30 days of formation. Within 48 hours of receipt, the Secretary shall send the slate of nominations to the Membership. The Membership then has 14 days to propose additional nominees to the Nominating Committee. The Secretary then sends the final slate to the Membership at least 10 days prior to the annual meeting. No nominations to the Board of Directors may be made from the floor at the annual meeting unless fewer nominees are on the slate than vacant positions, or the Board of Directors, Secretary, or the Nominating Committee does not complete their work as prescribed in this Section.

Section 3. Each year, four (4) Directors shall be elected for a three-year (3-year) term. In voting for the Directors, each household may cast only one (1) vote for each vacancy on the Board of Directors to be filled.

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Section 4. Vacancies of elected Directors on the Board shall be filled by a majority vote of the Board of Directors until the next annual meeting of the Membership when Members shall elect a Director to serve the unexpired term.

Section 5. Anyone compensated more than \$10,000 by the Club as an individual or through another entity is ineligible to serve on the Board of Directors. The Board of Directors may raise this cap to \$20,000 for individuals based on their unique service provided to the Club.

Section 6. If a Director or Sports Commissioner fails to attend regularly scheduled meetings of the Board of Directors for three (3) consecutive months or otherwise fails to perform their duties as a Director, their office may be declared vacant by a vote of ten (10) or more of the Board of Directors.

Section 7. Ten (10) members of the Board of Directors shall constitute a quorum. Each member of the Board of Directors present at any meeting shall be entitled to one (1) vote, except that if multiple Household members are serving on the Board of Directors then only one shall be entitled to a vote. The requisite vote necessary to take action shall be a majority of the votes cast, except where otherwise specified in these By-Laws.

Section 8. The Board of Directors shall have general control and management, between annual meetings of the Members, of the governance and affairs of the Club, including supervision of the various sports and activities, and shall have the powers usually possessed by Directors of similar corporations. It shall be the function of the Board of Directors to provide programs to carry out the purpose of the Club as stated in its Articles of Incorporation and By-Laws. The Board of Directors shall have the powers to purchase, acquire, and dispose of property, real and personal.

Section 9. Unless otherwise required, meetings shall be conducted in accordance with Roberts Rules of Order. The regular order of business of the Board shall be: (a) Call to Order; (b) Reading of the Minutes; (c) Treasurer's Report; (d) Reports of Commissioners; (e) Old Business; (f) New Business; and (g) Adjournment.

ARTICLE V OFFICERS

Section 1.

Section 1. The Officers of the Club shall consist of a President, a Vice President, a Secretary, and a Treasurer. Officers shall be elected by the Board of Directors annually from its elected members and hold office until the end of the first meeting of the Board of Directors following the Annual Membership Meeting. The President may not serve more than three consecutive terms. If an Officer's term as a Director ends, their term as an Officer ends at the same time. Directors may not serve in multiple Officer positions at the same time. Officers may be removed from their position as an Officer by a vote of ten or more of the Board of Directors present at a meeting called for this purpose.

Section 2. The President shall prepare the agenda for all meetings; preside at all meetings of the Members and the Board of Directors, and shall be entitled to attend the meetings of all committees and sports; and shall perform all the duties usually pertaining to that office.

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Deleted: Section 1. The officers of the Corporation shall consist of a President, a President Elect, an Immediate Past President, a Secretary, and a Treasurer. The President Elect shall be elected by the Board of Directors every second year from the Board membership. The term of the President Elect is four (4) years, to be served as follows:

Deleted: One (1) year as President Elect, followed immediately by two (2) years as President, followed immediately by one (1) year as Past President. The term of the President Elect shall be one (1) year beginning at the first Board of Director

Deleted: meeting following the annual meeting of the members; the President Elect shall automatically become the President at the first Board meeting following the annual meeting one year later, or upon the office of President becoming vacant. After serving a two (2) year term as President, the President shall automatically become the Immediate Past President on the first Board meeting following the annual meeting and shall occupy such office for a term of one (1) year. (See Appendix B) The Secretary and Treasurer shall be elected by the Board of Directors annually from its members and hold office until the end of the first meeting of the Board following the annual meeting of the members.

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Deleted: Section 3. → The President-Elect shall have and exercise all the powers, authority, and duties of the President during the absence of the President or during the President's inability to act.

Section 3. In the absence of the President, or during the President's inability to act, the Vice President, Secretary, or Treasurer, in that order, shall have and exercise all the powers, authority, and duties of the President.

Section 4. The Treasurer shall have custody of all funds and securities of the Club. The Treasurer shall provide and maintain complete records of the assets and liabilities of the Club. The Treasurer shall provide a report of the Club assets and liabilities at each regularly scheduled meeting of the Board of Directors and the annual Membership meeting. The Treasurer shall prepare and file such tax returns and reports as required by local, state, and federal laws and regulations. The Treasurer shall be required to have the accounts of the Corporation audited annually. The report of this audit shall be presented at the annual meeting. It is the responsibility of the Board to approve the person or persons chosen to perform an audit.

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Section 5. The Secretary shall prepare, sign, and maintain minutes of all meetings of the Board and the Club. The Secretary shall give proper notice of all meetings of the Membership. The Secretary shall keep on record the correspondence of the Corporation as well as the Articles of Incorporation, By-Laws, and Amendments thereto. The Secretary shall file, or cause to be filed, all reports required by law, including the annual report of the Corporation to the State Corporation Commission.

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Section 6. Specific responsibilities may be assigned to other elected Directors of the Board at the discretion of the President. At a minimum, one (1) elected Director shall be chosen to serve as the Club Fields Coordinator and one (1) elected Director shall be chosen to serve as the Club Communications Coordinator.

Deleted: Section 6. The Immediate Past President shall assume the duties of the President in the absence of the President and President-Elect.

Section 7. → At least ten (10) days prior to the annual meeting of the membership, the Secretary shall communicate to each member the slate of nominees to the Board of Directors and such other matters as are appropriate for consideration of the membership.

ARTICLE VI PROPERTY AND FINANCES

Section 1. The Board of Directors shall adopt a Financial Policy, setting forth the detailed requirements governing the financial activities of the Corporation.

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Section 2. All funds of the Corporation shall be deposited in such qualified depository or depositories as the Board of Directors may from time to time, and by written resolution, designate, and shall be so deposited as set forth in the Corporation's financial policy.

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Section 3. All disbursements of funds of the Corporation shall be made by check signed by the Treasurer, President, or Vice President. Electronic payments are authorized as set forth in the Financial Policy. The Board of Directors may, by resolution, provide for the establishment of a petty cash fund for postage and for defraying other expenses of the Corporation.

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Section 4. The Board of Directors will, by means of an adequate fidelity bond, secure the faithful performance of the President, President Elect, Past President, Secretary, and Treasurer.

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Section 5. The funds of the Corporation, except as otherwise provided in these By-Laws, may be invested. Corporate funds may not be loaned to or invested with any Officer, Director, or Member of the Corporation.

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Section 6. Any Club Member may, upon written request, request a copy of the most current financial report and conduct an examination of the Club's financial records at their own expense.

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ARTICLE VII AMENDMENTS TO BY-LAWS

Section 1. Amendments to these By-Laws may be adopted by the affirmative vote of two thirds of the voting Members present in person at a duly held meeting of the Corporation, provided that written notice of proposed amendments be given to Members at least ten (10) days prior to the date of the meeting. For purposes of counting days, the postmark or email time/date stamp will be used. Any proposed amendments may be amended from the floor by a vote of two-thirds of the Members present and voting.

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ARTICLE VIII COMMITTEES AND COORDINATORS

Section 1. In addition to the Nominating Committee, the Board of Directors may establish such other committees or coordinators as it deems advisable to carry out the programs and purposes of the Club. Upon establishing such a committee or coordinator, the Board of Directors shall define its duties and powers.

Section 2. The Standing Committees of the Board of Directors shall include the Finance Committee and the Long-Range Planning Committee. The Finance Committee shall be chaired by the Treasurer and the members of the committee shall consist of the Vice President, and at least one other member of the Board as they may so designate. The Finance Committee shall review and approve all budgets prior to presentation to the Board of Directors. The Long-Range Planning Committee shall consist of three members of the Board as they shall so designate and will be responsible for reporting to the Board on such Long-Range/Strategic issues that either the Board or the members of the Committee shall deem appropriate to the long-term viability of the Club.

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APPENDIX A: SPORTS COMMISSIONERS

This appendix lists the Sports Commissioners¹ approved by the Board of Directors. This list may be changed from time to time by a vote of the Board of Directors without a change in the By-Laws.

1. Football and Cheerleading
2. Basketball
3. Soccer - Recreational
4. Soccer - Travel
5. Softball
6. Volleyball

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→ Bowling (discontinued 2007) ¶
→ Football and Cheerleading ¶
Basketball ¶
Soccer - Recreational ¶
Soccer - Travel ¶
Softball ¶
Volleyball ¶
Rugby ¶

Deleted: <#>10. → Competition Cheer (added January 2009)

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The Board of Directors will consist of 12 members. There will be 10 elected Directors, a President, and EITHER a President Elect OR a Past President. For example: ¶

¶
2008-2009 → Mr. A elected to be President Elect; Ms. Pape is President; no Past President ¶

2009-2010 → no new President Elect, so position is vacant; Mr. A moves up to ¶
→ → President after serving one year as President Elect; Ms. Pape becomes ¶
→ → Past President ¶

2010-2011 → a new President Elect, Ms. B, is elected; Mr. A continues in his 2nd year as → → President; Ms. Pape has completed her one year as Past President, so → → that position is now vacant ¶

2011-2012 → no new President Elect, so position is vacant; Ms. B moves up to ¶
→ → President after serving one year as President Elect; Mr. A moves to Past ¶
→ → President ¶

2012-2013 → a new President Elect, Mr. C, is elected; Ms. B continues in her 2nd year as President; Mr. A has completed his term as Past President, so that position is vacant ¶

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¹ Sports Commissioner is defined as the individual responsible for a sport or activity designated by the Board of Directors.