

Wells Athletic Association

Bylaws

Revised 2010

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ORGANIZATION

The name of the corporation shall be **Wells Athletic Association, Inc**, hereinafter, called WAA.

The purpose of WAA is to follow the guidelines provided by WAA Bylaws and the Bylaws of the Chesterfield County sports and recreational leagues.

WAA is a nonprofit, nonpartisan, and nonsectarian corporation that exists to provide positive, wholesome, family-oriented activities for children who live within the school district of CC Wells Elementary in Chesterfield County, Virginia. Overall management and operation of each sports and recreation program will be consistent with the Bylaws, rules, regulations, and policies of WAA.

The following sports programs are currently available:

- Baseball
- Softball
- Basketball (Boys and Girls)
- Cheerleading
- Football

Each person now or hereafter a Director, Officer or Coordinator of WAA (and their heirs, executors and administrators) shall be indemnified by WAA against all costs and expenses, including attorneys' fees, imposed upon or reasonably incurred by them in connection with any action, suit, proceeding, or claim to which they are or may be made a party by reason of his/her being or having been a Director, Officer or Coordinator of WAA or at its request or any of WAA (whether or not a Director, Officer or Coordinator at the time such costs or expenses are incurred by or imposed upon him/her, except in relation to matters as to which they shall have been finally adjudged in such action, suit or proceeding, or upon such claim to be liable for misfeasance or nonfeasance in the performance of their duties as such Director, Officer or Coordinator. In case of settlement of any such action, suit, proceeding or claim, such person shall be entitled to such indemnification (including the amount of settlement) as to any particular matter, if

- a. WAA shall receive the opinion of independent counsel that such person was not liable for the alleged misfeasance or nonfeasance with respect to such matter and that the terms of settlement, which respect thereto are not unreasonable, or
- b. The active members (other than directors and officers entitled to indemnification in connection with acts or omissions involved) present at an annual or special meeting shall approve the settlement.

The foregoing indemnification shall not be exclusive of any other rights to which they may be entitled.

The Board of Directors shall secure, for the protection of WAA, public liability and property damage insurance and other forms of insurance in which amounts as may be deemed necessary to fully cover complete operations of WAA.

The Board of Directors may secure the fidelity of the Treasurer of WAA and may secure fidelity of other officers or employees by bond or otherwise and in such an amount as shall be deemed proper.

The Board of Directors shall have the power to make or authorize all purchases necessary or desirable for the operation of WAA and to employ or authorize the employment of all employees of WAA and to fix their compensation, and to do or cause to be done all the other things necessary for the operation of WAA.

MEMBERSHIP

A member is defined as a family unit (parents or guardians) who have a child participating in one of the established programs and has paid the necessary membership participation fees, or anyone actively supporting one or more of the programs or the organization with time or effort. Membership shall be in effect for one year from the date of registration and/or last date of volunteer participation. Each member shall have one (1) vote.

Memberships may not be transferred. Termination of a membership shall not entitle a member to any portion of registration fees paid.

Any resident of the community above the age of 18 years may become a member of WAA.

Any member, who believes that they have been treated unfairly or that the decision of WAA is not consistent with organizational objectives and does not advance the general welfare of the membership, shall have the right to file a complaint with the President. Such complaint must be written and signed by the complaining party. The complaint shall be retained as a permanent record of WAA.

- a. The President shall appoint two (2) members from the Board and one (1) member chosen by the member named in the complaint, which will evaluate the complaint and conduct any investigation they deem necessary.
- b. The results of such an evaluation and recommended actions will be reported to the President immediately and to the Board at the next business meeting.
- c. The Board will review the complaint and recommended actions, and with a simple majority vote will approve recommendations, or determine an alternative action.
- d. The Board shall forward the written results of their evaluation and actions to the last known address of the complaining party within seven (7) days of said meeting. This notification shall be retained as a permanent record of WAA.

BOARD OF DIRECTORS

WAA is comprised of a seven (7) member elected Board of Directors. The Board of Directors is responsible for providing overall policy and administrative support.

An appointed Program Coordinator will be in charge of each sports program. Each program will be affiliated with an appropriate league within the following Chesterfield County programs:

Chesterfield Baseball Club (CBC)
Chesterfield Quarterback League (CQL)
Chesterfield Cheerleading League (CCL)
Chesterfield Basketball League (CBL)
Chesterfield Girls Basketball League (CGBL)
Chesterfield Parks and Recreation

The Board of Directors may add or delete a sport or activity as deemed necessary.

To maintain continuity and experience on the Board of Directors, elections will be held yearly at the General Membership Meeting. The Board of Directors shall consist of four (4) Officers, President, Vice President, Secretary, Treasurer and 3 members At-large. Four (4) members shall be elected to the Board of Directors one year and three (3) members shall be elected the following year.

The Board of Directors shall be elected by the General Membership.

- a. Only members in good standing shall be eligible to serve as members of the Board of Directors.
- b. Board of Directors terms shall run for two (2) years. In the event a director shall cease to be active, then such replacement shall be made by election of the Board of Directors. This replacement will finish out the term of the vacated position.
- c. The Board of Directors for a term of 2 years and the Board of Directors will vote on the officer positions.

The Board of Directors shall prescribe rules for the operation for WAA facilities and perform such other duties, not expressly prohibited herein as they in their discretion may deem to be for the best interest of WAA.

The Board of Directors shall make available upon request of an active member, a report showing the status of each program.

The Board of Directors shall appoint a nominating committee at the August meeting to develop a list of nominees for consideration and approval by the Board of Directors.

- a. The committee shall be comprised of four (4) existing members of the Board of Directors.
- b. The committee shall present a list of nominees at the October meeting for approval.
- c. The approved list shall be presented for election at the General Membership Meeting in November.

The Officers of WAA and Program Coordinators shall be chosen by the Board of Directors as soon as practical after the annual meeting of WAA.

- a. The term of office for the Board of Directors shall be one year, beginning January 1, and ending December 31.
- b. The term for Program Coordinators shall be one year, from the date of appointment. The appointment shall be made as soon as practical after the end of the previous season.
- c. The members of the Board of Directors and Program Coordinators may succeed themselves for additional terms.
- d. A Board member or coordinator, who misses at least (2) consecutive required meetings of the Board of Directors without notification, may be replaced.
- e. If any Board of Directors' position or Program Coordinators' position becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

The Board of Directors shall be responsible for ensuring that all statutes and requirements of Chesterfield County, the State of Virginia, and the Federal Government are satisfied. This includes, but is not limited to: concession lease agreements, background checks, corporate certification, state and federal tax returns, and any applicable fees associated with these requirements.

The Board of Directors shall review and amend the By Laws on an annually.

OFFICERS

The Board of Directors of WAA shall consist of a President, Vice President, Secretary, Treasurer and three (3) At-large Members. An appointed Program Coordinator will be in charge of each WAA sports and recreational program. Program Coordinators shall be appointed by the Board of Directors.

The President shall preside over all meetings of the Board of Directors and Membership.

- a. Sign, in conjunction with the Secretary and approval of the board, all contracts and papers relating to the affairs of WAA
- b. Make, with the approval of the Board of Directors, all appointments to committees, whether from the Board of Directors or the general membership.

- c. Perform all other acts properly belonging to their office, including executive supervision of all activities of WAA and the employees thereof.
- d. Explain any emergency spending and how purchased at the first meeting after occurrence.
- e. Present members with an agenda at the start of each meeting.

The President is empowered to spend funds not to exceed \$1,000.00 for an emergency purchase. An emergency purchase shall be deemed a purchase necessary for the health and well being of the athletes and the health and well being of workers in the concession stand. An emergency shall be deemed as anything that happens out of normal control; e.g. fire, theft, natural disaster, or a major breakdown of concession equipment.

The Vice President shall assume the full responsibilities, duties, and obligations of the President upon their absence. The Vice President shall also:

- a. Become the President until the next scheduled election in the case of the death, removal or resignation of the President.
- b. Attend monthly Parks and Recreation meetings.
- c. Conduct a survey during the year to determine membership preferences regarding effectiveness of existing programs, date and time of monthly meetings, locations of monthly meetings, and any other pertinent information to assist in satisfying the desires of the general membership. Chairperson shall present findings to the Board of Directors within one month after this information is summarized and analyzed.

The Secretary shall make and keep minutes of all meetings of the Board of Directors and of the active members. The Secretary also shall:

- a. Maintain a membership record containing the names and addresses of all members.
- b. Maintain all correspondence of WAA.
- c. Attest signature of the officers of WAA when required on contracts or other papers relating to the affairs of WAA.
- d. Plan and complete all arrangements for monthly meetings, and all other meetings and activities involving participation of WAA.
- e. Notify Board members by telephone or e-mail prior to scheduled meetings.
- f. Provide notification to the general membership of the time and place of the annual meeting in November.
- g. Perform all other functions normally evolving upon such office.

The Treasurer oversees all income and expenses of all programs and WAA in the accordance with the financial procedures contained in the attachment 1 of these Bylaws. The Treasurer shall also:

- a. Make corporate books available for review by the Board upon a written request by any member of the Board within thirty (30) days of the request.
- b. Report and distribute a current financial report at each regularly scheduled meeting.
- c. All deposits are to be made by the Treasurer.

All check or demands for money and notes of WAA shall be signed by such officer and officers or such other person or persons as the Board of Directors may from time to time determine.

The At-Large Members will be responsible for reviewing the bylaws each year and recommend any changes to the Board of Directors by the third month of the new fiscal year. Review each program budget, conducting an annual fiscal audit and other duties that may be deemed necessary.

The bylaws may be amended or repealed by a 2/3 majority vote of the members attending any regular or special business meeting without prior notice.

The Website coordinator will be responsible for the up keep of the WAA website to include, but not limited to:

- Post all upcoming meetings
- Post sign-up dates and locations
- Keep email list of members up to date

PROGRAM COORDINATORS

Program Coordinators shall be chosen by the Board of Directors as soon as practical after the end of the season. Program Coordinators can continue to run the program for multiple seasons, upon approval of the board. Program Coordinators shall be responsible for all activities and requirements related to their assigned programs. Program Coordinators shall also:

- a. Attend the monthly business meetings regularly of WAA and report monthly to the Board of Directors regarding the status of the assigned programs. A member of the committee may attend if the Program Coordinator is unable.
- b. Submit a proposed balanced operating budget to the Board of Directors for approval three (3) months prior to beginning of a new season and request approval by the Board for any proposed deviations that exceed the approved budget. (see budget section for details)
- c. Maintain accountability over all receipts, deposits, and operating expenses. Monthly reconciliation with the Treasurer's financial reports shall be accomplished.
- d. Maintain accountability over their equipment, uniforms, and supplies and report the status of pre-and post-season inventories to the Treasurer.

- e. Appoint and train their coaching staffs and coordinators. Consideration should be made to give existing coaches in good standing with WAA first opportunity to continue their positions.
- f. Coordinate concession stand operations and procedures with the other Program Coordinators, where applicable.
- g. Attend and represent WAA at all Chesterfield County meetings regarding assigned sports or recreational program.
- h. Coordinate with representatives of Chesterfield County to obtain and schedule practice fields, gyms, and meeting rooms for their respective programs.
- i. Conduct registrations for assigned programs, including advertising, scheduling, and collecting member participation fees.
- j. Buy and sign for materials and report all spending and provide all invoices to the Treasurer.
- k. Document policies, procedures, and responsibilities of their programs to ensure continuity is maintained during transition to a succeeding Program Coordinator.
- l. A Program Coordinator will appoint a committee to assist in their respective program. The committee will be comprised of four existing members, to include at least one Board of Directors member.
- m. Program Coordinators must provide a list of potential head coaches to the Board of Directors; all head coaches must be approved by the Board of Directors.
- n. Program Coordinators are responsible for developing proposed budgets and submitting them to the Board of Directors for approval. Use template provided by the Board of Directors (see attachment).
- o. 80/20 Rule: Program Coordinators are able to spend up to 80% of the income from their sport without the approval of the board. Purchases using the remaining 20% of the income must be approved by the Board prior to the purchase.
- p. Program Coordinators will report on actual expenditures compared to original budgets after the season has ended. Purpose of this comparison is to evaluate results with approved budgets and to provide feedback for determining whether there is a need for making changes in formulating future budgets.
- q. Each Program Coordinator will maintain a Coordinators handbook specific to each sport outlining the responsibilities of the season (see attached).

Membership participation fees are approved by the Board of Directors.

- a. Program Coordinators will determine the amount needed for dues and fees to cover their anticipated operating expenses for the fiscal year and present their recommendation, along with budget proposals, to the Board of Directors for approval.
- b. Membership participation fees should be set at a break-even amount and should be consistent with like programs of the WAA and other associations.
- c. Membership participation fees are payable prior to a child's participation in a WAA sports or recreation activity and should be paid at each registration, unless other arrangements have been made with the Program Coordinator. Children shall not be precluded from participating in sports and recreational activities of

the WAA due to family financial hardships. Sponsorship for these children shall be programmed within operating expenses to ensure equal participation by all members in good standing. Program Coordinators have the responsibility for determining sponsorship awards.

Only Program Coordinators, or their designated alternatives, are permitted to buy and sign for materials.

All revenues, including membership participation fees, fund raising activities, and concession sales shall be given to the Treasurer within ten (10) days of receipt.

All assets associated with operating sports and recreation programs of WAA are controlled by the Board of Directors. Program Coordinators have responsibility for making operational decisions in accordance with approved budgets.

All Board of Directors and Program Coordinators shall deliver to their successors, immediately upon completion of their duties, all records, handbooks, papers, equipment, supplies, and other pertinent materials.

MEETINGS AND QUORUMS

WAA conducts four (3) types of meetings:

- (1) Monthly BOD meetings
 - i. Program coordinator updates
 - ii. Executive session (a quorum of 4 or more members of the Board)
 - iii. General membership may attend and address the board with three (3) days prior notice
- (2) General Membership meeting
 - i. Held in November of each year
 - ii. Election of board members by the general membership
 - iii. General membership will be notified at least fifteen (15) days prior to date of meeting
 - iv. Each member in good standing shall be entitled to one vote if they are present. No member may vote by proxy.
- (3) Special meetings

The President or four (4) members of the Board of Directors can call an executive session or special meeting at any time deemed necessary. Membership can request the President to call a special meeting when at least twenty-five (25) active members provide a written petition that fully explains the reason for such meeting. No business, other than that contained in the written petition, can be conducted during the meeting.

Chain of Command shall be:

1. President
2. Vice President
3. Secretary
4. Treasurer

DISSOLUTION

Should a recommendation be made to dissolve the corporation, a two-thirds (2/3) majority vote of all WAA members in attendance at a Special Session Meeting is required to effect dissolution. The Membership will be notified at least thirty (30) days prior to the date of the meeting.

The net assets of WAA, upon dissolution, will be distributed under the direction of the Board of Directors. Any distribution of WAA's assets will only be made to nonprofit or charitable organizations.

Treasurer Handbook

PURPOSE

1. WAA has a checking account with First Federal Savings Bank that earns interest. First Federal Savings has two addresses:

(1) Bank statement address is: PO Box 1777
Petersburg, VA 23805

(2) Checking account address is: 4600 West Hundred Rd
Chester, VA 23831

2. WAA maintains a post office box at Chester Post Office. The Post Office places an invoice in the box when a payment is due. The key is maintained by the Treasurer to facilitate receiving invoices and ensuring prompt payment.

Address is: PO Box 3891
Chester, VA 23831

3. The Treasurer and the President will both be authorized to sign checks on the Wells checking account. The bank signature card must be kept up to date.

DUTIES OF THE TREASURER

1. Treasurer will maintain financial transactions on computer-generated software, approved by the Board, designed to maintain financial records. The following represents minimum reporting requirements.
 - a. Revenue will be recorded and identified by each program for the purpose of tracking expenses of each program.
 - (1) Baseball
 - (2) Boys Basketball
 - (3) Girls Basketball
 - (4) Football
 - (5) Cheerleading
 - (6) Softball
 - (7) General Fund
2. The Treasurer will prepare financial statements for each of the monthly Executive Board meetings.
 - a. A copy will be made available for each Board member.

- b. Financial reports will be as of the end of the month to the date of reconciliation.
 - c. Monthly financial report will be included at a minimum:
 - (1) A copy of the bank statement
 - (2) A copy of the reconciliation report
 - (3) A copy of the register report detailing debits and credits for the period
 - (4) A copy of account balances for each program
3. Treasurer will maintain all backup documents for all receipts and expenses. The basic framework for maintaining financial records are:
- a. Each program identified in paragraph **1a**, should have a separate file folder of backup documents.
 - (1) All documents should be maintained in chronological order by date within the folder.
 - (2) Deposits should clearly show program and revenue category.
4. The Treasurer will prepare and distribute year-end reports that record all revenue and expenses by program throughout the business year. This requirement means that financial reports will close during basketball and cheerleading season.
- a. All files will be retired at the year-end. Retired files will be maintained in accordance with applicable tax regulations.
 - b. New files will be started for each program at the beginning of the year.
5. The Treasurer oversees all income and expenses of all programs and WAA in the accordance with the financial procedures contained in the attachment 1 of these Bylaws. The Treasurer shall also:
- d. Make corporate books available for review by the Board upon a written request by any member of the Board within thirty (30) days of the request.
 - e. Report and distribute a current financial report at each regularly scheduled meeting.
 - f. Chair the Ways and Means Committee. Specific duties and responsibilities are contained in Article VII, Section 3.
 - g. All deposits are to be made by the Treasurer. Procedures for preparing deposits are as follows:
 - a. Count cash and enter amount on deposit slip.

- b. Endorse all check in upper corner on back with WAA rubber stamp.
- c. Talley all check with an adding machine that has a tape, which prints each amount. Enter total amount for the adding machine tape on deposit slip and attach adding machine tape to checks.
- e. Returned checks are to be tracked by the Treasurer. Program Coordinators are responsible for collecting funds for returned checks and associated fees and giving them to the Treasurer for deposit. Associated fees include:
 - a. The bank charges WAA a processing fee that is currently \$6.50
 - b. The writer of the returned check will be subject to a processing fee of \$25.00 by WAA.
- f. The Treasurer will verify and document the expense on each invoice with the Program Coordinator.

TAX

1. Federal I.D. number is **54-1928428**.
2. Chesterfield County requires filing a Return of Business Tangible Personal Property for Businesses and Professional on or before March 1 of each year. Purpose is to report tangible personal property owned January 1.
3. WAA is required to file **Form 990, Organizations Exempt Form Income Tax**, each year.
 - a. **Form 990, Organizations Exempt From Income Tax**, requires a report on inventory owned.
 - b. The Board of Directors should ensure a professional tax preparer perform tax returns.

AUDIT

An annual audit shall be conducted at year-end. The purpose of the audit is to evaluate the propriety of financial transactions during the year and to validate year-end financial records.

CHESTERFIELD COUNTY
PARKS AND RECREATION
CODE OF CONDUCT PROCEDURES

Although the County supports the various sports leagues in many ways, the County cannot assist cosponsoring leagues in enforcing their own internal issues. Each league organizes itself in different ways with a wide range of regulations and enforcement mechanisms. If volunteers, participants or parents violate internal League rules then each league organization should take appropriate action within its guidelines. However, the county does enforce standards of behavior at county facilities and can prohibit individuals from using county facilities. An individual may be banned from a county facility if:

1. A person engages in any behavior at a county facility which would constitute a crime (e.g. assault or consuming alcoholic beverages) or;
2. A person engages in any behavior, which disrupts the use of a county facility for family recreational and sports activity (e.g. sexually harassing behavior, public profanity or physically disrupting a sporting event).

If the Director of Parks and Recreation receives a complaint of such inappropriate behavior at a county facility, he will investigate the matter and, if necessary, send a letter to the offending person indicating that they are no longer allowed in county facilities. If that person then enters a county facility, a police officer can be called who will ask the person to leave. If the person does not leave, he can be charged with trespassing.

Procedures

If a cosponsored organization has a problem that demands immediate attention, they should call the night or weekend rover who will assist with solving the problem. If the problem cannot be solved by the Parks and Recreation staff, county police officers will be asked to resolve the conflict.

If, after the conflict has been resolved, the league or association feels that this issue needs additional attention, the organization should submit in writing to the Director of Parks and Recreation a request to have the situation reviewed.

A committee consisting of one PRAC member and two Parks and Recreation staff members will meet as soon as possible to discuss the issue and report back to the league or association.

In order to best handle these requests and to help better assist organizations with these issues, the implementation by leagues and associations of the Parks & Recreation Code of Conduct will enable committee members to better help solve problems.

Chesterfield County Parks and Recreation Code of Conduct

The Chesterfield County Parks and Recreation Advisory Commission has adopted the following code of conduct as a result of its concerns for good sportsmanship in cosponsored youth activities. Youth sports can be used as an opportunity for young people to learn how to engage in healthy competition while maintaining respect for their opponents. All parties to athletic competitions should adhere to the highest standards of positive support for the contestants. By participating in Chesterfield County Youth Sport Programs, all parties must abide by the Code of Conduct. Violations may result in the loss of privileges at county facilities.

I (and my guests) will be a positive role model for my children and encourage sportsmanship by showing respect and courtesy, and by demonstrating positive support for all players, coaches, officials and spectators at every game, practice or sporting event.

I (and my guests) will not engage in any kind of unsportsmanlike conduct with any official, coach, player or parent, such as booing and taunting, refusing to shake hands or using profane language or gestures.

I will respect the officials and their authority. I will refrain from questioning, discussing or confronting coaches during the games, and will take time to speak with the officials or coaches at an agreed upon time and place.

I will remember that children participate to have fun and that the game is for the youths, not the adults.

I will demand a sports environment for my child that is free from drugs and alcohol and will refrain from their use at all youth sports events.

I realize that the purpose of my attendance is to observe a contest and support recreation activities, not a license to verbally assault others or be generally obnoxious.

I will respect the athletic facility in which I am visiting and will not damage or deface park or school property.

I have read and understand the code of conduct and consent to abide by all listed terms.