

**POWHATAN YOUTH ATHLETIC ASSOCIATION
FIRST AMENDED AND RESTATED
BY-LAWS**

**ARTICLE I
NAME**

This organization shall be known as the Powhatan Youth Athletic Association, Incorporated (hereinafter referred to as the "Corporation"), a nonprofit nonstock Corporation incorporated in the Commonwealth of Virginia and located in Powhatan County, Virginia.

All the powers of the Corporation shall be vested in the Executive Board and Board of Directors (hereinafter referred to as the "Executive Board" and "Board", respectively).

**ARTICLE II
PURPOSE**

The Corporation is organized, and shall be operated, exclusively for charitable and educational purposes as may qualify it for tax-exempt status under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future federal tax laws (hereinafter referred to as the "Code"). Notwithstanding any provision of these Bylaws, the Articles of Incorporation or the laws of the Commonwealth of Virginia governing the Corporation or pertaining to it, the Corporation shall only carry on activities permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c), 2055 and 2522 of the Code.

The purpose of this organization shall be: To promote the development of strong character, a right attitude and a sense of responsibility and citizenship in youngsters, using organized sports as a vehicle. It is the purpose of Powhatan Youth Athletic Association to achieve this goal through fair play, good sportsmanship and congenial fellowship, with adult leaders providing the example. It is strictly against the policy of The Powhatan Youth Athletic Association for any person, either as a participant or a spectator to engage in arguments, to use abusive language, to harass umpires, or to exhibit any behavior not in concert with the general intention of this policy statement.

**ARTICLE III
MEMBERSHIP**

A. Classes. The Corporation shall have three (3) classes of Members:

1. Player Members. Any person meeting the qualifications for participation in the instructional or competitive program for the appropriate age group classification, as established by any Youth League in which the Sports Members participate in, who has registered for the regular season or fall season (hereinafter collectively referred to as "Season"), shall be eligible to become a Player Member. Youth League shall be defined as any league or organization under which a Sports Member operates and participates, including, but not limited to Dixie Youth Baseball and Softball, Chesterfield Quarterback League, and Chesterfield Cheerleading League. Player Members shall not be eligible to vote for matters that are to be voted upon by the Membership.

2. Regular Members. Any person who contributes to the purposes of the Corporation, including, without limitation, an Officer, Commissioner, Director of Coaching, member of a Committee, Coach, Team Manager, the parent or guardian of a Player Member who is currently registered for the Regular Season, and any other person who may be designated from time to time by the Board, shall be eligible to become a Regular Member. Any dispute as to who constitutes a Regular Member shall be decided by a majority vote of the Board. There shall only be one Regular Member for

each currently registered Player Member. All Regular Members shall be eligible to vote for matters that are to be voted upon by the Membership.

3. Sport Members. PYAA Baseball, PYAA Softball, PYAA Football, and PYAA Cheerleading shall constitute the four participating sports members of the Corporation. The Executive Board shall set membership annual fee for each participating sport which shall be set each year at the annual meeting in an amount equal to or greater than the total aggregate expenses for the following year divided equally among the four participating sports members.

Each Player Member, Regular Member and Sport Member shall comply with and adhere to (i) the Constitution, Bylaws, Operating Rules, and other policies of the Corporation and (ii) the rules of any subsequent or additional Youth League in which the Corporation and Sports Members participate.

All members must be of good moral character having a good standing in the community. Membership year shall begin December 1 and end on the final day of November, twelve months. All voting members of the Corporation shall be eligible to vote at any general meeting of the Corporation, provided the member has attended two PYAA sponsored meetings in the preceding four months. PYAA sponsored meetings is defined as a regular monthly meeting of a participating sports member or the Board of Directors meetings of the Corporation. All members shall be eligible to vote at the annual meeting of the Corporation, provided the member has attended at least two Executive Board meetings in the current year.

B. Member Suspension/Expulsion.

1. The Board may suspend or expel a Regular Member, Player Member or Sports Member for cause. The term "cause" shall refer to:

(a) any violation of:

- (i) the Bylaws and/or rules and/or policies of the Corporation ("Rules");
- (ii) the bylaws, rules, and/or other policies of a participating Sports Member, or their respective successors and assigns; or
- (iii) the rules of any subsequent or additional Youth League in which the Corporation or its Sports Members participate; and

(b) conduct, which, in the sole opinion of the Board, is prejudicial to the best interests of the Corporation.

2. Prior to any suspension or expulsion of a Member, the Board may, in its sole and absolute discretion, refer the matter to a Disciplinary Committee which shall handle the matter as the Board of Director's designee or the Board may choose to address the matter itself. If the latter, then the Board shall direct that a written statement be sent to the Member of the charges made against that Member by registered or certified U.S. mail, postage prepaid, return receipt requested, FedEx (or a comparable guaranteed overnight delivery service), or by electronic means with a read receipt or other comparable electronic receipt. Said statement shall notify the Member that he/she is entitled to appear and present before the Board, or present in writing, any defense or make any statement on his/her behalf. A member subject to dismissal may request any other member other than members of the Board of Directors to act as their counsel in the hearing before the Board of Directors. Upon the affirmative vote of two-thirds (2/3) of the Directors present at a meeting of the Board, the Member shall be suspended for a time period to be set at the sole and absolute discretion of the Board of Director or expelled. Such actions are subject to the following provisions:

(a) If expelled, the Member shall permanently forfeit all rights and privileges as a Member and shall not be entitled to a refund of any fees paid to any Sports Member or the Corporation.

(b) If suspended for a First Offense, the Member shall forfeit all rights and privileges as a Member for the duration of the suspension time period which is set by the Board of Directors, at the sole and absolute discretion of the Board of Director, and shall not be entitled to a refund of any fees paid to any Sports Member or the Corporation. Second Offense suspensions shall result in permanent expulsion.

(c) If referred to a Disciplinary Committee, then the Disciplinary Committee's decision may be appealed by written request within thirty (30) days of the hearing date to the entire Board.

(d) Suspension of a Regular Member does not affect any child's participation in a Sports Member program. If the Regular Member is a coach or manager in a Sports Member program, he/she will be removed from coaching for three years.

(e) Any disciplinary action, expulsion, suspension or dismissal action imposed against any Member of any class shall be honored by all other Sports Members. A violation by a Sports Member of this policy shall be subject to disciplinary action by the Board of Directors.

3. Additional Grounds for Suspension or Removal of a Sports Member Commissioner:

(a) Non compliance with bookkeeping and accounting requirements of the Corporation – If any Sports Member does not provide the requested books and records including financial information to the Executive Board at any annual or quarterly meeting of the Corporation, the Commissioner(s) of such Sports Member are subject to removal and dismissal from the membership at the discretion of the Board of Directors.

(b) Refusal to meet with Executive Board – If any Commissioner of a Sports Member refuses to meet to discuss issues or sports matters with the Executive Board for the purpose of addressing complaints received from the membership, the Commissioner(s) of such Sports Member are subject to removal and dismissal from the membership at the discretion of the Board of Directors.

C. Member Fees.

1. Player Member Fees. Player Member fees shall be charged to Player Members as a prerequisite to participation each year and from time to time for necessary activities. Each Sports Member governing board shall establish the fees and schedule of payment for their respective sport.

2. Regular Member Fees. Regular Member fees may be charged to Regular Members in the sole and absolute discretion of the Board.

3. Sports Member Fees. Each of the Sports Members shall be charged a fee equal to the annual operating budget of the Corporation, which shall be calculated by dividing the annual yearly estimated expenses by the number of Sports Members. Such fee shall become due and payable to the Corporation at the Annual Meeting held in December. This fee shall be set each year for the following year at the Annual Meeting at the sole and absolute discretion of the Board, by a vote of two-thirds (2/3) of the members of the Board.

3. Hardships, Etc. Upon a written application to the Board or its designee, the Board may, in its sole and absolute discretion, grant a reduction or elimination of fees for any person desiring and eligible to become a Player Member who exhibits special needs or hardships. Such action shall be honored by the Sports Members.

4. Deferred Payments. All requests for deferred payments of fees shall be made to the President or other designated representative of the Board who has the discretion to grant such deferrals upon appropriate terms.

5. Special Assessments. In the event of a shortfall in funds necessary for the Corporation to meet its regular financial obligations, the Board may authorize a special assessment on the Sports Members by a vote of two-thirds (2/3) of the members of the Board.

6. Refund of Fees. Unless the Board determines otherwise, there shall be no refund of fees paid by any Regular Member or Sports Member to the Corporation. Player Member refunds shall be determined by the individual governing board of each Sports Member for their division.

7. Delinquent Accounts. All fees are payable on a date determined by the Board. Any Member who is in arrears in fees will be so notified by the Treasurer. Such notice shall state the amount owed, that the rights of such Member have been suspended pending receipt in full, and that such Member's rights to membership may be cancelled if payment in full has not been received within seven (7) days of the date of such notice unless other acceptable arrangements are made with the Treasurer to satisfy the delinquent account within seven (7) days of the date of notice.

ARTICLE IV MEETINGS OF MEMBERS

A. Annual Meeting. An annual meeting of Regular Members and Sports Members of the Corporation shall be held on the first Monday in December, but in any event, no later than December 20th of each year for the purpose of electing Officers and Directors, receiving financial reports, and for transaction of any other business as may come before the meeting. The Board, in its sole and absolute discretion, may conduct annual elections by mail ballot in which case the annual meeting may also be conducted by mail-in and/or proxy vote. The annual meeting shall also serve as the annual budget meeting. At the budget meeting, the Sports Members will submit their annual budgets and financial records/accounting for review at the meeting.

B. Regular Meetings. Regular meetings shall be held quarterly on the first Monday of every third month. The purpose of the quarterly meetings shall be to conduct any business of the corporation as well coordinate activities of the Sports Members.

C. Place of Meetings. All meetings shall be held at such place within or without the State of Virginia as the Board, upon majority vote, shall find to be convenient.

D. Special Meetings. Upon the written request to the Secretary by the President, the Board, or fifty percent (50%) of the Regular Members or Sports Members, it shall be the duty of the Secretary to call a special meeting of the Regular Members and Sports Members, scheduled within ten (10) days of the receipt of such written notice.

D. Notice of Meetings.

1. Notice of time, place and purpose of the annual and special meetings shall be given to each Member by e-mailing or mailing, by first class mail, postage prepaid, a written or printed notice of the same at least ten (10) days prior to the meeting. If mailed, the notice shall be addressed to the Member's last known post office address and shall be deemed to be mailed when deposited in the United States mail. Notice shall also be posted on the website of the Corporation as a general means of notifying the membership.

2. Whenever notice is required to be given under any provisions of these Bylaws, a written waiver thereof signed by the person entitled to notice, whether before or after the time stated in these Bylaws, shall be deemed to be equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

E. Quorum. The number of Regular Members and Sports Members voting representatives present in person or by proxy at any meeting for the election of officers or directors shall constitute a quorum for that purpose. To constitute a quorum for any other purpose, there shall be present, in person or by proxy, two-third (2/3) of the Board of Directors of the Corporation to transact business. If a quorum is not present at a meeting, a majority of the Board of Directors so present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The Board of Directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough to leave less than a quorum.

F. Proxies. At all meetings of Members, a Member may vote by written proxy given to the Secretary, authorizing such Secretary to vote on his or her behalf. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Any Member voting by proxy may revoke such proxy and vote in person if such Member is in attendance at the meeting and informs the Secretary of the Corporation.

G. Voting. Each Regular Member and Sports Member voting representatives in good standing shall be entitled to one vote at any annual or special meeting of the membership. Except as may be specifically provided in these Bylaws or in the Articles of Incorporation, all matters voted shall be decided by a majority of the Regular Members present in person or by proxy.

ARTICLE V BOARD OF DIRECTORS

A. Qualifications of Directors. Any person who is a Regular Member in good standing shall be eligible for membership on the Board.

B. Number of Directors. The Board shall consist of no less than twelve (12) Directors and no more than nineteen (19) Directors. Any officer (other than an assistant officer) elected by the Board who is not a member of the Board shall automatically, upon election, be deemed to be a member of the Board to serve during his or her term of office; provided, however, that no such officer shall become a member of the Board if the number of existing Directors would exceed nineteen (19).

C. The elected officers of the Corporation shall be the Elected Directors, and shall constitute the Executive Board of the Board of Directors (the "Executive Board"). The Board of Directors consists of the Executive Board and two voting representatives from each of the four Sports Members. The commissioner of each Sports Member shall automatically be a voting representative for their respective Sports Member. The voting representatives of the Sports Members shall be the appointed Directors. No nuclear family may have more than one family member represented amongst the twelve voting representatives.

D. Term. Both elected and appointed Directors shall serve staggered two-year. The President and Secretary will be elected in odd number years. The Vice-President and Treasurer will be elected in even years. Directors may be reelected for successive terms. The term of a Director shall begin, if such Director is elected, at the annual meeting at which such Director was elected, or, if such Director is appointed by the Board to finish a partial term, at the Board meeting following such Director's appointment. Any Director appointed by the Board shall stand for election at the next annual meeting following such Director's appointment.

E. Nomination and Election. Except as otherwise provided in Paragraph M of this Article, the nomination and election of Directors shall be made in accordance with the procedures in Article VII.

F. Meetings. Regular meetings shall be held quarterly on the first Monday of every third month. Adequate advance notice shall be given with regard to all regular meetings of the Board. The purpose of the quarterly meetings shall be to conduct any business of the corporation as well coordinate activities of the Sports Members.

G. Special Meetings. A special meeting of the Board may be called at the written request of the President or any two (2) Directors. Such meeting shall be held at such time and place as decided by the President.

H. Quorum. Except as otherwise provided in these Bylaws, at all meetings of the Board, two-thirds (2/3) of the Board must be present in person to constitute a quorum for the transaction of business. Except as otherwise provided in these Bylaws, the act of a majority of the Directors present at a properly convened meeting at which there is a quorum shall be deemed to be an act of the Board.

I. Waiver of Notice. The actions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if:

1. A quorum is present (not including in such quorum a Director who, at the beginning of the meeting protests the lack of adequate notice), and

2. Either before or after the meeting, each of the Directors not present signs either a written waiver of notice, a consent to holding the meeting, or the approval of the minutes of the meeting. The waiver of notice or the consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

J. Voting. At any meeting of the Board, each Director present shall be entitled to one vote. Any action required to be taken at any meeting of the Board or of any committee may be taken without a meeting if all of the members of the Board or committee, as the case may be, consent thereto in writing, and such consents are filed with the minutes.

K. Responsibilities of the Board. The Board shall be responsible for the management and administration of the affairs of the Corporation, which include:

1. Deciding policy and operating rules and procedures.
2. Developing and approving all yearly and projected directions, goals, budgets, and fiscal policies.
3. Initiating, approving and implementing fund raising strategies.
4. Approving all annual reports.
5. Approving all important financial and contractual agreements.
6. Investigating complaints from the Members and hearing violations of the constitution, by-laws and rules of operation. The Board of Directors shall make such rules of operation as may be necessary to carry out the constitution and by-laws.
7. Implementing other measures as the Board deems proper and expedient to promote the objects of the Corporation and to best protect the interest and welfare of its members.

L. Failure to Perform Duties. If a Director fails to attend three (3) consecutive regular meetings of the Board or otherwise fails to perform any of the duties devolving upon him or her, his or her office may be declared vacant by the affirmative vote of a majority of the Board.

M. Vacancies. All vacancies on the Board may be filled by the remaining Directors at any regular or special meeting of the Board by an affirmative vote of the majority of the Directors at a meeting where a quorum is present. Any Director elected to fill a vacancy shall hold office until the next annual meeting of the Regular Members and until a successor is elected and qualifies.

N. Removal. The Board may remove a Director who has missed four (4) Board meetings per year or has been otherwise negligent in performing his/her duties.

O. Indemnification. The Corporation shall indemnify every Director and Officer, any former Director or Officer, and any agent or agents acting under the authority of the Corporation and the Board, against any and all expenses, including attorneys' fees, reasonably incurred by or imposed upon any Director or Officer in connection with any action, suit or other proceeding (including settlement of any suit or proceeding if approved by the Board) to which the Director or Officer may be made a party by reason of being or having been a Director or Officer of the Corporation regardless of whether he or she is a Director or Officer at the time such expenses are incurred.

P. Compensation. Nothing herein contained shall be construed to prevent any Director from receiving compensation for services rendered to the Corporation in a capacity other than as Director.

Q. Presumption of Assent.

(1) A Director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the Secretary before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

(2) A member of the Board or of any committee designated by the Board shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account or reports made to the Corporation by any of its officers, or by an independent certified public accountant, or by an appraiser selected with reasonable care by the Board or by any such committee, or in relying in good faith upon other records of the Corporation.

ARTICLE VI OFFICERS

A. Officers. The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

B. Election, Term of Office, and Removal. The Officers of the Corporation shall be elected at the Annual Meeting and shall serve staggered two-year. The President and Secretary will be elected in odd number years. The Vice-President and Treasurer will be elected in even years. The affirmative vote of a majority of Directors then serving shall be required for the election of an Officer. Any Officer may be removed from office without cause by affirmative vote of the majority of the Board. Any interim vacancies occasioned by the death, resignation, removal or inability to act of any officer of the Association shall be filled by the Board of Directors.

C. Optional Officers. The Board may appoint additional officers and/or assistant officers for such terms and for such purposes as the Board deems appropriate.

D. Duties and Powers of the Officers. The duties and powers of the Officers of the Corporation shall be as stated in these Bylaws, including the following, and those customarily discharged and exercised by corporate officers holding such office:

1. President. The President shall be the chief executive officer and shall be responsible for the day-to-day operations of the Corporation. It is the President's duty to preside at the meetings of the Corporation and the Board, represent the Corporation, make any and all decisions not specifically reserved by the Board, and perform such other duties as are necessarily incident to the office of President and sign all contracts entered into by the Corporation, except where such authority is assigned by the Board to another Director, Officer, Member or agent of the Corporation. The President is responsible for coordinating communication with local government. The President, Vice-President and Sports Member Commissioners are charged with assuring that all rules and regulations for the local sports programs and Youth Leagues are adhered to. The President is responsible for recommending yearly and long-range objectives to the Board of Directors for their consideration and action. These objectives would include all items that are necessary to fulfill the objectives of the organization. Examples would include expansion, park improvements, community and public relations, activities, and other items that would result in the betterment of the program.

2. Vice President. The Vice President shall act on behalf of the President in the President's absence or disability and shall perform such other duties as may from time to time be delegated to him or her by the President or by the Board. The Vice President shall become the acting Commissioner of any Sports Member in the event of a vacancy until such position can be filled by either the remaining members of the Board of Directors of such Sports Member or the Executive Board of the Corporation.

3. Secretary. The Secretary shall be responsible for recording and maintaining all minutes of the meetings of the Corporation. In the absence of the Secretary, the President shall designate a replacement. The Corporation's minutes shall be open to inspection to all Directors, and any Member of the Corporation may inspect them upon the Secretary's receipt of a written request. The Secretary is responsible to file an annual report to the State Corporation Commission.

4. Treasurer. The Treasurer shall perform such duties as may be properly required of him or her by the Board or the President. In addition, the Treasurer shall be responsible for the financial procedures used by the Corporation, including the accounting of all monies received and expended and the submittal of a proposed annual budget and such financial reports as may be requested from the Board and/or President. The financial records of the Corporation shall be open to inspection to all Directors, and any Member of the Corporation may inspect them upon the Treasurer's receipt of a written request. The Treasurer shall keep accurate financial records of all monetary transactions and annual accounting of each Sports Member. The Treasurer will assume the accountability for the collection on all revenues and delinquent accounts will be brought to the attention of the Board of Directors.

Each Sports Member shall decide within its own ranks its method for electing their respective Commissioners, Officers and Directors. Each sport must notify the Board of Directors of their selections at the annual meeting in December. The sports may utilize the annual meeting to elect their officers if they so choose.

ARTICLE VII COMMITTEES

A. Appointment of Committees. The President shall appoint the members of any committees. The Board may, from time to time, provide for and create such additional standing or temporary committees as it shall deem appropriate. The Vice President shall be an ex-officio member of all committees.

B. Finance Committee.

1. The Finance Committee shall, between regular meetings of the Board, have the authority to supervise the financial affairs of the Corporation and each Sports Member, review its internal economy, expenditures and commitments, and make recommendations to establish policies and procedures to carry out the goals of the Corporation and the Sports Members.

2. The Finance Committee shall consist of the President, Treasurer, and Secretary, plus additional members appointed by the President.

3. The Finance Committee may hold regular or special meetings at such time and place as it determines. Special meetings may be called at any time by the President or by any two of its members. Three members of the Finance Committee shall constitute a quorum.

4. The Finance Committee shall be at all times responsible to the Board and shall have only those powers specifically indicated in these Bylaws or as may further be determined by the Board. The Finance Committee may present reports to the Board at their regular meetings.

C. Nominating Committee.

1. It is the duty of the Nominating Committee to nominate at least one candidate for each Board vacancy.

2. The Nominating Committee shall consist of at least three (3) Regular Members, of which no fewer than two (2) shall be Directors.

3. The Nominating Committee shall, by correspondence or otherwise, send at least thirty (30) days before the annual meeting of Regular Members, notice of the slate of candidates nominated to serve on the Board. The notice of the Annual Meeting of Regular Members shall state that additional nominations may be made in writing to a member of the Nominating Committee. Such nominations shall be filed with the Nominating Committee at least ten (10) days before the annual meeting of the Regular Members.

4. A member of the Nominating Committee shall not be precluded from being nominated for a vacancy on the Board, but shall refrain from voting on his or her own nomination.

D. Audit Committee. The Audit Committee who shall be appointed annually by the President with the approval of the Board of Directors is to review and audit the books of the Corporation prior to the annual meeting of each year. The Treasurer shall meet with the committee, as the committee deems necessary. The Committee shall report directly to the Board of Directors. In addition, the Audit Committee shall be responsible for auditing the books and records of the Sports Members, and shall provide a report to the Board of Directors for tax purposes.

E. Election Committee. The Election Committee shall be responsible for supervising the election of Directors at the annual meeting of Regular Members and providing the official count of all Member votes for each nominee. To be elected Director, a nominee must receive a majority of the votes cast.

F. Chair of Committees. The President shall annually designate the personnel of each committee, and, at the time of the appointment of a committee, designate a chairman for such committee, except as otherwise provided by the Bylaws, or the resolution of the Board.

**ARTICLE VIII
PROHIBITED ACTIVITIES**

Notwithstanding any other provision of these Bylaws, the Articles of Incorporation or the laws of the State of Virginia governing the Corporation or pertaining to it, the Corporation shall not engage in or

carry on any activities not permitted to be engaged in or carried on by a Corporation described in Section 501(c)(3) of the Code of 1986 and exempt from taxation under section 501(a) of the Code.

A. Net Earnings. No part of the net earnings of the Corporation shall benefit, or be distributed to its Directors, members, officers, trustees (if any) or other private persons, except that the Corporation shall have the authority to pay reasonable compensation for services actually rendered to or for the Corporation in furtherance of its purposes as set forth in Article II hereof and to reimburse persons for out-of-pocket expenses incurred on behalf of the Corporation.

B. Political Activities. No part of the activities of the Corporation shall consist of carrying on of propaganda, or otherwise attempting to influence legislation, except as permitted in section 501(h) of Code. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaigning on behalf of or in opposition to any candidate for public office.

C. Compensation of Directors. No Director shall receive compensation for any duties performed as Director; provided, however, that the President and Vice President shall have fees waived in full for all Player Members in their respective families.

D. Loans and Guarantees. The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in performance of the duties of such Officer or Director so long as such individual would be entitled to be reimbursed for such expenses.

E. Self-Dealing Transaction. Except as provided in this Subsection, the Board shall not approve self-dealing transactions. A self-dealing transaction is:

1. one to which the Corporation is a party and in which one or more of the Directors has a material financial interest, or
2. a transaction between the Corporation and one or more of the Directors, or
3. a transaction between the Corporation and any person in which one or more of its Directors has a material financial interest.

The Board may approve a self-dealing transaction if it determines that the transaction is in the best interest of the Corporation, is fair and reasonable and, after reasonable investigation, reaches the conclusion that the Corporation could not have obtained a more advantageous arrangement with reasonable effort. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of a majority of the Directors then in office (determined as if the position or positions of the interested Director or Directors were vacant), without counting the vote or votes of the interested Director or Directors.

F. Subjecting the Corporation to Tax. If the Corporation is treated during a particular year as a private foundation described in Section 509 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), no approval shall be given to any transaction which would subject the Corporation to tax under any provision of sections 4941 through 4945 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

**ARTICLE IX
NOTICE**

A. Whenever under the provisions of law, the Articles of Incorporation or these Bylaws, notice is required to be given to any Director or member, such notice may be given in person, by first class U.S. mail, postage prepaid, by fax, by email or other electronic means, or by FedEx (or a comparable guaranteed overnight delivery service).

B. Notice for any meetings (other than annual or special meetings) of the Directors, Officers or committees shall be given at least four (4) days in advance, unless otherwise waived in accordance with these Bylaws.

**ARTICLE X
BOOKS AND RECORDS**

The following books and records shall be kept:

- A. Complete books and records of account.
- B. Minutes of the proceedings of Board meetings.
- C. Any other record necessary for the proper operation of the Corporation.

D. All books and records of the Corporation may be inspected by any Director, or his/her agent or attorney, for any proper purpose at any reasonable time upon written notice to the President.

**ARTICLE XI
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

A. Contracts. In addition to the President, the Board may by written authorization of the President or Vice President authorize any Officer, Regular Member or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

B. Checks, Drafts or Orders. All checks, drafts, orders for the payment of money, notes or other evidence of the indebtedness of the Corporation, shall be signed by two officers of the Corporation. The authorized parties on the bank accounts of the Corporation shall be the President, Vice President and Treasurer. The Board may by written authorization of the President or Vice President authorize the signing of these instruments by other Officers, employees, Regular Members or agents of the Corporation.

C. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such federally insured banks, trust companies or other depositories as the Board may select.

D. Gifts. The Board may accept on behalf of the Corporation any contribution, gift or bequest.

**ARTICLE XII
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of December of each year and end at midnight on the thirtieth (30th) day of November of the following year.

**ARTICLE XIII
AMENDMENTS TO THE BYLAWS**

These Bylaws may be amended, altered, or repealed by a motion of any Member. Amendment, alteration or repeal may occur only after such amendment, alteration or motion to repeal has been on the table for not less than two lunar months. The Board of Directors must notify the general members of the corporation of any such motion. There must be a quorum of the membership present at any such meeting, and no amendment, alteration or repeal shall become effective unless approved by a two-thirds (2/3) vote of the membership present.

**ARTICLE XIV
AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended after they have been discussed at a Board meeting and approved by an affirmative vote of two-thirds (2/3) of the entire Board.

**ARTICLE XV
ANNUAL FINANCIAL REPORT**

The President shall provide an official financial statement, compiled by a Certified Public Accountant designated by the Board.

**ARTICLE XVI
DISSOLUTION OF THE CORPORATION**

Should it become necessary to dissolve the Corporation, a special Board meeting shall be called to adopt such a resolution and dissolution shall proceed in accordance with the Articles of Incorporation and the laws of the State of Virginia.

**ARTICLE XVII
PARLIAMENTARY AUTHORITY**

Robert's Rules of Order shall govern the Corporation in all cases.

**POWHATAN YOUTH ATHLETIC ASSOCIATION
RULES OF OPERATION**

1. Each Sports Member will decide on its own how it will operate internally, but shall not operating in such a way as to conflict with any policies, procedures, Bylaws or Articles of Incorporation of the Corporation.
2. Each Sports Member will be responsible for its own operation of concessions and house and grounds.
3. Each Sports Member will coordinate its house and grounds supplies with the appropriate Parks and Recreation Director.
4. Each Sports Member must deliver the Treasurer of the Corporation monthly financial statements to include bank statements regarding any and all transactions from each sport and concession at the quarterly meeting.
5. Each Sports Member must hold a minimum of six monthly meetings annually with the average minimum number of members per meeting to exceed seven members.
6. Any disciplinary or dismissal action imposed against any member in a Sports Member shall be honored by the other Sports Members.
7. Sports Members must submit their rules of operation and any subsequent changes to said rules of operation to the Board of Directors within 30 days of the rules of operation taking effect.
8. No Sports Member may have more than one nuclear family cosign checks for any Sports Member.
9. Voting representatives must present general PYAA issues and information discussed at Board of Directors to their Sports Members at the next Sports Member meeting.