

Northern Piedmont Sports Club Bylaws

Revised August 2024



Article I: Legal Authority

The Northern Piedmont Sports Club, hereafter NPSC, is chartered as a nonprofit Organization under and by virtue of the laws of the Commonwealth of Virginia and the United States of America in accordance with Internal Revenue Code of 1986 Section 501(c)(3), the purposes of this Organization are limited to sports and public, not-for-profit activities.

Article II: Name and Location

Section 1: Official Name - Northern Piedmont Sports Club

Section 2: Assumed Name - For purposes of advertising and promotion, the Organization may at times utilize the assumed name of NPSC. However, the official name shall remain the binding corporate name to transact business.

Section 3: Location - The principal office of the Organization and its registered agent shall be located in Warrenton, Fauquier County, Virginia. This designation may be changed from time to time only by official action of the Board of Directors with the filing of an appropriate certificate with the Commonwealth of Virginia's Secretary of State.

Article III: Purpose

Section 1: Mission - The Organization's mission is to improve child and community wellness by providing recreational and competitive sports opportunities to communities in the northern Piedmont region of Virginia.

Section 2: Restrictions - No activity of the Organization shall support political campaigns on behalf of any candidate for public office; restrict membership on the basis of race, religion, gender or national origin; or do anything to disqualify the

Organization's tax-exempt status pursuant to Section 501(c)(3) of the United States' Internal Revenue Code.

Article IV: General Provisions

Section 1: Non-Discrimination- NPSC shall follow the non-discrimination policies and requirements of the sports governing bodies to which the Organization belongs as well as all Virginia and Federal non-discrimination policies and guidelines.

Section 2: Physical and Sexual Abuse- To the extent permissible under law, NPSC shall adopt policies and procedures prohibiting and discouraging physical or sexual abuse of any member of NPSC.

Section 3: Rules of Order - Robert's Rules of Order (current edition) shall be followed in all meetings of the Organization and its committees, unless otherwise modified herein by these Bylaws. Minutes of actions taken and members present at such meetings shall be recorded, submitted to the Executive Director, and posted for public access.

Section 4: Indemnification- To the fullest extent permitted by law, NPSC shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding— whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Organization)— by reason of the fact that he or she is or was a director, officer, employee, or volunteer of the Organization against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The indemnification provided hereunder shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person

who has ceased to be a director, officer, employee, or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Article V: Membership

Section 1: Informal Membership- Informal members of NPSC consist of a) any registered member of an NPSC-sponsored program who is in good standing or b) any official representing NPSC (i.e., employee, referee, timekeeper, or any sub-group) who is acting on behalf of the Organization.

Section 2: Formal Membership- Formal Members of NPSC include individuals serving on the Organization's Board of Directors, currently serving NPSC committee members, paid and volunteer coaches leading NPSC teams, and paid NPSC staff including, but not limited to, the Executive Director and Director of Operations.

Section 3: Member-in-Good-Standing- Members are judged to be in good standing with the Organization if they are not more than 30 days in financial arrears to the Organization and are actively involved in one or more of NPSC's programs, committees, or boards.

Section 4: Meetings- There shall be an annual meeting of the membership to be held in December of each year. At this meeting, the following shall occur: a) the Chair of the Board of the Directors and/or the Executive Director shall give an address on the state of the Organization, b) elections required by the provisions of these bylaws shall take place, c) the schedule of meetings for the Board of Directors shall be announced, and d) a copy of the Organization's program plan for the coming calendar year shall be made available to the membership.

Section 5: Meeting and Voting- The vote during the annual meeting shall be virtual. One (1) week prior to the annual meeting, the Secretary of the Board of Directors shall notify the members of any relevant elections and the candidates for election and provide an electronic mechanism to vote. The voting mechanism shall be open for one (1) week

prior to the annual meeting and close at the conclusion of the annual meeting. A simple majority decides the election.

Article VI: Staffing

Section 1: Paid Staff- Individuals employed by NPSC are responsible for executing the day-to-day operations of the Organization, advancing the Organization's mission, upholding its values, and ensuring its sustainable growth and impact within the community.

Section 2: Role of the Executive Director- The Executive Director is responsible for: a) *Leadership*: providing overall leadership and management of the Organization in accordance with the strategic direction set by the Board of Directors; b) *Personnel Management*: hiring, firing, supervising, and evaluating staff, overseeing volunteer management and development; c) *Financial Management*: day-to-day financial management of the Organization to include (but not limited to) creating budgets and financial reports, ensuring financial stability, facilitating fundraising efforts, and applying for grants on behalf of the Organization; d) *Compliance and Reporting*: ensuring compliance with legal and regulatory requirements and managing risks related to operations and programs; e) *Board-Centered Leadership*: facilitating board meetings, serving as the primary liaison between the staff and the Board of Directors, providing regular updates and reports, and supporting Board activities and relationships; f) *Public Relations*: representing the Organization to external stakeholders, fostering positive relationships with community partners, sponsors, and the media; g) *Programs and Activities*: and working with the paid staff, Standing Committee heads, staff, and volunteers to develop and evaluate sports programs that align with the Organization's mission and goals, and h) *Operations and Technology*: ensuring that the appropriate physical program and working spaces are available, clean, and safe and that the Organization has technology appropriate for its needs. The Executive Director is not a member of the Board of Directors.

Section 3: Director of Coaching (individual sport)- The Organization shall employ a paid Director of Coaching when a sport includes both travel (competitive) and

recreational programs. Travel programs shall have paid head coaches at the Director of Coaching and Executive Director's discretion. Recreational programs shall have volunteer coaches.

Article VII: Board of Directors

Section 1: Responsibilities - The Board of Directors is responsible for: a) *Overseeing* the Organization's business, property, Executive Director, and programs, b) providing *Strategic Guidance* on the Organization's direction, c) providing *Financial Oversight* to the Organization including but not limited to approving annual budgets and program additions, taking on debts, and buying/leasing space, and d) *Advocating* for the Organization in the community.

Section 2- Powers: The Board of Directors retains those powers granted under Commonwealth of Virginia Statutes which permit all necessary and convenient actions to affect all the approved purposes for NPSC.

Section 3: Composition- The Board of Directors shall consist of no fewer than 5 voting members: Chair, Vice-Chair, Secretary, Treasurer, and Member-at-Large. As NPSC grows and changes, additional voting members may be added by a unanimous vote of the current Board of Directors.

Section 4: Terms of Office - Directors elected shall serve a first term of either one (1), two (2), or three (3) years depending on what is needed to maintain staggered terms of service for each approximate third of its membership. Each third shall be referred to as a "class." A full term commences with the date of appointment or election. Second terms and beyond are 2 years in duration. Directors are limited to two consecutive full terms with an ineligibility period of one year following the expiration of a second full term.

Section 5: Election of Board Members- The full membership-in-good-standing of NPSC elects, in accordance with the provisions of these bylaws, the Chair of the NPSC board at the annual meeting just prior to the expiration of the current Chair's term. The

Board of Directors votes to fill the remaining Director positions based on their qualifications to fulfill the Organization's governance needs.

Section 6: Vacancies – The Chair of the Board shall appoint Directors within 90 days to fill the remaining, unexpired term of an absent Director or for an unfilled seat. Such appointments end on 31 December. Directors appointed for a term of less than two years shall then be eligible for an additional two full terms as defined in these Bylaws.

Section 7: Ex Officio Board Members - The Chair of the Board in consultation with the full Board may appoint individuals to serve as advisors, managers, or participants in special activities and serve as a nonvoting, ex officio members of the Board of Directors. Ex officio status shall continue until 31 December of the year of appointment, at which time status can be renewed. Ex officio directors may serve in three consecutive calendar years of the Organization at which time they must observe an ineligibility period of at least one year before being considered for re-appointment. An exception can be made to this rule in the case of the need for a critical skill. Ex officio service shall not restrict eligibility for election as a voting Director of the Organization.

Section 8: Attendance Rule - Each Director is expected to attend all regular meetings of the Board and all special called meetings of the Organization. Those members with three consecutive, unexcused absences as determined by the Chair shall be removed from the Board of Directors.

Section 9: Compensation - Directors shall be volunteers and shall receive no compensation for their services, except on occasion for certain expenses directly related to the mission and purposes of the Organization as may be approved by the Board of Directors.

Section 10: Commitment and Ethics Rule - Each Director must maintain a high commitment to the stated mission and goals of NPSC and exhibit the highest ethical standards in the conduct of business as suggested among nonprofit Organizations and the most recent code of ethics and conflict of interest policy established by NPSC. Those Directors brought into question under this rule shall have a hearing before a special committee of the Board and, when their behavior is judged by a majority vote of the

special committee to be in conflict with the mission or ethical obligations of their role or found to be incompatible with the best interests of the Organization, shall be removed from the Board of Directors.

Section 11: Removal- Any Director may be removed at any time, for or without cause, by a $\frac{2}{3}$ majority vote of the Board.

Article VIII: Board of Directors- Meetings

Section 1: Meetings & Notice - As a minimum, regular meetings of the Board of Directors shall be held according to a schedule announced to the entire membership by the Board Chair at the Annual meeting. Special meetings of the Organization shall be held at the discretion of the Chair, by a majority vote of the Board of Directors, or upon written request by ten (10) percent of the Organization's members-in-good-standing. Notices for such special meetings shall be provided by posting on the Organization's website or email at least seven (7) days before the announced time, date and place. Meetings may be held either virtually or in person.

Section 2: Quorum & Voting - A simple majority of Directors being present, either virtually or in person, at an official meeting shall constitute a quorum for the conduct of business with, thereafter, a simple majority vote required for action on motions. Each voting Director shall have one vote. Proxy voting shall not be permitted.

Article IX: Board of Directors- Officers

Section 1: Officers - Officers of the Board of Directors shall include a Board Chair, a Vice-Chair, a Secretary, and a Treasurer. No individual shall concurrently hold more than one office.

Section 2: Election and Term of Office - A Vice-Chair, a Secretary, and a Treasurer shall be elected by voting members of the serving Board of Directors. Officer elections shall occur each year at the first meeting after the annual membership meeting, and elected officers will retain their officer positions for one year.

Section 3: Duties of the Chair - The Chair shall: a) preside at all meetings of the Board of Directors, b) appoint Directors to the Board of Directors, c) exercise general oversight of the Organization's business, d) evaluate the Executive Director's performance, e) decide on the Executive Director's compensation package for the year, f) appoint heads of the sports committees, and g) perform such other duties as may from time to time be assigned by the Board of Directors. The Chair may serve as an ex-officio member of those standing and special committees established by the Board. By invitation of the Board, the immediate past Board Chair may serve as a voting member on the Board of Directors for a period of one year.

Section 4: Duties of the Vice-Chair - Upon disability or absence of the Chair, the Vice Chair shall perform the duties of the Board Chair and such other duties as may be assigned by the Board of Directors. The Vice Chair may serve as an ex-officio member of all committees.

Section 5: Duties of the Secretary - The Secretary shall: a) record the minutes of all meetings of the Board of Directors, b) provide for the safe keeping of all official contracts and records of the Organization, c) call for the election of the Board Chair as directed by these bylaws, and d) publish notices of Board of Director meetings as required in these Bylaws.

Section 6: Duties of the Treasurer - The Treasurer shall: a) be responsible for the general oversight of the Organization's budgeting and annual reporting processes, b) work with the Executive Director to ensure that the Board of Directors receives current financial reports in a timely manner for review/approval at regular meetings, c) be available to handle emergency financial transitions if the Executive Director is unavailable, d) be the Board's member with a particular focus on financial risk mitigation, e) manage the Organization's long-term financial investments, and f) be responsible for the audit of the Organization's finances at the periodicity determined by the Board of Directors.

Section 7: Honorary Titles - The Board of Directors may from time to time award certain friends of the Organization with honorary titles as it may deem prudent to

advance the mission and goals of NPSC. Such honorary titles shall not carry any obligations, powers or duties within this Organization.

Article X: Standing and Special Committees

Section 1: Committees- The Organization shall have two types of committees: Standing Committees that address ongoing needs of the Organization and Special Committees that address tasks, issues or needs of a shorter term and/or finite duration. Each committee shall perform the duties outlined in these bylaws. No committee is authorized to make binding decisions for the Organization that are not within its approved plan of work and budget. Each committee must promptly submit a written record of its monthly activities to the Executive Director no later than the 5th of the following month. It is preferred for all committees to have an odd number of members.

Section 2: Requirement for and Composition of a Sports Committee- All sports offered by the Organization shall have a Standing Committee dedicated to that sport. These committees shall include the following members: a) paid staff member—in sports where there is a Director of Coaching, the Director of Coaching serves as the paid staff member—, b) Committee Head, c) Coaching representative(s; travel and recreational where appropriate), and d) Parent Representative(s). A player representative may be invited to participate in committee meetings on a case-by-case basis.

Section 3: Sports Committees (with a Director of Coaching)- Sports committees for sports with travel and recreational programs shall work with the Executive Director, Director of Coaching-Sport, Director of Operations, and NPSC staff to provide enjoyable, developmental, and safe sporting experiences for NPSC members. The Sports Committee Head is responsible for ensuring the committee: a) manages the schedule for the team assignment process for players, ensuring inclusivity and fairness in participation, b) addresses discipline issues among coaches and volunteers who contribute to the Organization's recreational programs, c) oversees the budget, fundraising efforts, and financial resources of the sports' programs, d) provides budget requests to the Executive Director and Director of Operations, e) builds relationships

with parents, guardians, and the broader community to promote involvement and support for the sport, f) maintains accurate records, g) adheres to the Organization's bylaws and policies, h) prioritizes the physical and emotional safety of players, i) promotes players' and coaches' skill development, j) fosters a positive sports environment, k) supports the planning and executing sport-specific events, tournaments, and other activities that enrich the experience of participants and supporters, and l) communicates effectively with stakeholders to promote programs and raise awareness about the Organization's mission and impact.

Section 4: Sports Committees (without a Director of Coaching)- Sports committees for sports with a recreational program component only shall work with the Executive Director, Director of Operations, and NPSC staff to provide enjoyable, developmental, and safe sporting experiences for NPSC members. These heads of these committees are responsible for ensuring the committee: a) manages the team assignment process for players, ensuring inclusivity and fairness in participation, b) recruits and supports coaches and volunteers who contribute to the sport's recreational programs, c) oversees and executes the budget, fundraising efforts, and financial resources of the sport's programs, d) provides budget requests to the Executive Director and Director of Operations, e) builds relationships with parents, guardians, and the broader community to promote involvement and support for the sport, f) maintains accurate records, g) adheres to the Organization's bylaws and policies, h) prioritizes the physical and emotional safety of players, i) promotes players' and coaches' skill development, j) fosters a positive sports environment, k) supports the planning and executing sport-specific events, tournaments, and other activities that enrich the experience of participants and supporters, and l) communicates effectively with stakeholders to promote programs and raise awareness about the Organization's mission and impact.

Section 5: Fundraising Committee - This committee shall have the responsibility of seeking funds necessary for the operation and maintenance of NPSC. This function may be accomplished through governmental budgets, grants, corporate sponsors, personal

contributions, in-kind services, special fundraising events and similar resources. The Executive Director shall serve as Chair and voting member of this committee.

Section 6: Special Committees - Administrative, managerial, advisory and special project committees or subcommittees may be established by the Board of Directors as deemed necessary for the efficient operation of the Organization. Each committee thus created shall advise the Board of Directors on matters related to achieving the stated mission and goals of NPSC.

Section 7: Committee Membership – The Board Chair appoints all committee heads unless otherwise identified in these bylaws. Current committee chairs, the Executive Director, and the Director of Operations may submit recommendations for Committee Heads to the Board Chair. Standing Committees must have a majority of committee members who are also members-in-good-standing of the Organization.

Section 8: Terms of Committee Membership - Members of Standing Committees shall serve two years from the date of their appointment. At the discretion of the Board Chair, members of Standing Committees may continue to serve until a successor is appointed. Members of Special Committees shall serve for one year or less, as specified when the committee is established.

Article XI: Finance and Audits

Section 1: Fiscal Year - The Organization's financial year shall commence on 1 July of each calendar year and end on 30 June of the following year.

Section 2: Funds and Property - All funds and property held by the Organization are maintained in trust for the purposes authorized in its charter and only in accordance with its official Mission and Goals. Bequests, gifts, loans and donations must first meet published Organization guidelines. Each officer, employee, volunteer or its agent, having custody of the Organization's funds or property, is to be covered by an appropriate fidelity and forgery insurance bond carried at the expense of the Organization.

Section 3: Records and Reports - Finances of the Organization shall be maintained in accordance with generally accepted accounting principles and its records shall be kept in such manner as to facilitate the preparation of quarterly financial reports for the Board of Directors and membership.

Section 4: Audits - The financial statements of this Organization shall be audited periodically as determined by the Board. Such audit shall be made by a competent, certified public accountant of recognized standing who is not an officer of the Organization. Upon written request, audit reports shall be made available to the Organization's members and to any appropriate judicial authority.

Section 5: At least three (3) members of the actively serving Board of Directors and the Executive Director shall be signatories on all of the Organization's financial accounts.

Article XII: Dissolution of the Organization

Section 1: Dissolution Rule- In the event no Board of Directors exists, or the Board of Directors refuses or fails in a reasonable period to dissolve the Organization, upon application by any officer or member, the Superior Court of Fauquier County, Virginia shall dissolve the Organization in a manner consistent with the above rule and in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986.

Article XIII: Amendments

Section 1: Process to Amend: Amendments to these bylaws may be adopted at any meeting of the Board of Directors at which a quorum is declared present, provided appropriate notice of the amendment is provided to all members at least ten (10) days prior to said meeting. Amendments to these Bylaws require two-thirds (2/3) approval by those members present and voting. Such amendments take effect as stated in the original motion.