

# WFYFL Bylaws:

## AMENDED AND RESTATED BY-LAWS OF THE WINCHESTER-FREDERICK COUNTY LITTLE LEAGUE FOOTBALL ASSOCIATION, INC.

### ARTICLE I (Name)

The name of the Corporation is WINCHESTER-FREDERICK COUNTY LITTLE LEAGUE FOOTBALL ASSOCIATION, INC., and shall be authorized to do business in its corporate name or by the name "Winchester-Frederick County Little League Football".

### ARTICLE II (Objects)

To encourage, promote and sponsor supervised athletic programs for the youth of Winchester and Frederick County and at the same time to provide leadership in promoting ideals of character, sportsmanship and citizenship.

### ARTICLE III (Membership & Government)

#### SECTION 1:

The membership of the Corporation shall be composed of eight (8) individuals, each of whom shall serve as a director as hereinafter provided.

#### SECTION 2:

Each member shall be entitled to only one (1) vote.

#### SECTION 3:

The business, purpose and affairs of this Corporation shall be managed by a Board of Directors composed of eight (8) persons. No more than two (2) Directors shall be coaches for teams that participate in the league during any given year. Each Director shall hold office for a term of three (3) years and until his successor is elected and qualified. Beginning from the date of adoption of these Amended and Restated By-Laws, the terms of the Directors shall be staggered as set forth on Schedule 1 attached to these By-Laws. Each Director's term shall automatically renew for a term of three (3) years unless (1) the Board of Directors elects not to renew that Director's term by vote of a majority of Directors called for such purpose (such vote shall not include the Director who is the subject of such vote) or (2) the Director chooses not to serve.

#### SECTION 4:

Vacancies on the Board of Directors shall be filled by an appointment made by the remaining Directors. Each person so appointed, shall serve for the remainder of the term of the Director he is succeeding.

#### SECTION 5:

The Board of Directors shall have the power to name ex-officio members who may include representatives from local schools and government agencies. Ex-Officio members shall not have a vote on the Board.

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**SECTION 6:**

The Board of Directors shall at the time of its annual meeting elect the following officers: (1) President, (2) Secretary/Treasurer, (3) Commissioner. All officers must be directors.

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**SECTION 7:**

Any officer may be removed by the Board of Directors whenever, in the judgment of the Board as evidenced by a vote of a majority of Directors called for such purpose (such vote shall not include the Director who is the subject of such vote), the best interest of the Corporation will be served thereby. A member of the Board of Directors shall be removed by the Board upon issuing three (3) consecutive meetings of the Board; provided however, that the Board may, for good cause shown, waive this requirement and retain such member on the Board.

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**SECTION 8:**

The Board of Directors shall have the power to appoint by resolution an Executive Committee composed of the President, Secretary/Treasurer, and Commissioner, who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation between meetings of the Board.

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**SECTION 9:**

The duties of the President and Secretary/Treasurer shall be those duties usual to the respective offices. Two (2) officers (the President and one other officer) shall be required to sign checks or other obligations on behalf of the Corporation. The duties of the Commissioner shall be as follows:

- A. Oversee the scheduling, conduct and operation of games, practices and league events, including the cancellation of games, practices and events due to weather;**
- B. Uphold all Rules and Regulations of the League;**
- C. Handle all concerns of coaches, players and parents.**

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**SECTION 10:**

The Board of Directors shall fix and administer policies and regulations for any program or project sponsored by the Corporation, including the promulgation and publication of Rules and Regulations for the League.

## **ARTICLE IV (Indemnification of Directors and Officers)**

Each person now or hereafter a Director or Officer of the Corporation (and his heirs, executors and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorneys' fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such Director or Officer. In the event of any other judgment against such Director or Officer or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall be or have been a Director, by the Board of Directors of the Corporation, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such Director or Officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or in the best interest of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled.

## **ARTICLE V (Meetings)**

### **SECTION 1:**

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The annual meetings shall be held at any place within the Commonwealth of Virginia as shall be agreed upon by the Board of Directors and shall be held in each year during the month of January.

### **SECTION 2:**

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Each Director shall be given at least ten (10) days written notice of the time and place for the annual meeting.

### **SECTION 3:**

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Meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors. Notice of the time and place of such meeting shall be provided to each director at least five (5) days prior to such meeting.

### **SECTION 4:**

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Notice of the time and place and purpose of any meeting may be waived either before or after such meeting has been held.

## **SECTION 5:**

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A majority of the Directors shall constitute a quorum at any meeting.

### **ARTICLE VI (Amendments)**

These By-Laws may be amended by a two thirds vote of the Directors at an annual or special meeting; provided, however, that written notice of the proposed amendments shall be given in the call for said meeting.

### **ARTICLE VII (Preliminary Procedure)**

In all questions of order and parliamentary procedure not covered by these By-laws, Robert's Rule of Order shall govern.

### **ARTICLE VIII (Dissolution)**

Upon dissolution of this Corporation, the last elected Officers and Directors shall pay all liabilities from Corporation assets and shall dispose of any remaining assets by donation to another little league football organization. The last governing body of the Corporation will determine the recipient of the remaining assets.