

**BYLAWS
OF THE
NORTHERN VIRGINIA GIRLS SOFTBALL ASSOCIATION**

AS AMENDED ON MARCH 10, 2014

(formed under the Virginia Nonstock Corporation Act)

ARTICLE I

OFFICES

Section 1.1 Location. The Corporation shall continuously maintain within the Commonwealth of Virginia a registered office at such place as may be designated by the Board of Directors.

ARTICLE II

PURPOSE

Section 2.1 The Primary purpose of the Association is to provide girls through the age of 18 the opportunity, organization, instruction and support necessary to participate in the sport of fastpitch softball. This will be accomplished by affording a playing environment in which not only the skills of the sport are imparted, but the opportunity to develop individual and group character traits of respect, sportsmanship, fairness, team work, and leadership are provided.

ARTICLE III

MEMBERS

Section 3.1 Members. The Corporation shall have one class of members. The members shall consist of the Board of Directors, Officers, Committee Chairs, each team's Head Coach, and all parents or guardians of players who participated in the league within the twelve (12) months prior to the annual general membership meeting date.

Section 3.2 General Membership Meetings. The Annual General Membership Meeting shall be held each year no later than June 30th to elect a new Board of Directors. Current Directors may be re-elected and there shall be no term limits. The Annual General Membership Meeting, or any other general membership meeting, may be called for any other time by a majority vote of the Board of Directors. The President shall provide notice of a general membership meeting at least thirty (30) days in advance to all members. Those members present at a general membership meeting shall represent a quorum for the purpose of voting. Proxy voting shall not be permitted.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 Power of Board and Qualification of Directors. All corporate powers shall be exercised by, or under the authority of, and the business of the Corporation shall be managed under the direction of, the Board of Directors. A director need not be a resident of the Commonwealth of Virginia. The Board of Directors may adopt such rules and regulations for the conduct of its business as it shall deem advisable.

Section 4.2 Number of Directors. The number of directors constituting the entire Board of Directors shall be seven (7). The number of directors may be increased or decreased by amendment of the Bylaws, except that no decrease shall affect the tenure of office of any incumbent Director.

Section 4.3 Election and Term of Directors. The initial Board of Directors of the Corporation shall consist of those persons named in the Articles of Incorporation of the Corporation. Thereafter, Directors shall be elected by majority vote at the Annual General Membership Meeting. The new Board of Directors shall take office immediately upon election.

At least thirty (30) days prior to the Annual General Membership Meeting, the President shall appoint a Nominating Committee which will canvass the members for volunteers and submit to the President prior to the meeting a complete slate of nominees for election to the Board of Directors. The Committee will obtain consent of each nominee prior to placing their name on the slate. The Committee will accept nominations from the members until ten (10) days prior to the election. Nominations may not be made at the general membership meeting at which the election is held.

Each Director shall hold office for the one-year term for which they are elected, or until his/her successor has been elected by the members.

Section 4.4 Newly-Created Directorships and Vacancies. If the office of President becomes vacant between Annual General Membership Meetings, the Vice President-House shall serve as President until the Board of Directors selects a new President. The Board of Directors shall meet, discuss, nominate, and select a new President by majority vote no later than the next, scheduled Board of Directors meeting. The new President shall serve until the next Annual General Membership Meeting. All other Board of Directors vacancies shall be filled by nomination and selection by the Board of Directors. Nomination(s) shall occur no later than the next regularly scheduled Board of Directors meeting. Selection(s) shall be by a majority vote of those Directors present and may occur during the nominating meeting, but must occur no later than the next Board of Directors meeting, whether an annual, general, or special meeting.

Section 4.5 Removal of Directors. Any member may be removed from the Board of Directors upon the affirmative vote of two-thirds of the Board of Directors. A Director may be removed only at a meeting called for that purpose, and the meeting notice must so state. No such vote shall be taken until the person to be removed has been provided written notice of the meeting and an opportunity to address the Board of Directors.

Section 4.6 Resignation. Any Director may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect upon receipt of such written notice.

Section 4.7 Quorum of Directors and Voting. Unless a greater proportion is required by law, the Articles of Incorporation, or these Bylaws, a majority of the Board of Directors shall represent a quorum for purposes of voting. Unless otherwise specified, a majority of those casting votes will constitute a decision. Proxy voting is not permitted. Voting, including elections, will normally be by a show of hands, although a written ballot may be requested and the Secretary shall record the result of any vote into the Corporate minutes.

Section 4.8 Meetings of the Board. An annual meeting of the Board of Directors shall be held each year at the time of the Annual General Membership Meeting and shall be no later than June 30th. Regular meetings shall be held at dates and times to be established by the Board. All meetings are to be held at such time and place as shall be fixed by the Board of Directors.

Notice of a meeting of the Board of Directors need not be given to any Director entitled to notice who submits a signed, written waiver of notice whether before or after the date and time stated in such notice. A Director's attendance at or participation in a meeting waives any required notice to him of the meeting unless, at the beginning of such meeting, or promptly upon his arrival, such Director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to any action taken at the meeting.

Unless otherwise specified, all meetings will be governed by Robert's Rules of Order.

Section 4.9 Actions Taken By Directors; Meetings by E-mail or Telephone Conference. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent in writing, whether by US mail or e-mail, to such action. Such action shall be evidenced by written consent stating the action to be taken, signed by each Director (or affirmed by e-mail) before the action is taken. Such written consents shall be affirmed at the next Board of Directors meeting, included in the minutes, and filed with the corporate records reflecting the action proposed, the vote, and action taken.

Any one or more members of the Board of Directors may participate in a regular or special meeting of such Board of Directors by means of telephone conference or similar communications equipment in which all persons participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

ARTICLE V

OFFICERS, AGENTS AND EMPLOYEES

Section 5.1 Officers. Following election at the Annual General Membership Meeting, the Board of Directors shall elect from their membership an Executive Board of Primary Officers, consisting of the President, Vice President-House, Vice President-Travel, Secretary, and Treasurer. The remaining two members of the Board shall serve as At-Large members, will hold Officer positions and will perform duties as required while having all of the authority of a member of the Board as outlined in Article IV. The Executive Board of Directors shall appoint offices for

the two at-large directorships. The Board of Directors shall appoint other Officers as required. All other Officers appointed by the Board will have duties as defined by the Board.

Section 5.2 Term of Office. Each Primary Officer shall hold office for the one-year term for which they are elected as Directors, or until his/her successor has been elected by the members or selected by the Board of Directors, as applicable. All Officers appointed by the Executive Board will serve terms as defined by the Board, but in no case will the term of office exceed the term of the Board of Directors.

Section 5.3 Resignation. Any officer may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. The resignation shall be effective upon receipt of the written notice.

Section 5.4 Powers and Duties of Officers. All officers shall have such authority and perform such duties in the management of the Corporation as may be provided in the Bylaws and codified in Appendix 1 to the Bylaws and as otherwise supplemented by the Board of Directors.

Section 5.5 Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board of Directors. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5.6 Compensation of Directors, Officers, Committee Chairs, Members, Volunteers, Agents and Employees. The Corporation may not pay compensation to its Directors, Officers, Committee Chairs, Members, or Volunteers for their services rendered.

The Board of Directors may pay compensation in reasonable amounts to other contractual agents and/or employees for their services rendered, such amount to be fixed in advance by an affirmative vote of a majority of the Board of Directors, or if the Board delegates such power to any officer or officers, then by such officer or officers. The Board of Directors may require agents or employees to give security for the faithful performance of their duties.

Section 5.7 Reimbursement of Expenses of Officers, Agents and Employees.
Reimbursement of Expenses of Directors. All expenditures of the Corporation's funds by directors, officers, agents and employees of the Corporation must be specifically authorized by the Board of Directors. Adoption of the budget requires Board approval for budgeted categories of expenses. No Corporation funds in excess of the approved budget shall be expended. In addition, the President may expend up to \$300 and the Treasurer up to \$100 without prior Board approval. The President and Treasurer shall present such independent expenditures for approval at the next Board of Directors meeting before authorizing beyond these limits. Members who use their own money to support their team or the league without prior Board approval should not expect reimbursement.

ARTICLE VI

COMMITTEES

Section 6.1 Committees. At any Board of Directors meeting, the Directors may create committees and appoint committee members (with their consent) to serve on such

committees. Each committee may have one (1) or more committee members, all of whom shall serve at the pleasure of the Board. The creation of a committee shall be approved by a majority of the Directors then in office. Each committee may exercise authority as defined by the Board, except that a committee may not exercise any authority prohibited by law.

Section 6.2 Committee Chairs. Committee Chairs shall be approved by a majority vote of the Board of Directors. All Committee Chairs shall submit a budget request for the next year's committee expenses to the Board of Directors for inclusion in the proposed annual budget.

General duties and responsibilities of the various committees shall be published in the minutes and clarified in any Board-approved Committee publication.

Section 6.3 Committee Rules. Sections 13.1-864 through 13.1-868 of the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, which governs meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors of the Corporation, shall apply to committees and their members.

Section 6.4 Resignation and Removal of Committee Chairs and Members. A committee chair or member may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall be effective upon receipt. The acceptance of such resignation shall not be necessary to make it effective. A committee chair or member may be removed at any time, with or without cause, by the Board of Directors upon the vote of a majority of the Board of Directors then in office.

Section 6.5 Filling Vacancies on Committees. If the office of a committee chair or member becomes vacant for any reason, such vacancy may be filled by a vote of a majority of all Directors then in office at the next scheduled meeting of the Board of Directors.

Section 6.6 Service of Committees. Each committee, and its chair and members, shall serve at the pleasure of the Board of Directors. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 13.1-870 of the Virginia Nonstock Corporation Act, as in effect or as may hereafter be amended.

Section 6.7 Records. Minutes shall be kept of each meeting of each committee. Copies of the minutes of each such meeting shall be provided to the Secretary, filed with the corporate records, and supplied to each Director.

ARTICLE VII

MISCELLANEOUS

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall be January 1 to December 31, unless some other period is fixed by the Board of Directors.

Section 7.2 Checks, Notes and Contracts. The Board of Directors shall determine who shall be authorized on the Corporation's behalf to sign checks, drafts, or other orders for

payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 7.3 Books and Records. The Corporation shall keep at its office correct and complete books and records of the accounts, activities and transactions of the Corporation, the minutes of the proceedings of the Board of Directors and any committee of the Corporation and a current list of the directors, officers and committee members of the Corporation and their current resident address. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 7.4 Policy Statements. The Corporation, through its Board of Directors, shall have the authority to adopt written policies, as necessary, to clarify areas of its Articles of Incorporations, By-Laws, operations, rules, interpretations, or other matters, which are complex and/or have created significant inquiry or confusion.

Section 7.5 Amendment of the Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by a two-thirds vote of the Directors voting at a general membership meeting. Proposed Amendments to the Articles of Incorporation and current Bylaws must be submitted in writing to the President at least 15 days prior to a general membership meeting. New amendments may not be offered from the floor at the meeting. Approved amendments shall be included in a new printing of the Articles of Incorporation and current Bylaws, which shall be distributed to the Board of Directors no later than 30 days after the general membership meeting.

Section 7.6 Indemnification and Insurance. The Corporation shall indemnify any director or officer, any former director or officer, any person who while a director or officer of the Corporation may have served at its request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, and may also indemnify any employee or agent against any and all expenses and liabilities actually and necessarily incurred by such director, officer, employee or agent or imposed thereon in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigate, including appeals) to which such director, officer, employee or agent may be or is made a party by reason of being or having been such director, officer, employee or agent. Notwithstanding the foregoing, no person shall be indemnified in relation to such matters unless such person (1) conducted himself or herself in good faith; (2) believed in the case of conduct in his or her official capacity with the Corporation that his or her conduct was in the best interest of the Corporation; and in all other cases that his or her conduct was at least not opposed to the best interests of the Corporation; and (3) in the case of any criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful. Further, there shall be no indemnification in connection with a proceeding (1) by or in the right of the Corporation in which the director, officer, employee or agent was judged liable to the Corporation or (2) in which improper personal benefit is charged. The Corporation may not indemnify a director, officer, employee or agent unless authorized in the specific case after a determination has been made that indemnification is permissible in the circumstances because the officer, director, employee or agent has met the standard of conduct set forth above. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors that are not a party to the proceeding. If a quorum cannot be obtained, the determination shall be made by a majority vote of a committee duly designated by the Board of Directors

(including directors that are a party to the proceeding), consisting solely of two or more directors that are not a party to the proceeding.

The Corporation shall, upon order of a court of competent jurisdiction, indemnify a director or officer who entirely prevails in the defense of any proceeding to which he or she is a party because he or she is or was a director or officer of the Corporation, for reasonable expenses incurred by him or her in connection with the proceeding.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees, costs and disbursements; judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, employee or agent. The Corporation may pay for or reimburse the reasonable expenses in advance of final disposition of the proceeding provided that the provisions of Section 13.1-878 of the Virginia Nonstock Corporation Act are met.

The provisions of this section shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to acts occurring before or after adoption hereof.

The indemnification provided by this section shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any statute, bylaw, agreement, vote of the Board of Directors or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of and maintain insurance on behalf of any director, officer, employee or agent of the Corporation against any liability asserted against or incurred by him or her which arises out of such person's status in such capacity or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or otherwise, or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person from any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as amended (the "Code"). Further, if, at any time, the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this section of such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Sections 4941(d) or 4945(d) respectively, of the Code.

If any part of this section shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be effected.

Section 7.7 Loans. The Corporation shall not make any loans to officers, directors or employees of the Corporation.

APPENDIX ONE

TO THE

BYLAWS

OF THE

NORTHERN VIRGINIA GIRLS SOFTBALL ASSOCIATION

Section 1.1 Powers and Duties of Officers. All officers shall have such authority and perform such duties in the management of the Corporation as delineated below and as otherwise supplemented by the Board of Directors.

Section 1.2 These Primary Officers comprise the Executive Board of the Board of Directors:

a. President. The President shall be responsible for directing the affairs of the Corporation so as to further its purposes and objectives in accordance with the Articles of Incorporation and Bylaws. He/she shall ensure that the Treasurer submits a comprehensive, annual, final budget, comprised of budget requests and recommendations from all officers and committee chairs, for Board approval in January or the first Board meeting of the calendar year. The President shall preside at all meetings of the general membership and Board of Directors. The President shall ensure an independent, annual, audit of the Treasurer's books and ongoing oversight by the Board of Directors.

b. Vice President-House. Subject to Board of Directors authority, the Vice President-House shall serve as the principal liaison, point-of-contact, coordinator and organizer for the House League operations. The Vice President-House shall appoint and be the primary point-of-contact for the House League Division Commissioners for each age-group (eg. 8U, 10U, 12U, 18U). He/she shall be responsible for overseeing the affairs of all House Division Commissioners and shall preside at all House Division meetings. He/she shall serve as the primary liaison between the House Division Commissioners and the Board of Directors to ensure operations are in consonance with the spirit and intent of the Corporation's objectives and in accordance with the Articles of Incorporation and Bylaws. He/she shall continuously monitor the activities of the House divisions and teams, and report to the Board at each meeting. The Vice President-House shall preside at meetings of the Board of Directors in the event of the President's absence.

c. Vice President-Travel. Subject to Board of Director's authority, the Vice President-Travel shall serve as the principal liaison, point-of-contact, coordinator and organizer for the Corporation's sponsored team participation in non-league governed play such as Fairfax County programs, or inter-league tournaments, invitationals, or playoffs. He/she shall serve as the primary liaison between the Travel Division Coaches and the Board of Directors to ensure operations are in consonance with the spirit and intent of the Corporation's objectives and in accordance with the Articles of Incorporation and Bylaws. He/she shall continuously monitor the activities of all Travel teams and report to the Board at each meeting. He/she shall preside at all Travel Division or coaches meetings.

d. Secretary. The Secretary shall keep accurate minutes of all Board of Directors meetings and minutes of the Annual General Membership Meetings. The minutes of each meeting shall be presented for review and approval at the next Board meeting. The Secretary shall maintain a permanent record of the approved minutes and all official, Corporate correspondence. Such minutes and correspondence shall be made available for inspection upon written request from a member. He/she shall maintain an up-to-date version of the Bylaws, periodically review them, and bring requested changes to the Board for approval. The Secretary shall also maintain a master, up-to-date copy of the Articles of Incorporation, By-laws, and all organizational and playing rules documents, and make a copy available on the NVGSA website.

e. Treasurer. The Treasurer shall receive, be custodian of, and disburse all funds pertaining to the operation of the Corporation, except for certain Travel League, team-specific, revenues and expenditures, as delegated and detailed in the By-Laws, written Board Policy, and/or Board of Directors' decisions.

The Treasurer shall keep an accurate, comprehensive set of Corporate books, accounting for all funds received and disbursed. The books shall be kept up-to-date and available for inspection upon request of any Director. The Treasurer shall present a report of the Corporation's current financial status at each general membership and Board of Directors meeting. The Treasurer shall provide to the Board a proposed annual budget, subject to Board of Director's review and approval, five business days prior to the first Board meeting of the calendar year.

The Treasurer shall also be responsible for all interactions with the Internal Revenue Service, Virginia Taxing Authority, and State Corporation Commission, including but not limited to correspondence, forms, annual certifications, tax returns, payment of fees, charitable contribution receipts, and all other documents, as applicable.

The Treasurer shall document the Corporation's expense categories and actual expenses to the Board of Directors. In detailing these expenses, the Treasurer shall separate those expenses which are of mutual benefit for both the House and Travel programs, from those which are either entirely House-specific or Travel-specific, for Board consideration in setting registration fees. The Treasurer shall also present the Board with an annual recommendation regarding an appropriate capital accumulation to support the Corporation's activities for their consideration in setting registration fees. In making his/her recommendation to the Board, the Treasurer shall both consider and document the actual expenses from the prior year, as well as project and justify increases and/or decreases, by category, from the prior year. The categories of expenses which are of common benefit to House and Travel players, and which shall form the basis for a common registration fee component for both House and Travel players, to be determined annually by the Board of Directors, include but are not limited to the following: infrastructure, equipment, communications, supplies, and services.

Section 1.3 The Executive Board may appoint additional Officers as required, and may include but are not limited to the below:

a. Fields Coordinator. Under the direction of the President, the Fields Chairperson/Coordinator will be the principal liaison with the Fairfax County Neighborhood and Community Services (NCS), the Fairfax County Public Schools, and the Fairfax County Park Authority concerning the maintenance and improvement of fields utilized by the Corporation. He/she shall oversee the use and maintenance of all fields used by the Corporation's teams. He/she

shall coordinate the mowing, infield dragging, and other contractual services for the maintenance and improvement of the fields. He/she will ensure that adequate field maintenance equipment is available.

b. Registrar. The Registrar shall keep an accurate account of general membership. The Registrar shall oversee all Spring, Summer, and Fall registration processes, whether electronic, mail, or walk-in. The Registrar shall provide such player registration information to the VP-House and VP-Travel for team assignments. The Registrar shall also accept payments (subject to verification and transfer to the Treasurer), solicit volunteers, and then provide and ensure completion of volunteer registration forms. The Corporation requires that all potential volunteers voluntarily complete and submit a criminal background disclosure and background check authorization. The Registrar will ensure a criminal background check is performed on all potential volunteers and will prohibit any volunteer who has been arrested or convicted of any violent crime, sex crime, or crime against children. All other criminal arrests and convictions are subject to confidential, closed-session, Board of Director review and possible waiver with conditions.

c. Scheduler

d. League Commissioners

e. Off-Season Activities Coordinator. The Off-Season Activities Coordinator shall:

- Oversee the NVGSA teams to participate in the FYFA Father's Day Tournament. This includes the planning of player tryouts, coach selections, registration, and scheduling coordination.
- Coordinate with FYFA on NVGSA summer team participation, to include primary communications on behalf of the league, game scheduling, field scheduling, and equipment management.
- Coordinate with VP-Travel to identify and recruit potential travel coaches.
- Ensure all NVGSA summer teams or winter activity participants have the appropriate insurance coverage for Board-approved and sponsored participation in tournaments or other play.
- Ensure all NVGSA summer teams have presentable and appropriate uniforms.
- Filing all necessary or required documentation with county, tournament, or other administrators to facilitate NVGSA participation in summer or winter activities.
- Establish cooperation for NVGSA clinic programs with the VP-Travel, Firebirds and house coaches, local school representatives or coaches, or county officials and to ensure trainers and coaches are available for the conduct of all NVGSA-sponsored clinics.
- Ensure necessary field maintenance is provided for all NVGSA off-season activities.

- Coordinate NVGSA off-season team practice, game or clinic scheduling through the NVGSA scheduler, as necessary.
- Coordinate with the NVGSA Website Administrator to establish appropriate league pages for teams, notices for off-season activities, and to ensure the online calendar reflects all off-season events.
- Identify, present, and acquire a winter warehouse facility for winter activities.
- Coordinate winter warehouse facility set-up, maintenance and break-down.
- Establish winter clinics and secure appropriate instructors.
- Coordinate with the NVGSA Equipment Manager to provide appropriate equipment for all winter activities.
- Coordinate facility schedules and coach participation with travel teams.

f. Equipment

g. Website Administrator

h. Uniform, Trophy and Award Coordinator

i. Merchandise Coordinator

j. Legal Advisor