

Bylaws of Potomac Field Hockey, Incorporated

Dated May 17, 2011, Revised May 5th, 2015

I. Name

A. The name of the corporation is **Potomac Field Hockey, Incorporated**.

II. Offices

A. The principal mailing address for the corporation is 43300-116 Southern Walk Plaza, #611, Broadlands, VA 20148. The Directors may change the mailing address as necessary. Any change of this location shall be noted by the Secretary of these bylaws opposite this section or this section may be amended to state the new location.

B. Activities for this corporation may be conducted at subordinate offices at any place where the corporation is qualified to conduct activities.

III. Players

A. **Youth Players** - Any youth under eighteen (18) years of age, shall, upon approved application, be considered eligible to play in the Corporation. The parent or guardian of the youth player must be a Member of the Corporation as defined in ARTICLE IV, SECTIONS A, B.

B. **Member Players** - Anyone eighteen (18) years of age or older, shall, upon approved application, be considered eligible to play in the Corporation.

IV. Members

A. **QUALIFICATION:** Membership in the Corporation shall be open to all persons over eighteen (18) years of age, who are interested in the aims and purposes of the Corporation, and who comply with the other requirements provided for in these Bylaws.

B. **ESTABLISHMENT OF DUES:** Dues, registration, and admittance fees, if any, for Members shall be established by the Corporation's Board of Directors (the "Board").

C. **ADMISSION OF MEMBERS:** In addition to the requirements set forth in ARTICLE IV, SECTIONS A and B, all applicants for Membership shall meet the standards and satisfy such requirements as may be established by the Board. The term of

membership shall be annual running from June 1 to May 31 of each year (the “Membership Year”). Members who apply for and receive application approval for membership after the first day of any Membership Year shall be entitled to membership for the unexpired term of the then current Membership Year.

D. **VOTES:** Each youth player is represented by one (1) vote. Members shall have the following voting rights:

1. **A Member Player who is the parent or guardian of a Youth Player:** A Member Player who is the parent or guardian of a Youth Player shall have one (1) vote for him or herself plus one (1) vote for each Youth Player for whom he or she is the designated parent or guardian.
2. **A Member Player who is not the parent or guardian of any Youth Player:** A Member Player who is not the parent or guardian of any Youth Member shall have one (1) vote.
3. **A Member who is the parent or guardian of a Youth Player:** A Member who is the parent or guardian of a Youth Player shall have one (1) vote for each Youth Player for whom he or she is the designated parent or guardian.
4. **Members** who are not Member Players nor the parent or guardian of a Youth Player have one (1) vote.
5. **Voting:** Voting by Members may be in person or by proxy.

E. **ANNUAL MEETING:** There shall be one (1) meeting of the Members of the Corporation each year (the “Annual Meeting”). The Annual Meeting shall be conducted in accordance with Robert’s Rules of Order, Newly Revised (Latest Edition). Public notice of the meeting will be given at least two (2) weeks in advance by any means permissible by Virginia Law. A report of the previous year's operations shall be presented at the meeting. Except as provided below, for any item of new business to be presented at any meeting of the Membership, such proposal shall be submitted in writing to the Corporation’s Secretary no less than 48 hours prior to the scheduled start of such meeting of the Membership in accordance with any submission policy duly adopted by the Board. Items of new business may be presented at any meeting of the Membership without regard to the prior submission requirements with the consent of two-thirds (2/3) of the Members present and voting as such meeting of the Membership.

F. **REMOVAL:** Any Member’s membership may be terminated for cause upon the affirmative vote of two-thirds (2/3) of the members of the Board. For any asserted cause other than non-payment of dues, the Member in question shall be provided advance notice of the cause justifying possible membership termination and the Member shall be given a reasonable opportunity to respond.

G. **REFUNDS:** No Member is entitled to the refund of any dues, registration fees, or admission fees upon termination of membership for any reason.

H. **POWER TO WAIVE:** The Corporation's Board, by majority vote, may cancel or waive payment of any dues, assessments, or other indebtedness of Members.

V. **Board of Directors**

A. **ACTIVITIES:** With the objective of performing service for the general benefit of its Players and others, the Corporation may undertake such activities that, in the sole discretion and judgment of the Board, are designed to promote and develop the Corporation and to carry into effect the purposes stated in these Bylaws. This includes the establishment of regions, districts, divisions, or sections to meet regional or specialized interests and needs, provided that the rights and privileges of all Members are in no way restricted.

B. **NUMBER:** The initial Board shall consist of five (5) directors ("Directors"). The Board shall consist of an odd number of Directors numbering no less than five (5) and no more than nine (9) as established by resolution of the Board adopted by an affirmative vote of two-thirds (2/3) of the members of the Board.

C. **BOARD MEMBERS:** The Board shall include the Officers. Directors need not be members of the Corporation but must be members of USA Field Hockey.

D. **ELECTIONS:** The Board shall elect Directors to replace outgoing Directors. Directors shall serve a term of three (3) years or until their respective successors are duly elected and qualify, and the terms shall be staggered so that, insofar as is possible, one third (1/3) of the Directors shall be elected to full terms each year. Each Director, therefore, shall be assigned into one of three groups, as provided below. No person shall be elected a Director without his or her prior consent.

E. **TERMS:** The Directorships held by the five (5) Directors in office as of April 28, 2011 shall be divided into three groups for the purpose of establishing and staggering terms of office. The three groups shall be Group A, Group B and Group C. The term of office for the Director in Group A shall extend to and end at the Annual Meeting of the Corporation for 2012; and such Director shall be deemed to hold a Group A Directorship. Thereafter, Directors in Group A shall be elected to three (3) year terms beginning with the Annual Meeting of the Corporation for 2012. The terms of office for the Directors in Group B shall extend to and end at the Annual Meeting of the Corporation for 2013; and such Directors shall be deemed to hold Group B Directorships. Thereafter, Directors in Group B shall be elected to three (3) year terms beginning at the Annual Meeting of the Corporation for 2013. The terms of office for the Directors in Group C shall extend to and end at

the Annual Meeting of the Corporation for 2014; and such Directors shall be deemed to hold Group C Directorships. Thereafter, Directors in Group C shall be elected to three (3) year terms beginning at the Annual Meeting for 2014.

F. **ADDITIONAL DIRECTORS:** If the Board should increase the number of Directors, the Board shall specify the group into which the new Directors are to be classified, keeping the number of Directors in each group as even as possible. By resolution of the Board, the new Directorships shall be allocated amongst the groups as evenly as possible.

G. **REMOVAL, LEAVES OF ABSENCE, AND VACANCY:**

1. A Director may be removed as follows:

a) By **removal from Membership**. A Director whose membership is terminated shall be deemed automatically removed from the Board.

b) By **removal for cause**. A Director may be removed from the Board for legal cause. For purposes of this Section, “legal cause” shall mean with respect to any Director a declaration of incompetency, a conviction of a felony, or entry of a final order or judgment that the Director has breached a fiduciary duty.

2. **Leaves of absence** are permitted for temporary, but extended leave from the office. A Director may elect to take a leave of office by providing written notice of not less than thirty (30) days to the Board. Such notice shall contain the exact start and end dates for the leave of absence. In the event that a Director seeking a leave of absence is also an officer, the Board shall have the authority to condition or delay such leave of absence on the presentation to the Board of a satisfactory report of the Director’s affairs as an officer of the Corporation. During the period of any leave of absence of a Director such Director shall not have any rights as a Director or officer of the Corporation nor any fiduciary duties to the Corporation.

3. Any vacancy on the Board, including any temporary vacancy caused by a leave of absence, shall be filled by the vote of a majority of the Directors remaining in office regardless of whether said remaining Directors constitute a quorum of the Board.

H. **MEETINGS AND NOTICE:**

1. Meetings of the Board will be as often as the Board requires but no less than quarter-annually. Once established by the Board, regular meetings of the Board may be held without any further notice of the date, time, place or purpose of the meeting.

2. Notice of all special meetings of the Board shall be given not less than five (5) days before the meeting is held. Notice may be provided by mail, facsimile or electronic mail to the last address, facsimile number or electronic mail address provided to the Secretary by each Director. The notice need not describe the purpose of the special meeting.

3. Any Director may waive notice of a meeting by signing a written waiver of notice or a written consent to holding a meeting, whether before or after the meeting, by attending the meeting without protesting the lack of notice prior to commencement of the meeting, by voting to approve of the minutes of such meeting.

4. Any action that the Board may take may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board.

5. Any or all members of the Board may participate in any regular or special meeting through use of any means of communication by which all persons participating in the meeting may simultaneously hear each other during the meeting, and participation through such means shall constitute presence in person at such meeting.

I. **QUORUM:** A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Except as otherwise provided herein, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board.

J. **CONFLICTS OF INTEREST:** The Board shall adopt a policy for identification and resolution of potential conflicts of interest. Any Director shall be required to recuse him/herself from a vote where a conflict is found. A Director may be asked to recuse him/herself from a vote where a conflict of interest is under investigation.

K. **RESIGNATION:** A Director may resign by giving written notice of his or her intention to resign to the Board, to the President, or to the Secretary of the Board. Such resignation shall take effect at the time specified therein, or if no time is given, upon delivery.

L. **COMPENSATION:** No member of the Board shall be compensated strictly for his or her service on the Board. Board members are Members of the Board may be reimbursed for reasonable expenses incurred in connection with the performance of their duties as a member of the Board. Board Members may be reasonably compensated if they are material participants in the day-to-day operations of the Organization.

VI. Officers

A. **CORPORATE OFFICERS:** The Corporate Officers are the President, Vice President, Secretary, and Treasurer. The Corporate Officers are elected by the Board of Directors. Roles and responsibilities of the Officers are found in ARTICLE VII.

B. **COMPENSATION:** The Board may fix the reasonable compensation, if any, of any officers.

VII. Officer Position Descriptions

A. **PRESIDENT** – The President shall exercise the usual executive powers pertaining to a president of the office of a President and shall be the Chief Executive Officer of the Corporation. The President shall have general supervision of the business of the Corporation, except as may be limited by the Board, the Articles of Incorporation, or these Bylaws; and shall preside at all meetings of the Board and the Annual Meeting of the Corporation and shall perform such other duties as the Board may from time to time designate.

B. **VICE-PRESIDENT** – The Vice-President shall act as, and shall have all the powers and duties of, the President in the absence or disability of the President and shall perform such other duties as the Board or President may from time to time designate.

C. **SECRETARY** – The Secretary, personally or with the assistance of others, shall keep records of the proceedings of the Board, committees and members, attest all deeds, bonds, contracts and other obligations or instruments in the name of the Corporation; and keep the corporate seal, if any, and affix the same to proper documents. The Secretary shall give, or cause to be given, notices of all meetings of Directors, and all other notices required by these Bylaws or by law; and perform such other duties as the Board or President may from time to time designate.

D. **TREASURER** – The Treasurer shall have the care and custody, and be fully qualified and responsible for, all funds and securities of the Corporation, and shall cause to be kept regular books of account.

VIII. Committees

A. **BUDGET AND FINANCE COMMITTEE:** The Budget and Finance Committee shall be chaired by the Treasurer and consist of two Directors and one other member appointed by the Board. The number of members on the committee shall not be

fewer than three (3) but may be adjusted at any time as deemed necessary by the Board. It shall be the committee's responsibility to handle and report on any suggestions brought to the Corporation concerning finances. The committee is directly responsible to the Board.

B. **OTHER COMMITTEES:** The Board or President may also designate and appoint such other committees as it may determine are necessary or proper to advise the Board and assist the Board in the performance of its duties. Any such committee appointed by the Board shall have such powers and duties as shall be established, from time to time, by the Board. Any such committee appointed by the President shall have such powers and duties as shall be established, from time to time, by the President.

IX. Amendments

These Bylaws may be amended or repealed by an affirmative vote of two-thirds (2/3) of the members of the Board. Amendments may be proposed by the Board on its own initiative, or upon written petition of any twenty (20) regular Members of the Corporation addressed to the Board. Any proposed amendment may be presented to the Board with or without recommendation.

X. Parliamentary Authority

A. **Rules of Order** – The meetings and proceedings of the Corporation shall be conducted in accordance with Roberts Rules of Order, Newly Revised (latest edition), except as may be otherwise provided by these Bylaws.