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SUMMERFIELD RECREATION ASSOCIATION, INC.
A North Carolina Nonprofit Corporation

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BYLAWS
OF
SUMMERFIELD RECREATION ASSOCIATION, INC.
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ARTICLE I - OFFICES

Section 1 - Principal Office

The principal office of the corporation shall be located at 235 N Edgeworth Street, Greensboro, NC 27401. The registered office of the corporation shall be the location designated as such by the Board of Directors.

Section 2 - Other Offices

The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine.

ARTICLE II - BOARD OF DIRECTORS

Section 1 - General Powers

The affairs of the corporation shall be managed by the Board of Directors in accordance with the provisions of applicable law, the Articles of Incorporation, and these bylaws. The purpose of the Board of Directors is to provide overall supervision and direction of the programs, activities, and operations of the corporation, to oversee the fiscal affairs of the association, to set the governing and operational policies for the corporation, to provide for the strategic direction and planning for the organization, and to elect and supervise the Executive Committee.

The term Board of Directors shall include the following offices held: President, President-Elect, all Vice Presidents, Treasurer, Secretary, and Directors. Any additional volunteers such as a Commissioner, an Assistant or other volunteer position currently held or newly created, can participate, and assist but have no authority to control the affairs of the corporation, vote on proposals or changes within the organization, and are not members of the Board of Directors or acting members of the Board of Directors unless otherwise stated in the by Bylaws.

Section 2 - Number

The number of Directors of the corporation shall be greater than seven and no greater than fifteen. The Directors at any meeting may by resolution change the size of the Board of Directors and change the number of directors to be elected at such meeting accordingly, but in the absence of such resolution, the number of Directors elected at the meeting shall constitute the number of Directors of the corporation until the next meeting of Directors.

Section 3 - Term

Each Director shall hold office for a minimum of one year. A Director shall be permitted to unlimited consecutive terms in office, provided he or she is duly elected according to the provisions established in these bylaws. Each Director's term will end on the date of the required annual meeting (Article III, Section 1) Accordingly, at the annual meeting, a replacement for each Director whose term is ending

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shall be elected (subject to Article II, Section 2) or the Director remaining in the position shall be reelected by the same requirements set for in Article IV, Section 2.

Section 4 - Qualifications

Directors shall be residents of the State of North Carolina. Directors shall have by previous action demonstrated an interest in the positive development of youth sports within Summerfield Recreation Association and/or other similar programs/organizations, and an interest and concern for the successful operation of the corporation.

Section 5 - Election of Directors

Directors may be elected at any meeting of the Board of Directors, provided that the election of Directors shall be a part of the order of business of each meeting of the Board of Directors. Each Director then in office, may cast votes by text, through online submission, or by telephone at a meeting or online for special voting purposes. Voting for the election of Directors shall be documented or recorded and maintained. Each Director then in office, including Directors whose terms are ending as of the date of such meeting, shall vote on each candidate. Candidates receiving votes from two thirds of the Directors ~~present~~ shall become Directors.

Section 6 - Removal

Directors may be removed from office at any time with or without cause by the Directors by the vote that would be required to elect the Director to the Board of Directors. If a director is removed, a new Director may be elected to fill the vacancy at the same meeting.

Examples of reasons to remove Board of Director members can include but are not limited to using alcohol or tobacco related products at an SRA sporting event or facility that is alcohol and/or tobacco free, violation(s) of Code of Conduct, failure of background check prior to or during service, criminal arrest that pertains to the safety and well-being of youth, posting, promoting content that negatively reflects SRA or its members; to include parents, coaches, players, etc. or failure to adequately perform the duties of the position held.

Section 7 - Resignation

A Director may resign at any time by communicating such resignation to the President, President-Elect, or to any Executive Board Member. The resignation is effective when communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 8 - Vacancies

A vacancy occurring in the Board of Directors shall be filled by two thirds vote of the remaining Directors. If the Board of Directors does choose a replacement, such replacement shall serve the remainder of the resigned Director's term.

Section 9 - Advisory Board

The Board of Directors may form an Advisory Board to gain the benefit of the advice, counsel, and support of a broad cross-section of the community. The number, term, and qualifications of Advisory Board members shall be as determined by the Board of Directors from time to time. The Advisory Board shall have no authority to control the affairs of the corporation. The President shall preside over all meetings of the Advisory Board.

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ARTICLE III - MEETINGS OF DIRECTORS

Section 1 - Annual Meeting

The annual meeting of the Board of Directors shall be held on the second Monday in the month of June of each year, if not a legal holiday, but if a legal holiday, then on the next business day which is not a legal holiday, for the purpose of election/reelection of officers of the corporation and the transaction of such other business as may be properly brought before the meeting. If the annual meeting is not held on the day designated by these bylaws, a substitute annual meeting may be called by or at the request of the President or Secretary, and such meeting shall be designated and treated for all purposes as the annual meeting.

Section 2 - Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President, President-Elect, Secretary, or any of the Officers of the Corporation (Treasurer or Vice President Level).

Section 3 - Place of Meetings

Meetings of the Board of Directors may be held at such place either within or without the State of North Carolina and shall either (i) be designated in the notice of the meeting or (ii) be agreed upon at or before the meeting by a majority of the Directors then in office.

Section 4 - Notice of Meetings

The President, President-Elect, Secretary, or other person or persons calling a meeting for which notice is required shall give notice by mail, email, telephone, computer program(s), or text at least five days before the meeting. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting of the Board of Directors. Attendance by a Director at a meeting shall constitute a waiver of notice, except where a Director attends for the purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 5 - Quorum

A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.

Section 6 - Manner of Acting

Except as otherwise provided by law or in the bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7 - Action Without Meeting

Action taken by a majority of the Directors or members of a committee without a meeting is nevertheless Board or committee action if written consent to the action in question is signed by all of the Directors or of the committee, as the case may be, and filed with the minutes of the proceedings of the Board or committee, whether done before or after the action is taken.

Section 8 - Meeting by Conference Telephone

Any one or more Directors or members of a committee may participate in a meeting of the Board or committee by means of a conference telephone or similar communications device which allows all

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Directors participating in the meeting to simultaneously hear each other during the meeting, and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE IV - OFFICERS

Section 1 - Titles

The officers of the corporation shall be President, President-Elect, Vice President of Basketball/Cheerleading, Vice President of Baseball, Vice President of Softball, Vice President of Communications and Community Relations, Vice President of Stars Travel Program, Secretary and Treasurer. The Board of Directors may also elect additional Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers, and such other officers as it shall deem necessary. Except as otherwise provided in these bylaws the additional officers shall have the authority and perform the duties as from time to time may be prescribed by the Board of Directors. Any two or more offices may be held by the same individual, but no officer may act in more than one capacity where action of two or more officers is required.

Section 2 - Election and Term

The officers of the corporation shall be elected by the Board of Directors at the annual meeting by a two-thirds vote. Each officer shall hold office until the next annual meeting and thereafter until a successor is elected and qualifies.

Section 3. Removal

Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the Board by a majority vote with or without cause.

Section 4. Resignation

An officer or agent may resign at any time by communicating such resignation to the President or corporation. A resignation is effective when it is communicated unless it specifies in writing a later effective date.

Section - 5. Vacancies

Vacancies among the officers may be filled and new offices may be created and filled by the Board of Directors.

Section 6 - President

The Board of Directors will establish a President for the purpose of assigning specific executive tasks and responsibilities to. The President shall be the chief executive officer of the corporation and subject to the control of the Board of Directors, shall supervise and control the management of the corporation in accordance with these bylaws. The President shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the corporation except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution shall be delegated by the Board of Directors to some other officer or agent. The President will be a member of the Board of Directors.

Section 7. President-Elect

The Board of Directors will establish a President-Elect for the purpose of assigning specific executive tasks and responsibilities to. The President-Elect shall exercise the powers of the President during that

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officer's absence or inability to act. Any action taken by the President-Elect in the performance of the duties of the President shall be presumptive evidence of the absence or inability to act of the President at the time the action was taken. The President-Elect shall have such other powers and perform such other duties as may be assigned by the Board of Directors. The President-Elect will be a member of the Board of Directors.

Section 8 - Vice President of Baseball, Vice President of Softball, Vice President of Basketball/Cheerleading, Vice President of the Stars Travel Program, Vice President of Communications and Public Relations

The Board of Directors will establish a Vice President of Baseball, a Vice President of Softball, a Vice President of Basketball/Cheerleading, a Vice President of the Stars Travel Program, and a ~~VP~~ Vice President of Communications and Community Relations for the purpose of assigning specific executive tasks and responsibilities to. The Vice President of Baseball, Vice President of Softball, Vice President of Basketball/Cheerleading, Vice President of the Stars Travel Program, and Vice President of Communications and Community Relations shall have such powers and perform such duties as may be assigned by the Board of Directors. These Vice Presidents will be a member of the Board of Directors.

Section 9 - Treasurer

The Board of Directors will establish a Treasurer for the purpose of assigning specific executive tasks and responsibilities to. The Treasurer shall have custody of all funds and securities belonging to the corporation and shall receive deposit or disburse the same under the direction of the Board of Directors; provided, that the Board may appoint a custodian or depository for any such funds or securities, and the Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred. The Treasurer shall in general perform the duties incident to the office and such other duties as may be assigned from time to time by the Board of Directors. The Treasurer will be a member of the Board of Directors.

Section 10 - Assistant Treasurers

Each Assistant Treasurer, if any, shall have such powers and perform such duties as may be assigned by the Board of Directors, and the Assistant Treasurers shall exercise the powers of the Treasurer during that officer's absence or inability to act.

Section 11 - Secretary

The Board of Directors will establish a Secretary, who may but need not be a Director, for the purpose of assigning specific executive tasks and responsibilities too. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors and shall give all notices required by law and these bylaws. The Secretary shall have general charge of the corporate books and records. The Secretary shall sign such instruments as may require the signature of the Secretary and in general shall perform all the duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Board of Directors. The Secretary will be a member of the Board of Directors.

Section 12 - Assistant Secretaries

Each Assistant Secretary if any, shall have such powers and perform such duties as may be assigned by the Board of Directors, and the Assistant Secretaries shall exercise the powers of the Secretary during that officer's absence or inability to act.

ARTICLE V - COMMITTEES

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Section 1 - Executive Committee

The President, the President-Elect, the Vice President of Baseball, Vice President of Softball, the Vice President of Basketball/Cheerleading, the Vice President of the Stars Travel Program, the Vice President of Communications and Community Relations, the Treasurer and the Secretary shall constitute the Executive Committee. The Executive Committee shall have and may exercise the authority of the Board in the management of the business and affairs of corporation during intervals between meetings, The Board of Directors, by resolution adopted by a majority of the number of Directors then in office, shall elect the members of the Executive Committee. Vacancies in the membership of the Executive Committee shall be filled by a two-thirds vote of the whole Board of Directors at a regular meeting or at a special meeting called for that purpose. The Executive Committee shall keep minutes of its proceedings and shall report to the Board of Directors on action taken. Minutes of meetings of the Executive Committee shall be prepared and kept with the records of the corporation. Actions of the Executive Committee may be taken by verbal vote, ~~or~~ written vote, text, telephone, or computer program voting. The affirmative vote of a majority of all the members of the Executive Committee shall be the act of the Executive Committee. Membership in the Executive Committee is open to all individuals provided they are elected by a majority of the Board of Directors. The purpose of the Executive Committee is executing the policy as directed by the Board of Directors.

Section 2 - Standing or Other Committees

Standing or other committees having two or more members may be designated by a resolution adopted by a majority of the number of Directors then in office. Vacancies in the membership of such committees shall be filled by appointment made in the same manner as provided in the case of the original appointment.

Section 3 - Committee Authority

No committees of the Board (including the Executive Committee) shall be authorized to take the following actions:

- (a) Authorize distributions to or for the benefit of the Directors or officers;
- (b) Approve dissolution" merger or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
- (c) Elect, appoint or remove Directors, or fill vacancies on the Board of Directors or on any of its committees;
- (d) Adopt amend, or repeal the Articles of Incorporation or bylaws

ARTICLE VI - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1 - General Policy

It shall be the policy of the corporation to indemnify to the maximum extent permitted by Chapter 55A of the General Statutes of North Carolina any one or more of the Directors, officers, employees, or agents and former Directors, officers, employees or agents of the corporation, and persons who serve or have served at the request of the corporation as directors, officer partners, trustees, employees or agents of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against judgments, penalties settlements and other liabilities incurred by them in connection with any pending, threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a *proceeding') and against reasonable costs and expenses (including attorneys' fees) in

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connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

Section 2 - Use of Corporate Funds

The corporation may advance expenses in connection with any proceeding to any such person in accordance with applicable law. The use of funds of the corporation for indemnification or for the purchase and maintenance of insurance for the benefit of the persons designated in Section I of this Article shall be deemed a proper expense of the corporation. Notwithstanding the foregoing, no expenses shall be advanced absent the prior approval of the Board of Directors, and in any case, each person to whom expenses are advanced shall execute a binding undertaking to reimburse the Board of Directors for all such expenses if it is determined that such liabilities were not incurred incident to the good faith performance of such person's duties for the corporation.

ARTICLE VII - GENERAL PROVISIONS

Section 1 - Seal

The seal of the corporation shall bear the name of the corporation and the letters "N.C."

Section 2 - Waiver of Notice

A Director or other person entitled to receive a notice required to be given under the provisions of these bylaws, the Articles of Incorporation or by applicable law, may waive such notice by signing a written waiver, whether before or after the date and time stated in the notice. The waiver shall be filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3 - Checks

All checks, drafts, or orders for the payment of money shall be signed by the treasurer or other individuals that the Board of Directors may from time to time designate.

Section 4 - Bond

The Board of Directors may by resolution require any or all officers, agents, or employees of the corporation to give bond to the corporation, with sufficient sureties, conditioned upon the faithful performance of the duties of their offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

Section 5 – Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6 - Fiscal Year

The fiscal year of the corporation shall be the period ending on December 31 of each ~~calendar~~ year.

Section 7 - Amendments

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These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the entire Board of Directors at any meeting of the Board; provided, that notice of the meeting shall have been given which states that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the bylaws and includes a copy or summary of the proposed amendment or states the general nature of the amendment. Such notice may be waived as provided in these bylaws.

ARTICLE VIII - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, literary, educational, or religious purposes and shall at the time qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall of by the Clerk of Superior Court of Guilford County, North Carolina, exclusively for such purpose or to such organization or organizations, as the said Clerk shall determine, which are organized and operated exclusively for such purposes.