FAUQUIER SPORTS FOUNDATION, INC.

(AKA: 'Fauquier Wrestling')

BY-LAWS

ARTICLE I
MISSION STATEMENT

The mission of the Fauquier Sports Foundation, Inc. (also referred to herein as "FSF" or "the Foundation"), a non-profit organization under IRS Code 501 (c) (3), is to promote and support Fauquier High School's wrestling teams by providing financial and other means of assistance that the high school cannot give; while also providing local elementary, middle and high school aged youth with well-developed, well-equipped, and well-supervised 'Club' level wrestling teams. As the organization was established in the spirit of cooperation, all teams that benefit from the Foundation will work in support of one another.

ARTICLE II
MEMBERSHIP

Section 1. Membership: The annual membership period shall begin on April 1st of each year and end on March 31st of the following year. Membership in FSF is obtained on an annual basis from dues collected or as established by the Board of Directors in one (1) of the following manners:

(a.) Satisfactory enrollment of a participant on Fauquier High Schools wrestling team.
(b.) Satisfactory enrollment of a participant on an FSF sponsored club team.
(c.) By being a coach on the high school or an FSF sponsored wrestling team.
(d.) Upon approval by the Board of Directors, any person age 18 and older that is serving in a supporting volunteer capacity with an FSF sponsored program or committee.

ARTICLE III
MEETING OF MEMBERS

Section 1. Meetings: Members are welcome to attend the open portions of any regularly scheduled Board of Directors meetings that are held no less than bi-annually each year and the Annual Membership Meeting and Election of the Board of Directors.

Section 2. Special Meetings: Other meetings of members may be held upon the call of the President.

Section 3. Notice of Meetings: Notice of all regular meetings shall be communicated by the Secretary to all members thru email and/or any FSF social media platforms that may exist, not less than seven (7) days before the date of the meeting.

Section 4. Quorum: All members present at the Annual Membership Meeting and Election shall constitute a quorum.

Section 5. Voting: As defined above under **Article II; Membership, Sections 1 and 2**, all members in good standing with FSF are entitled to vote in and to be considered for nomination to fill any vacancies on the Board of Directors at the Annual Membership Meeting and Election of the Board of Directors. Unless multiple family or guardian members are actively serving FSF in the capacity of board members or coaches, only one (1) vote/ballet per family or guardian is allowed. There shall be no voting by proxy at the Annual Membership Meeting and Election of the Board of Directors.

Section 6. Conduct of Meetings: The President shall preside over all meetings of members. If the President is not present, the Vice President shall act in his/her stead. If neither Officer is present, a Chair shall be elected by the members of the Board of Directors present. The Secretary of the Foundation shall act as Secretary of all meetings. If the Secretary is not present, the person presiding shall appoint a Secretary for the meeting. Meetings will be conducted in accordance with Robert's Rules of Order.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Number, Head Coaches, Election, and Terms:
(a.) The Board of Directors shall consist of a minimum of (9) members and a maximum of fifteen (15) and fill the following positions. If so elected, member spouses/guardians may serve as Directors at the same time but only one (1) such family member may serve in the capacity of an Executive Officer during their terms together. Except for the Executive Officer positions, the Directors can add/delete positions, re-name positions and/or appoint Co-Chairs to positions as may be deemed necessary:

(1) Four (4) Executive Officers.
(2) Fundraising Chairperson
(3) Club Team Coordinator(s)
(4) Tournament Director
(5) Website/Social Media Coordinator
(6) High School Administration Liaison
(7) No more than five (5) 'At-Large' Directors

(b.) Head Coaches of the High School and Club wrestling team(s) are considered 'Advisors' to the Board of Directors, and as such, are expected to make all regular meetings of same. Advisors are not entitled to vote on matters coming before the Board.
(c.) Elections to fill any end of term vacancies on the Board of Directors shall occur annually at the Annual Membership Meeting. Such Directors shall be elected by a majority vote of eligible FSF Members present at the meeting. Positions within the Board of Directors are decided by the Board Members at the conclusion of the Annual Membership Meeting.
(d.) Effort should be made to maintain some degree of balance in the number of Directors coming from the ranks of the high school and club teams.
(d.) All Directors are members of the Foundation and shall serve for a term of two (2) years.

Section 2. Removal and Vacancies:
(a.) The members of the Board of Directors, at a regular or special meeting of same, by a vote of 2/3rd majority of the Directors present, may remove any Director and fill the vacancy, provided that such a motion for cause was introduced at the previous meeting.
(b.) Any Director absent for three (3) or more meetings in succession, without cause, may be subject to removal. Directors must notify the President or the Recording Secretary if they are unable to attend a meeting.
(c.) Any vacancy arising among the Board of Directors before their term is set to expire may be filled thru special election by the Board of Directors.

Section 3. Meetings: Regular meetings of the Board of Directors shall be held, at a minimum bi-annually each year, at a time and place fixed by the Board. The Board may be called into a Special Meeting upon the call of the President or, for cause, thru notice sent to the entire Board signed by a majority of the Board Members. A majority of the Directors shall constitute a quorum, and a majority of such quorum may decide any matters coming before the Board. Meetings will be conducted in accordance with Roberts Rules of Order. Written notice of the time and place for a regular Board of Directors meeting shall be given via email to each member of the Board at least seven (7) days prior to the meeting. Time and place of any Special Meetings will be as agreed upon by a majority of the Board Members.

Section 4. Duties:
(a.) Establish, secure funding for and monitor all spending within an annual budget that is in support of the stated purposes of the Foundation.
(b.) Supervise all operations of the Foundation.
(c.) Select and monitor the coaching staffs for all Club teams
(d.) Provide the necessary oversight to ensure that the Foundation stays in good standing with:
1. All Federal and State agencies its bound under
2. Insurance Company(s)
3. Any public or private organizations it may choose to hold membership in
4. The administration of Fauquier High School

Section 5. Compensation: No compensation shall be paid to the Directors or its Executive Officers for their services to the Foundation.

ARTICLE V
EXECUTIVE OFFICERS

Section 1. Election and Term: The Executive Officers of the Foundation shall be President, Vice President, Treasurer and Secretary. Officer positions shall be decided annually by the Board of Directors at the conclusion of the Membership Meeting and Election of the Board of Directors and serve for a term of two (2) years. If so elected, a Director may remain an Executive Officer indefinitely, but may only serve two (2) consecutive terms in the same role.

Section 2. Removal and Vacancies: The Executive Officers are subject to the same provisions for removal and vacancies as outlined above under **Article IV; Board of Directors, Section 2.**

Section 3. Duties:
(a.) **General**: The Officers of the Foundation shall have such duties as generally pertain to their respective offices; as well as such duties as from time to time may be designated to them by the Directors.
(b.) **President**: The President shall preside at all regular and special meetings of the Foundation members and its Board of Directors, shall have general supervision of the affairs and activities of the Foundation, and shall be responsible for the general operation of same. The President shall call for Committees to be formed from within the body of the Board of Directors and/or the membership, as needed, to conduct the affairs of the Foundation. The President will only vote on matters coming before the Board if a tie exists after all votes have been cast by those Directors present.
(c.) **Vice President**: The Vice President shall perform the duties of the President when the President is absent or otherwise unable to perform such duties and shall annually, at a minimum, review the financial records maintained by the Treasurer.
(d.) **Secretary**: The Secretary shall record the proceedings of all meetings of the Foundation, shall preserve all papers and documents relating to the business of the Foundation, shall receive and respond to all correspondence directed to the Foundation, shall keep a record of names and contact information for all the current and lifetime members, and shall do and perform all of the usual and customary functions of the office.
(e.) **Treasurer**: The Treasurer shall keep detailed and accurate records under general ledger of all receipts for each financial transaction, pay all bills promptly, maintain and file all necessary State and Federal required reporting documents, maintain and oversee any scholarship funds that may exist, and perform all usual and customary functions of the office. An updated financial report shall be prepared and presented at all meetings of the Board of Director's.

ARTICLE VI
ANNUAL BUDGET

Section 1. Budget Committee: The President shall annually appoint a Budget Committee comprised of up to five (5) Members including a Chairperson. From a review of previous years' budgets and actual expense reports, in concert with the input of the Board's current advisors, coordinators and committees, the Budget Committee shall establish a proposed budget for the coming year. The Budget Committee will present this proposed budget to the Board of Directors for approval, no later than May, 31st each year.

ARTICLE VII
SCHOLARSHIP FUND

At its discretion, the Board of Directors may award FSF Scholarships towards the continuing education/training of one or more worthy recipients from the ranks of each years graduating class of wrestlers and managers. The Treasurer shall be responsible for making the payments of any such scholarships to the designated recipients.

ARTICLE VIII
CHECKS, NOTES, AND DRAFTS

Checks, notes, drafts, and other orders for the payment of money shall be signed by the Treasurer or such person or persons as the Board of Directors may authorize. Any payments in excess of $500 need to be authorized by the President and one (1) other Officer of the Board of Directors. Any expenditure in excess of $1,000 is subject to the approval of the full Board of Directors.

ARTICLE IX
FISCAL YEAR

The Foundation's fiscal year shall begin on April 1st and end on March 31st**.**

ARTICLE X
BUSINESS YEAR

The Foundation's business year shall coincide with its fiscal year.

ARTICLE XI
FINANCES

Section 1. Board Review: Upon a call of action by a majority vote of the Board of Directors, all associated books and records of the Foundation are subject to internal audit by a Financial Committee composed of up to five (5) members, appointed by the President.

Section 2. Independent Audit: The books of the Foundation shall be audited every five (5) years, at a minimum, by a qualified accounting firm.
(The last independent audit was performed on: _____)

ARTICLE XII
AMENDMENT OF BY-LAWS

Amendments to these By-Laws may be made at any regular or special meeting of the Members; provided that:

(a.) Prior to such meeting, the Board of Directors has adopted a resolution setting forth the proposed amendment(s) and has given notice thereof to each of the Members at the same time that notice of the meeting is given.

(b.) Proposed amendments shall be adopted upon receiving approval by a two-thirds or greater majority of the votes cast at the meeting.

ARTICLE XIII
DISSOLUTION

In the event the Foundation should dissolve, all obligations of the Foundation shall be cleared and the balance of the general fund shall be transferred to the Falcon Boosters Club of Fauquier High School.

ARTICLE XIV
EFFECTIVE DATE

These By-Laws are effective as of _____.

Amendments adopted: