



BY-LAWS  
LOUDOUN ACES BASEBALL CLUB

*Effective as of October 2014*

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**ARTICLE I**  
**NAME, OFFICE, PURPOSE AND MISSION**

**Section 1. Name.** This corporation shall be known as the Loudoun Aces Baseball Club; hereinafter called the "Corporation."

**Section 2. Office.** The Corporation shall continuously maintain a registered office in the Commonwealth of Virginia that may be the same as its principal office. The Corporation may also have such other offices at such other places as the Board may from time to time determine or the business of the Corporation may require.

**Section 3. Purpose.** The Corporation is organized for the purposes of developing, regulating and promoting competitive baseball and sports-related activities at the amateur level. The purposes for which the Corporation is organized include, but are not limited to organization of teams "Team(s)" for the development and promotion of competitive baseball. The purposes for which the Corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as the same now exists, or may hereafter be amended from time to time. The Corporation shall have the power, either directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts and engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any and all purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations as set forth in Section 501(c)(3) of the Internal Revenue Code of 1954 and the regulations there under as the same now exist, or as they may be hereafter amended from time to time. No part of the income of the Corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, trustee or officer of the Corporation shall be entitled to any distribution or division of its remaining property or its proceeds. In such event, all of the remaining assets and property of the Corporation shall, after payment of the necessary expenses thereof, be distributed to such organizations as shall qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as now or hereafter amended, and the regulations there under, as the same now exist, or as they may hereafter be amended from time to time, or shall be distributed to the federal government, or to a state or local government, for a public purpose. No part of the activities of the Corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**Section 4. Mission Statement.** The mission of the Loudoun Aces Baseball Club is to support and enhance the baseball activities of Central Loudoun Little League while promoting the advancement of competitive youth baseball in Loudoun County, Virginia. To teach the integrity of the game and help players understand the greatness of the game all while learning associated life lessons such as sportsmanship, respect and representing themselves and their team positively with class both on and off the field. To guide and enhance the process of advancing players’ ability and development to take their game to the next level and extend their baseball life. To provide the best and most dynamic learning atmosphere, the best competition, and the most fun the game of baseball has to offer to its participants.

**ARTICLE II  
MEMBERS**

**Section 1. Membership.** Membership shall be open to all persons interested in the purposes of the Corporation. Such persons shall become members (the “Members”) when they pay membership dues (prorated participation fees) established by the Board of Directors of the Corporation (“Board”) or individual team (“Team”) in accordance with their participation within their respective Team . The Board may establish such other criteria for membership, as they deem appropriate.

**Section 2. Meetings.** The annual meeting of the Members for the election of the officers and for the transaction of such other business as may come before the Members shall be held each year at the place (which may be either within or outside the Commonwealth of Virginia), time and date, in the month fixed by the Board, or, if not so fixed, as may be determined by the President. Special meetings shall be held whenever initiated by majority vote of the Board, the President, or by a written demand to the Secretary of ten percent (10%) of the Members eligible to vote.

The Secretary upon receiving the written demand of the Members or majority consent of the Board shall promptly give notice of such meeting as provided below, or if the Secretary fails to do so within five business days thereafter, any Member signing such demand may give such notice.

**Section 3. Notice of Meetings.** Written notice of the place, date and hour of any meeting shall be given to each Member entitled to vote at such meeting by mailing the notice by first class mail, postage prepaid, or by personal delivery, or by e-mail not less than five (5) nor more than fifty days before the date of the meeting. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.

**Section 4. Quorum. Adjournments of Meetings.** At all meetings of the members, a majority of the Members, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Members present in person or by proxy may adjourn the meeting. Notice of the new meeting is not required if the time and place for the new meeting are announced at the meeting at which the adjournment is taken, and at the

new meeting any business may be transacted which might have been transacted at the meeting as originally called.

**Section 5. Organization.** The President of the Corporation shall preside at all meetings of the Members or, in the absence of the President, the Vice President. In the absence of both President and Vice President, an acting President shall be chosen by the Members present. The Secretary/Treasurer of the Corporation shall act as Secretary/Treasurer at all meetings of the Members, but in the absence of the Secretary/Treasurer, the presiding officer may appoint any person to act as Secretary/Treasurer of the meeting.

**Section 6. Voting.** At any meeting of the Members, each Member present shall be entitled to one vote. Upon demand of any Member, any vote for officers or upon any question before the meeting shall be by ballot. The record eligibility of voting rights of the Members shall be posted before the date of the meeting.

**Section 7. Action by the Members.** Except as otherwise provided by statute or by these By-Laws, any corporate action authorized by a majority of the votes cast at a meeting of Members shall be the act of the Members. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by a majority of the Members.

**Section 8. Resignation.** A member may resign at any time, but no such resignation will relieve the member from any obligations the member may have to the Corporation under the Articles of Incorporation of the Corporation and these By-Laws.

**Section 9. Expulsion or Suspension.** A member may be suspended for a period or expelled for non-payment of fees, or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be by the vote of a majority of the Board present at a regular or special meeting of the Board. At least ten (10) days prior to the effective date of a proposed expulsion, suspension or termination of the membership of a member, written notice of such action and the reasons therefore shall be given to such member by first class or certified mail sent to the last address of the member shown on the Corporation's records. Such member shall have the right to be heard, orally or in writing, at a regular or special meeting of the Board not less than five (5) days before the effective date of the proposed expulsion, suspension or termination. At such meeting, the Board shall, after providing such member the opportunity to be heard, orally or in writing, determine whether the proposed expulsion, termination or suspension shall take place. The vote of a majority of the directors present at such meeting shall be required in order for the expulsion, termination or suspension of the member to become final.

**Section 10. Special Actions Requiring Vote of Members.** The following corporate actions may not be taken without approval of the Members: (a) a majority of the votes cast at a meeting of the Members is required for (1) any amendment of or change to the certificate of incorporation, or (2) a petition for judicial dissolution; (b) two-thirds of the votes cast at a meeting of the Members is required for (1) disposing of all, or substantially all, of the assets of

the Corporation. (2) approval of a plan of merger, (3) authorization of a plan of non-judicial dissolution, or (4) revocation of a voluntary dissolution proceeding, provided, however, that the affirmative votes cast in favor of any such action shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

**ARTICLE III  
BOARD OF DIRECTORS**

**Section 1. Powers and Number.** The property, affairs and activities of the Corporation shall be managed and controlled and its powers exercised by the Board. The minimum number of directors constituting the entire Board after the first annual meeting of the members shall be three (3). Each Director shall be at least eighteen (18) years of age.

**Section 2. Election and Term of Office.** The initial Directors of the Board shall be the persons named in the Articles of Incorporation. They shall serve until the first annual meeting of the Board. The Directors shall be elected to hold office for two-year terms, provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected to any number of consecutive terms. Directors shall be elected by the a majority of the votes cast by the membership in attendance at a meeting pursuant to the rules for actions as stated in these By-Laws. If an increase in the number of Directors is voted upon by the Board, the total number of Directors must equal an odd number (i.e. 3, 5, 7, 9). Directors shall appoint a President, Vice President, Secretary and Treasurer based upon nominations and majority vote at the initial Board meeting for that term.

**Section 3. Newly Created Directorships and Vacancies.** Newly created directorships and vacancies among the Directors for any reason may be filled by vote of a majority of the Directors then in office, regardless of their number, and the Directors so elected shall serve until the next annual meeting of the Directors.

**Section 4. Resignations.** Any Director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by President. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Director.

**Section 5. Removal.** Any Director may be removed at any time with cause by a two-thirds vote of the Board then in office at any special meeting of the Board called for that purpose, provided that at least one week’s notice of the proposed action shall have been given to the entire Board then in office.

**Section 6. Meetings.** Meetings of the Board may be held at any place within or without the Commonwealth of Virginia as the Board may from time to time fix, or as shall be specified in the

notice or waivers of notice thereof. The annual meeting of the Board in each year shall be held immediately following the annual meeting of the Members. Other regular meetings of the Board shall be held no less than two (2) times during the year. Special meetings of the Board shall be held whenever called by a majority of the Board or the President, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

**Section 7. Quorum and Voting.** Unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or by these By-Laws, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

**Section 8. Action by the Board.** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all Directors of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more Directors of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone, email or similar communications equipment by means of which all persons participating in the meeting can communicate each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 9. Notice of Meetings.** Notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be mailed to each director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary) or by email, at least seven days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address by telegram or cablegram or given personally or by telephone, no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. No notice need be given of any adjourned meeting.

**Section 10. Compensation.** No compensation shall be paid to Directors.

**ARTICLE IV  
OFFICERS, EMPLOYEES AND AGENTS**

**Section 1. Number and Qualifications.** The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and such other officers, if any, as the Board may elect. One person may hold more than one office in the Corporation except that no one person may hold the offices of President and Secretary or President and Vice President. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

**Section 2. Election and Term of Office.** The Officers of the Corporation shall be elected at the first meeting of the Board of Directors following the election of the Directors. Each such Director, whether elected at the annual meeting or to fill a vacancy or otherwise, shall hold office until the close of the election of officers at the annual meeting next held after his or her election, or until a successor shall have been elected and shall qualify, or until the death, resignation or removal of such officer, whichever is earlier.

**Section 3. Employees and Other Agents.** The Board may appoint from time to time such employees and other agents, which includes managers and/or coaches for the teams, as it shall deem necessary, and shall have such authority and perform such duties and shall receive such reasonable compensation as a majority of the Board may from time to time determine. No such employee or agent need be a Director of the Corporation. To the full extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, authorities and duties.

**Section 4. Removal.** Any employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the entire Board. In the event that a Team's members wants to remove a Manager and/or Coach, after other forms of compromise have been exhausted by the Team and its members, a signed and documented removal request that explains the reasons for requesting the removal and documenting a two-thirds vote of the Team's members will be required to be presented to the full board. The Manager and/or Coach being removed has the opportunity to respond to this removal request. After listening to both sides, a majority vote of the Board of Directors will be binding for the Team.

**Section 5. Vacancies.** In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board.

**Section 6. President: Powers and Duties.** The President shall preside at all meetings of the Members. The President shall have general supervision of the affairs of the Corporation, and shall keep the Board fully informed about the activities of the Corporation. He or she has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties usually incident to the office of the President, and shall perform such other duties as from time to time may be assigned by the Board.



**Section 7. Vice President: Powers and Duties.** The Vice Presidents shall have such powers and duties as may be assigned to them by the Board. In the absence of the President, the Vice President(s), in the order designated by the Board, shall perform the duties of the President.

**Section 8. Secretary: Powers and Duties.** The Secretary shall keep the minutes of the annual meetings of the members and Board and all meetings of the Board in books provided for that purpose. He or she shall be responsible for the giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned by the Board.

**Section 9. Treasurer: Powers and Duties.** The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. At the annual meeting of the Board and whenever else required by the Board, he or she shall render a statement of the Corporation’s accounts. He or she shall at all reasonable times exhibit the Corporation’s books and accounts to any officer or director of the Corporation and shall perform all duties incident to the position of Treasurer subject to the control of the Board, and shall when required, give such security for the faithful performance of his or her duties as the Board may determine.

**Section 10. Team Representatives.** In the event a Team is not represented by an elected member to the Board of Directors, then that Team shall have the right to elect one (1) non-Manager or non-Coach Team Representative. The Team Representatives are elected by majority vote of the members of that Team and serve the same two-year term. The Team Representative is responsible for communicating decisions of the Board to their respective Teams. The Team representative is a non-voting member.

**Section 11. Compensation.** No compensation shall be paid to any Director, Officer or Member of the Corporation.

**ARTICLE V  
COMMITTEES**

**Section 1. Committees of the Board.** The Board may, by resolution adopted by a majority of the entire Board, establish and appoint an executive and other standing committees. The President shall appoint the chairperson of each committee. Each committee so appointed shall consist of three or more directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

1. the filling of vacancies on the Board or on any committee;
2. the amendment or repeal of the By-Laws or the adoption of the new By-Laws;
3. the amendment or repeal of any resolution of the Board which by its terms shall

- not be so amendable or repealable;
4. the fixing of compensation of the directors for serving on the Board or any committee.

Special committees may be appointed by the President with the consent of the Board and shall have only the powers specifically delegated to them by the Board.

**Section 2. Committees of the Corporation.** The Board or the Members may create committees of the Corporation. Committees created by the Board shall be appointed by the President with the consent of the Board. Committees created by the Members shall be elected by the members, unless the members authorize the President to appoint said committees with the consent of the Board.

## **ARTICLE VI FUNDRAISING**

**Section 1. Fundraising.** The Corporation and the individual Teams depend on fundraising. All members of the Loudoun Aces Baseball Club will be required to participate in fundraisers throughout the year. The key fundraising events will be baseball tournaments hosted by the Corporation and any other Board or Team sanctioned fundraising activities. Each Team shall be responsible for its own fundraising efforts.

## **ARTICLE VII CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS**

**Section 1. Checks, Notes and Contracts.** The Board is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

**Section 2. Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

## **ARTICLE VIII OFFICE AND BOOKS**

**Section 1. Office.** The office of the Corporation shall be located at such place as the Board may from time to time determine.

**Section 2. Books.** There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the certificate of incorporation, a copy of these By-Laws, a copy of the conflict of interest policy, and all minutes of meetings of the Members and of the Board.

**ARTICLE IX  
FISCAL YEAR**

The fiscal year of the Corporation shall be determined by the Board.

**ARTICLE X  
INDEMNIFICATION**

**Section 1. Actions.** The Corporation shall indemnify any person (and that person's heirs, executors, or administrators) who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (brought in the right of the Corporation or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person or such heirs, executors, or administrators in connection with such action, suit or proceeding including appeals.

**Section 2. Payments.** To the extent possible, the Corporation shall pay expenses as incurred in defending any action, suit or proceeding described in Section 1 of this Article in advance of the final disposition of such action, suit or proceeding including appeals.

**Section 3. Insurance.** The Corporation may purchase and maintain insurance on behalf of any person described in Section 1 of this Article against any liability asserted against him, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or otherwise.

**Section 4. Application.** The provisions of this Article shall be applicable to all actions, claims, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after is adoption. The provisions of this Article shall be deemed to be a contract between the Corporation and each director, officer, employee, or agent who serves in such capacity at any time while this Article and the relevant provisions of the laws of the Commonwealth of Virginia and other applicable law, in any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state or facts or any action, suit, or proceeding then or theretofore existing, or any action, suit, or proceeding thereafter brought or threatened based in whole or in part on any such state of facts. If any provisions of this Article shall be found to be invalid or limited in application by reason of any law or regulation, it shall not affect the validity of the remaining provisions hereof. The rights of indemnification provided in this Article shall neither be exclusive of, nor be deemed in limitation of, any rights to which any such officer, director, employee, or agent may otherwise be entitled or permitted by contract, the Certificate of Incorporation, vote of directors, or otherwise, or as a matter of law, both as to actions in his official capacity and actions in any other capacity while holding such office, it being the policy of

the Corporation that indemnification of the specified individuals shall be made to the fullest extent permitted by law.

**Section 5.** For purposes of this Article, reference to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” shall include any service as a director, officer, employee, or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries.

**ARTICLE XI  
POLICIES**

**Section 1. Conflicts.** Any conflict of interest (or potential conflict of interest), which could result in a direct or indirect financial or personal benefit to a Director, officer, staff member or committee member, must be disclosed. The Board of Directors shall adopt and maintain a policy regarding conflicts of interest, and such policy may be amended from time to time. A conflict of interest disclosure statement shall be furnished annually to the Board by each Director, officer and staff member. The disclosure statements shall be reviewed annually by the Board of Directors or by a committee thereof.

**Section 2. Welfare of Young People.** It shall be the policy of Corporation to conduct its activities so that the physical and moral welfare of the young people for whose benefit it is organized shall remain paramount and all matters of policy shall be determined on that basis. Those that are found in violation of this Section may face disciplinary action by the Board of Directors of the Corporation.

**Section 3. Managers, Coaches & Players Conduct.** All Managers, Coaches and Players shall promote and maintain good sportsmanship at all times, including at all practices, games and any additional functions. Managers, coaches, Players and Parents shall promote the Mission Statement above and comply with the Central Loudoun Little League Code of Conduct and Disciplinary Guidelines. While acting in the official capacity as CLLL members, managers, coaches shall attempt to refrain from outwardly promoting the Aces and are prohibited from wearing Aces-branded gear during CLLL events. Those that are found in violation of this Section may face disciplinary action by the Board of Directors of the Corporation.

**Section 4. Organization, Formation and/or Operation of Teams.**

**Section 4.1. New Team Formation.** Individuals interested in the creation of a new Team shall submit to the Board of Directors a resume and letter of intent no later than July 15<sup>th</sup> of a given year or at such date as determined by the Board of Directors. This submittal shall include the desired level of play and goals for the team as well as the Manager’s coaching philosophy and projected coaching staff. The Board will review the prospective Manager’s submittals and make a final determination. The decision will be based not only on the qualifications of the Manager, but also the determination of the Board as to the number of teams fielded in any one age

group. Once a Team has been awarded, the new Manager shall hold fair and open tryouts in a timely manner and submit to the Board a roster of players and coaches. Teams shall be responsible to provide all of their own equipment and uniforms.

**Section 4.2. Financial Responsibility.** Each Team shall be financially independent and responsible for obtaining all necessary insurance. Upon request, each Team will supply the Corporation with any and all necessary insurance and financial records (in the required format) and bank statements as required to complete its annual tax returns or other financial requirements. The Corporation does not provide financial support to the Teams. Each Team shall contribute proportionately to the Corporation for shared expenses, such as the Corporation's website. Each Team shall provide its roster of families and season-by-season accounting of its expenses.

**Section 4.3. Rosters.** For teams ages 8U-12U, a minimum of seventy-five (75%) percent of rostered players shall live within the boundaries of Central Loudoun Little League and participate in the Spring CLLL season. All Teams will be monitored at the Board level to assure fairness and equality in the selection of players for each individual Team. Disputes arising from perceived inequalities will be handled on an individual basis and ruled upon by the board. Each year, rosters for all Teams must be submitted to the Aces Board of Directors as well as Central Loudoun Little League for verification and submission to Loudoun County Parks & Recreation. Should a fee from Loudoun County Parks & Recreation be required based on a Team's roster, that Team shall be required to pay Loudoun County Parks & Recreation directly or reimburse Central Loudoun Little League if prepaid by the league.

**Section 4.4. Branding.** All Teams MUST use the official logo and color scheme of the Corporation. Any and all use of the logos and colors will be in accordance with guidelines defined by the Corporation. No modifications to the logo guidelines will be allowed without written approval from the Corporation.

**Section 4.5. Field Allocation.** All Teams shall obtain initial field allocation from Central Loudoun Little League. Each Manager MUST execute each season (or as required by Central Loudoun Little League) and abide by the CLLL Field Use Policy for Non-Little League Activities. Failure to do so may result in lost field allocation or removal of participation as an Aces Team.

**Section 5. Cooperstown Dreams Park/All Star Village.** Should a Team be granted a grandfather notice or receive an approved application as provided by Cooperstown Dreams Park/All Star Village or affiliated entity; the respective Team shall (i) confirm that their potential participation or their players' potential participation in CLLL activities is NOT limited or in conflict; (ii) list the then current President of the Corporation as the main contact person with the associated contact information on its application for the Team's upcoming participation. The Head Coach/Manager shall be listed as the then current Team's manager. In addition, once Teams have completed their participation in a Cooperstown Dreams Park/All Star Village sponsored event, it shall first offer the grandfather certificate to the next Team in age succession within the Corporation. In the event there are two (2) Teams within the same age category, the Team with the most seniority will have the first right of refusal to the grandfather certificate. In no

event, shall a Team in possession of a grandfather notice or approved application allow that notice or application leave the Corporation. Any such certificate or application shall be considered an asset of the Corporation and shall not be transferred outside of the Corporation.

**Section 6. Team(s)/Member(s) Disputes.** Team(s)/Member(s) disputes can be brought in front of the Board of Directors for mediation or resolution should the Team(s)/Member(s) not be able to resolve on its own. Any Board member involved in any potential dispute shall recuse himself or herself of the decision making process as it relates to that dispute. Any and all Board decisions regarding the dispute will be final. Results of Board decisions may include, but are not limited to, monetary fines, suspension, and/or removal of membership or dissolution of a Team.

**ARTICLE XII  
AMENDMENTS**

These By-Laws may be amended or repealed by the affirmative vote of a majority of the entire Board at any meeting of the Board.