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WOODCROFT ATHLETIC ASSOCIATION

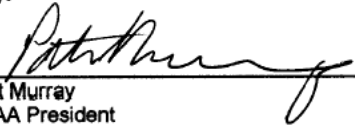
Constitution

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Approvals


This document has been prepared, approved by and distributed to the following individuals listed below.

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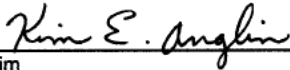

 Pat Murray
 WAA President

8 Feb 04
 Date

Approved by:


 Scott Carter
 WAA Vice President of Operations

Feb 8 04
 Date


 Kim
 WAA Vice President and Treasurer

2-8-04
 Date

WAA Distribution:

- Danny Wright, WAA Commissioner, Fields
- John Ratcliff, WAA Commissioner, Uniforms and Equipment
- Tim Morse, WAA Commissioner, Soccer
- Jay Dorfman, WAA Commissioner, Baseball and Basketball

Community Distribution:

Durham Parks & Recreation	
North Carolina Youth Soccer Association	<u>DATE</u>
_____	_____
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ARTICLE I Name

The name of the corporation shall be The Woodcroft Athletic Association, Incorporated. The abbreviated name shall be WAA.

ARTICLE II Purpose

The purpose of the Woodcroft Athletic Association Inc., shall be as follows:

- (a) To offer planned, supervised, and organized participation in sports and health programs to member families for the purpose of improving health, fellowship, and sportsmanship in the community both individually and collectively;
- (b) To organize teams and activities in appropriate divisions deemed beneficial, necessary, or appropriate for the purpose of participating in sports or health activities;
- (c) To train members for competition in any and all sports events by offering instructions in the basic fundamentals of teamwork and good sportsmanship in an active sports program;
- (d) To initiate, sponsor, supervise and participate in planned athletic and health activities; civic and community improvements projects; to receive gifts, grants, and to administer same, and to make gifts and grants to achieve the purposes set forth herein.
- (e) To own and operate facilities, including both personal property and real property which the Board of Directors may deem necessary, essential, and beneficial to achieve the purposes set forth above.

ARTICLE III Organization

Section 1. (Territory) The WAA, Inc. shall consist of members residing in the Triangle area whose applications are approved by the membership committee.

Section 2. The Board of Directors

- (a) Membership. The Board of Directors shall consist of the following: President, First Vice-President, Second Vice-President, Secretary, Treasurer, and five directors at large.
- (b) Terms. At the first annual meeting, the members of the corporation shall elect five directors for a term of one year and five directors for a term of two years. At each annual meeting thereafter, four directors shall be elected for a term of two years with the immediate past President automatically serving a one-year term. Two alternates shall be elected at the annual meetings to fill vacancies on the board. The alternate will assume the remainder of the term of the board member he replaces. The President shall serve as Chairman of the Board.
- (c) Selection. The President shall appoint with the advice and consent of the Board of Directors, a nominating committee of at least five members. The nominating committee shall submit its report to the members in writing at least ten days prior to the annual meeting; the report may be included in the meeting notice. Nominations for directors may also be made from the floor at the annual meeting by any regular member in good standing.
- (d) Election. The election of Board of Directors shall be determined by a simple plurality, the five candidates receiving the most votes shall serve as directors, and the two receiving the next most votes shall be alternates with the one who got the higher number of votes serving before the other in the event of a vacancy.
- (e) Time of Meeting. The Board of Directors shall meet monthly or at such periodic intervals as determined by the Board. The President may call a special meeting of the Board of Directors at any time,

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and shall do so upon the written request of any five directors. The time and place. of the special meeting shall be affixed by the President as appropriate with proper notice being given to all Directors.

(f) Powers. The Board of Directors shall be empowered to direct all business and other activities of the WAA, Inc.

(g) Executive Committee. The Executive Committee shall consist of the President, First Vice-President, Second Vice-President, Secretary, and Treasurer, and shall be empowered to conduct the regular business of the Association between meetings of the Board of Directors subject to their approval.

(h) Exclusivity. No member or officer shall be empowered to expend or commit funds except at the direction of the Board of Directors, or to bind the Association., or make representations an its behalf without their approval except by action of the Executive Committee as stated above.

Section 3. Officers

(a) The Board of Directors shall elect from its members the officers of the corporation and an alternate for the Treasurer at the first meeting of the fiscal year which will be held no later than thirty days after the beginning of the fiscal year. The immediate past President will conduct this meeting until a new President is elected.

(b) Succession of Officers. If the office of the President becomes vacant before the completion of the term, the First Vice-President shall succeed to the Presidency for the unexpired term. If the office of the Treasurer shall became vacant before the completion of the term, the Treasurer's Alternate shall succeed to the office for the unexpired term. It shall be the duty of the Board of Directors to fill other vacancies that may occur in the offices before the end of the term.

(c) Removal of Officers. Officers, board members, and other serving in an official capacity may be removed for cause by a vote of the Board of Directors, but the motion must carry by a two-thirds majority, or they may be removed for any reason by a majority vote at a general meeting of the Association. Cause shall not be found except in wrongdoing or in the failure to perform duties properly assigned.

(d) Resignation. An officer or other person acting in an official capacity may resign at any time by giving oral or written notice to the Board, the President, or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take place upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

(e) Vacancies. Vacancies occurring in an office for any reason except the removal of officers without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of officers without cause shall be filled by vote of the members. An officer elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

Section 4. Committees

The standing committees shall be Long Range Planning., Fields and Maintenance Ways and Means, Membership, and Finance.

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ARTICLE IV Membership

Section 1. Any member who resides in Woodcroft and pays any dues levied by the Board, is considered to be a regular member.

ARTICLE V Financing

Section 1. Fiscal Year: The fiscal year shall be from the first day of January to the last day of December.

Section 2. Dues: Annual dues may be paid by all regular members. Membership dues shall be determined by recommendation of the Board of Directors and approved by a majority vote of the members present at the annual membership meeting. Any proposed changes in membership dues shall be approved by Executive Committee.

Section 3. Authorization of Expenditures: All expenditures shall be authorized by the Board of Directors.

Section 4. Signatures: The signature of the Treasurer will be on all checks except as provided in the By-Laws for alternate signatures.

Section 5. Budget: An annual budget shall be prepared by the Finance Committee for approval by the Board of Directors and submitted for final approval by the members at the annual membership meeting.

ARTICLE VI Meetings

Section 1. Applicability : This Article shall apply to all meetings of the general Association, the Board of Directors, the Executive Committee, and any other committee.

Section 2. Quorum: At any meeting, a simple majority of the members entitled to vote present in person shall constitute a quorum. If less than said number are present at a meeting, a majority of the members so present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 3. Notice:

(a) The annual meeting of the corporation shall be held in place of the regular monthly meeting in November.

(b) Notice for meetings of the Board of Directors shall be given as for annual meetings. Notice for all other meetings may be given orally or in writing at least five but not more than twenty days in advance, and if mailed to the last address supplied by the member, it shall be effective even if not received.

Section 4. Voting: Voting shall be by voice vote unless otherwise required but any member may call for a division, whereupon the presiding officer shall have a roll call vote taken, and any member may move for a secret ballot, and if the motion passes, a secret ballot shall be held. No voting shall be by proxy.

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Section 5. Place: The Board of Directors shall name the place of meeting for the general Association and for itself; such place shall be chosen so as to be convenient to as many members as is feasible. All other bodies shall choose their own place of meeting.

Section 6. Other Meetings: In addition to annual meetings, the Board of Directors may call such other meetings as it deems advisable, upon proper notice.

Section 7. Eligibility to Vote: All regular members in good standing may vote at a general meeting of the Association. Any such member who is a member of any other body, such as a committee, may vote at meetings of that body. A member whose dues are unpaid is not in good standing.

ARTICLE VII Amendments

Each proposed amendment to this Constitution shall be submitted in writing to the Board of Directors. Upon approval by the Board, the proposed Amendment shall be circularized to the members at least ten days prior to the vote. The vote may be at a general membership meeting or by mail. The proposed Amendment shall become a part of the Constitution by a majority vote. If not approved by the Board, upon proper notice, an Amendment may still come before the membership at the annual meeting.

ARTICLE VIII Supremacy and Execution

This Constitution shall supercede all previous constitutions and shall become effective upon enactment.