

BYLAWS OF THE ROCKBRIDGE AREA RECREATION ORGANIZATION AND PUBLIC RECREATIONAL FACILITIES AUTHORITY

CHAPTER I NAME AND LEGAL AUTHORITY

The agency is known as the ROCKBRIDGE AREA RECREATION ORGANIZATION AND PUBLIC RECREATIONAL FACILITIES AUTHORITY, hereinafter referred to as “RARO.”

RARO is designated as Public Recreational Facilities Authority created by the City of Lexington on August 19, 1988 under the provisions of Title 15.1, Chapter 29, Code of Virginia of 1950, as amended, of the “Public Recreational Facilities Authority Act.” The Authority, RARO, was created to establish, organize and conduct recreational programs and to exercise those powers granted such authorities under Title 15.1, Chapter 29, Code of Virginia of 1950, as amended.

CHAPTER II PARTICIPATING LOCALITIES

The City of Lexington, the County of Rockbridge, and the City of Buena Vista shall comprise the participating localities in RARO (the “participating localities herein”). RARO shall provide its services to the constituents of the participating localities.

CHAPTER III PROGRAM PHILOSOPHY & OBJECTIVES

Section 1. The objective of RARO shall be to provide and encourage the provision by other community groups of a broad range of leisure and recreational opportunities to Rockbridge area residents of all ages, and through its sanctioned programs to instill ideals of good citizenship, good sportsmanship, goodwill, and good fun.

Section 2. While athletic programs will be an important part of RARO’s offerings, non-athletic activities for youth, adults, and the elderly will also be provided as resources are available and interest can be demonstrated.

Section 3. To further its objectives, RARO athletic programs will place primary emphasis on full participation, balanced teams, positive coaching and officiating, skills development, safety, and having fun. Competitive spirit is to be nurtured,

but emphasis on winning should not overshadow the goal of providing a healthy, challenging, and satisfying experience for all.

Section 4. Assuming one can meet appropriate and established eligibility requirements, there shall be no prerequisites to participation in RARO programs except full understanding and acceptance of RARO's program philosophy as outlined above.

Section 5. RARO shall neither discriminate nor tolerate discrimination on the basis of race, color, creed, religion, sex, age, handicap, or national origin.

Section 6. RARO shall operate as a non-profit organization, but it shall endeavor to recover as much of its annual operating cost as possible through participation fees. The Board of Directors shall review the fee schedules at least annually and periodically as necessary and make adjustments as appropriate.

Section 7. RARO shall establish scholarships or other types of financial assistance for participants that may not be able to afford to participate otherwise. The Board of Directors shall develop eligibility criteria.

CHAPTER IV MEETINGS

Section 1. Freedom of Information. All RARO meetings, whether meetings of the entire membership or meetings of the Board of Directors, shall be subject to the Virginia Freedom of Information Act.

Section 2. Regular Meetings. The Board of Directors shall endeavor to meet at least monthly and at other such times that the Board may decide may be appropriate at such time and place to be determined by the Board.

Section 3. Notice of Meetings. Notice of each meeting of the Board of Directors shall be advertised as required for public bodies.

Section 4. Quorum. The presence of five (5) voting members of the Board of Directors shall be necessary to constitute a quorum, and shall be comprised of no less than one (1) members appointed by the City of Lexington, three (3) members appointed by the County of Rockbridge, and one (1) member appointed by the City of Buena Vista.

Section 5. Rules of Order. Roberts Rules of Order shall govern the proceedings of all meetings, however the Board may adopt such additional or amended rules and regulations for the conduct of its meeting and the management of RARO as it may deem proper.

CHAPTER V BOARD OF DIRECTORS

Section 1. Board and Number. The management of the property and affairs of RARO shall be vested in the Board of Directors. The number of the Board of Directors shall be nine (9) voting members. The number of voting members shall be an odd number.

Section 2. Creation of Board. The Board of Directors shall initially consist of two (2) members appointed by City Council of the City of Lexington, five (5) members appointed by the Board of Supervisors of Rockbridge County and two (2) members appointed by the City of Buena Vista. Except for the initial terms of the appointees for the City of Buena Vista, set forth below, the appointees shall serve a four year term and shall be eligible for reappointment.

The initial terms of the appointees from the City of Buena Vista shall be as follows:

One (1) member - two year term

One (1) member - four year term

This apportionment of the Board of Directors is intended to proportionally reflect the contribution to total revenues by each of the participating localities and shall be reviewed from time to time by the board. This apportionment will be amended upon the request of any of the participating localities should a change in the relative contributions of the participating localities justify such amendment. The Board of Directors shall recommend changes as appropriate to the Participating localities.

Any member may be removed for cause at any time by the appointing entity.

The Directors shall, upon appointment, enter immediately into the performance of their duties and shall continue in office for the duration of their terms.

Section 3. Vacancy. If any vacancy occurs in the Board of Directors it shall be filled by the appointing entity at any regular or special meeting called for that purpose.

Section 4. Duties, Powers and Employment of Staff. The Board of Directors shall employ an Executive Director and the staff necessary to implement RARO's programs. The powers and duties of the Executive Director shall be as set both in Section 6 of this chapter.

The Board shall be responsible for oversight of the Executive Director and shall, at least annually, review the budget set forth by the Executive Director prior to submission of such budget to the participating localities. The Board shall have the authority to amend such budget prior to its submission.

The Board shall further conduct a performance review on an annual basis of the Executive Director.

The Board may negotiate the terms of employment for the executive director and shall have the authority to retain or release the Executive Director from employment pursuant to any terms of such employment or according to law.

The Board and such committees and councils as the board authorize and empower, shall have the full authority to create, amend or terminate RARO's programs, and the role of the Executive Director will be to implement such programs as directed by the Board and the committees and councils.

Section 5. Officers. All RARO Officers shall be members of the Board of Directors. The Board shall, at its first regular meeting following the RARO Annual Meeting in October, elect a Chairperson (the Chair) from its membership to serve a one-year term. The Chair shall appoint the Officers described herein for one-year terms and designate others as he or she deems necessary or desirable to assume special leadership roles. The RARO Executive Director and his or her staff shall assist Officers in the fulfillment of their assigned responsibilities.

(a) **Chair.** The Chair shall:

Preside at all meetings, represent RARO in the community and in interactions with officials; and enforce RARO's program philosophy;

Maintain open and complete communications with the Executive Director, the other members of the Board, and where appropriate with the public and the governing bodies of the participating localities.

Investigate complaints, irregularities, and conditions detrimental to RARO and report thereon to Board, Executive Director or executive Committee as circumstances warrant;

Appoint the Vice- Chair and members of the committees as set forth herein.

(b) **Vice Chairman.** In the case of the absence or disability of the Chairman, and provided he or she is authorized by the Chairman or the Board to act, the Vice-Chairman shall perform the duties of the Chairman and when so acting shall have all the powers of that office.

Section 6. It shall be the duty of the Executive director to implement the policies and programs of RARO as set forth by the Board of Directors. To this end the Executive Director shall have the following powers:

Powers exclusive to the Executive Director

The Executive Director shall have the power to establish and manage bank and credit accounts, as overseen by the Board of Directors, to retain and discharge full and part time staff members, to solicit funds from the public, to execute Board-approved leases and contracts on RARO's behalf; to prepare and submit an annual budget to the Board of Directors and oversee its proper administration;

Powers which may be delegated

The Executive Director shall also have the following powers and duties, which he or she may delegate to other RARO staff from time to time:

To administer RARO programing consistent with RARO's program philosophy;

To represent RARO in the community and in interactions with officials;

To maintain open and complete communications with Board of Directors;

To investigate complaints, irregularities, and conditions detrimental to RARO and report thereon to the Board or Committee as circumstances warrant;
In cooperation with Committee Chairmen and council presidents, to develop and maintain the year's plan of programs and activities, and;
to present a written report prior to each monthly Board meeting and attend such meeting to answer questions of the Board concerning the report.

Secretary

The Executive Director shall appoint a member of RARO staff to serve as the secretary to the board, however this shall not be a position of officer as defined herein. The secretary shall:

Perform such duties as are herein specifically set forth and such other duties as may facilitate the operation of the board.

Be responsible for recording the activities of RARO and maintenance of appropriate files and mailing lists;

With assistance from other RARO staff, maintain a list of Directors, Committees, and Councils;

Provide notification of all meetings of the Members, Board of Directors, and Executive Committee;

Keep the minutes of the meetings of the Members, Board of Directors, an Executive Committee if any, collect the minutes furnished by other committees, and cause minutes to be officially recorded;

Notify all members, Directors, Officers, and committee members of their election or appointment

**CHAPTER VI
COMMITTEES & COUNCILS**

Section 1. Except as otherwise specified, each Committee and Council may at its first meeting following the Annual meeting of RARO Members appoint for one-year terms a Commissioner and Assistant Commissioner or President and Vice-President and other officers as deemed appropriate. Each Committee and Council shall have the authority to appoint subcommittees and study groups necessary to accomplish the year's work. Sports Councils shall meet no less than two times each year and Committees shall meet at least quarterly unless the Committee determines otherwise. Notwithstanding any other provision herein, each locality shall have the right to have representation on each committee or council herein.

Section 2. Development and Finance Committee. Consisting of at least two (2) Members and the Executive Director, and with the assistance of the RARO Director and staff, the Finance Committee shall:

Investigate and, with Board approval, implement ways and means of financing RARO activities;
Recommend to the Board adjustments to RARO's schedule of dues and fees;
Prepare development plans to be approved by the Board and implemented by the Executive Director; and
Assist the Executive Director as necessary in the preparation of the budget and financial reports.

Section 3. Facilities Committee. Consisting of at least two (2) Members and the Executive Director, the Facilities Committee shall review RARO's facilities needs and formulate such plans and proposals as appear necessary to meet those needs, and shall present such proposals to the Board for approval or directly to the Executive Director and staff for implementation where board approval is not required. The Committee will review the care and maintenance of playing fields, buildings, and grounds and the proper issuance, repair, cleaning, and storage of supplies and equipment; Secure bids on needed supplies and equipment and make recommendations for their purchase to the Board; Investigate and recommend available sites for RARO activities; Prepare plans for site development and capital improvements and, in conjunction with the Finance Committee, investigate and recommend ways and means of implementations; and Supervise the implementation of Board approved capital improvement and extraordinary maintenance projects.

Section 4. Program Committee. Consisting of at least two (2) Members and the Executive Director, and the President or Commissioner of each Sport or Activity Council, the Program Committee shall with the assistance of the RARO Director and staff:

Recruit coaches, leaders, and instructors;
Oversee RARO's certification process to assure that all volunteer leaders and paid officials have completed required training courses and fully adhere to RARO's program philosophy and objectives;
Assist Councils in the provision of clinics for participants, coaches, and officials;
Recommend candidates for Activity Council positions to the Board of Directors;
Observe leaders and officials and report misconduct to the Board of Directors;
Investigate and resolve complaints and grievances and report findings as appropriate to the Board of Directors;
In cooperation with Sport and Activity Councils, develop written league rules, eligibility criteria, and procedures for approval by the Board of Directors;
Oversee RARO's community relations efforts;
Evaluate RARO's program offerings and recommend modification of existing programs and adoption of new programs to the Board of Directors.

Section 5. Sport and Activity Councils. A Council consisting of at least four (4) and no more than seven (7) persons shall be appointed by the Board of Directors for such sport or activities sanctioned by RARO as to the board may appear appropriate. At least one Board Member shall participate on each Council. With the assistance of the RARO Director and staff and in cooperation with the standing Committees, each Council shall meet at least two months prior to the beginning of any activity or season, and no more than one month following the conclusion of each activity or season. The Councils may meet more frequently as necessary. The member or designated representative shall make a written report to be submitted to the Board of Directors at least one week prior to the meeting of the Board following the Council meeting, and such member or representative shall be present and available at the Board meeting to answer questions concerning the report. Such member or representative shall report back to their Council the concerns, questions, recommendations and decisions of the Board of Directors. The Councils shall further:

- Elect a representative to serve as a non-voting, ex-officio member of the Board of Directors when necessary and to participate as a voting member of the RARO Program Committee;
- Elect a Commissioner to preside over Council meetings and other officers as the Council deems necessary to accomplish the year's work;
- Develop recommended league or activity rules and regulations for submission to the Board of Directors for approval;
- With the assistance of the Program Committee, recruit coaches, leaders, instructors, and officials and develop plans for their training and certification;
- Assist the Executive Director in informing the public of participant registrations and making assignments to teams or groups in accordance with RARO's eligibility requirements and program philosophy;
- Conduct clinics and training sessions for participants and leaders;
- Assist the executive director in scheduling of league practices and games, or program activities; and
- Conduct Council meetings and special events.

CHAPTER VII SANCTIONED ACTIVITIES

All activities conducted by RARO or any of its Councils shall be formally sanctioned by the Board of Directors. The Board shall have the authority to authorize programs on an experimental basis prior to recommending on-going implementation of such programs.

CHAPTER VIII STAFF

Section 1. Assuming adequate funding and approval by the Members through adoption of the budget at the Annual meeting, the Executive Director may employ a staff to carry out RARO Programs. Staff members shall receive pay and benefits in accordance with an adopted Personnel Classification and Pay Plan which shall constitute part of the annual budget. In recruiting and selecting employees, the Executive Director will adhere to standard equal opportunity practices and will not discriminate on the basis of race, color, creed, religion, sex, age, handicap, or national origin. Notice of all full-time position openings will be duly posted and published in local newspapers.

Section 2. Executive Director. The Board of Directors may hire an Executive Director to administer RARO programs. If the Board determines that an Executive Director shall be employed, he or she shall be chosen and appointed by a majority vote of the Board under terms and conditions outlined in a written employment approved by both parties. Subject to severance and notification provisions included in said written agreement, the Board shall maintain the right to remove the Executive Director by majority vote. The Executive Director shall be responsible to the Board for the proper administration of the affairs of RARO and for supervision of the RARO staff. In recruiting and selecting the Executive Director, the Board of Directors will adhere to standard equal opportunity practices and will not discriminate on the basis of race, color, creed, religion, sex, age, handicap, or national origin.

Section 3. Other Staff. In conformance with the adopted budget and with procedures noted in this Chapter, the Executive Director, with approval of the Board, may employ, either directly or by contract, clerical and program support personnel, officials, and referees. If an Executive Director is employed as specified in Section 2 above, all RARO personnel shall come directly under his or her direct supervision. Otherwise, supervision of RARO personnel shall be the responsibility of the Chair of the Board of Directors; provided, however, that the Chair may delegate supervisory responsibility as appropriate to Chairs of standing committees.

CHAPTER IX CERTIFICATION

RARO shall maintain and implement a certification program for all coaches, leaders, instructors, and officials to assure full understanding of program philosophy and objectives, working knowledge of basic first aid techniques, awareness of rules and regulations, and ability to teach basic techniques.

CHAPTER X AFFILIATIONS

When deemed appropriate by the Board of Directors, affiliation will be sought with regional and/or national sports and recreation organizations and associations that offer programs and services that are philosophically compatible with RARO's programs and objectives.

CHAPTER XI FINANCES AND ACCOUNTING

Section 1. On an annual basis, the Executive Director shall prepare a budget for approval of the Board. Upon approval, the Executive Director shall submit the budget for approval by the participating localities.

Section 2. The City of Lexington shall act as RARO's fiscal agent. Associated services shall be outlined in a written agreement approved by both parties.

Section 3. The Board shall not permit the disbursement of RARO funds for other than the conduct of sanctioned activities in accordance with adopted rules and policies.

Section 4. No member of the Board of Directors or Officer shall receive, directly or indirectly, any salary, compensation, or emolument from RARO for services rendered as Director, or Officer.

Section 5. Upon dissolution of RARO and after all outstanding debts and claims have been satisfied, the Members shall transfer RARO's remaining property and assets to the participating localities.

Section 6. No team or participant shall engage in any fundraising activity for the benefit of such team or participant, or RARO, without the approval by the Executive Director.

CHAPTER XII AMENDMENTS

These policies (by-laws) may be amended, repealed, or altered in whole or in part by a majority vote of the Board of Directors at any duly organized Board meeting. Due to its status as Lexington's Public Recreational Facilities Authority

pursuant to Code of Virginia Title 15.1, Chapter 20, amendments to these policies (by-laws) must be approved by majority vote of the Lexington City Council.

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