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Form **990-EZ**

**Short Form
Return of Organization Exempt From Income Tax**

OMB No. 1545-1150

2009

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)
▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.
▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2009 calendar year, or tax year beginning , 2009, and ending , 20

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization Cave Spring Softball League		D Employer identification number 54-1720232
		Number and street (or P.O. box, if mail is not delivered to street address) Room/suite P. O. Box 20894	E Telephone number 540-772-6947	
		City or town, state or country, and ZIP + 4 Roanoke, VA 24018		F Group Exemption Number ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting Method. Cash Accrual
Other (specify) ▶

I Website: ▶ www.southcountysoftball.com

H Check ▶ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

J Tax-exempt status (check only one) — 501(c) (3) ◀ (insert no.) 4947(a)(1) or 527

K Check ▶ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ 52,471

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Revenue	1 Contributions, gifts, grants, and similar amounts received	1	6,565
	2 Program service revenue including government fees and contracts	2	-0-
	3 Membership dues and assessments	3	24,383
	4 Investment income	4	169
	5a Gross amount from sale of assets other than inventory	5a	-0-
	b Less: cost or other basis and sales expenses	5b	-0-
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	-0-
	6 Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here ▶ <input type="checkbox"/>		
	a Gross revenue (not including \$ -0- of contributions reported on line 1)	6a	2,835
b Less: direct expenses other than fundraising expenses	6b	-0-	
c Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	2,835	
7a Gross sales of inventory, less returns and allowances	7a	18,519	
b Less: cost of goods sold	7b	11,583	
c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	6,936	
8 Other revenue (describe ▶ _____)	8	-0-	
9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	40,888	
Expenses	10 Grants and similar amounts paid (attach schedule)	10	-0-
	11 Benefits paid to or for members	11	-0-
	12 Salaries, other compensation, and employee benefits	12	-0-
	13 Professional fees and other payments to independent contractors	13	2,700
	14 Occupancy, rent, utilities, and maintenance	14	2,555
	15 Printing, publications, postage, and shipping	15	1,342
	16 Other expenses (describe ▶ Operating Expenses)	16	33,235
	17 Total expenses. Add lines 10 through 16	17	39,832
Net Assets	18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	1,056
	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	49,243
	20 Other changes in net assets or fund balances (attach explanation)	20	-0-
	21 Net assets or fund balances at end of year. Combine lines 18 through 20	21	50,299

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	49,243	22 align="right">50,299
23 Land and buildings	-0-	23 align="right">-0-
24 Other assets (describe ▶ _____)	-0-	24 align="right">-0-
25 Total assets	49,243	25 align="right">50,299
26 Total liabilities (describe ▶ _____)	-0-	26 align="right">-0-
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	49,243	27 align="right">50,299

For Privacy Act and Paperwork Reduction Act Notice, see the separate Instructions.

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Part V Other Information (Note the statement requirements in the instructions for Part V.)

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33	<input checked="" type="checkbox"/>
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	34	<input checked="" type="checkbox"/>
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	35a	<input checked="" type="checkbox"/>
b	If "Yes," has it filed a tax return on Form 990-T for this year?	35b	
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N	36	<input checked="" type="checkbox"/>
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a		
b	Did the organization file Form 1120-POL for this year?	37b	<input checked="" type="checkbox"/>
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?	38a	<input checked="" type="checkbox"/>
b	If "Yes," complete Schedule L, Part II and enter the total amount involved	38b	
39	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on line 9	39a	
b	Gross receipts, included on line 9, for public use of club facilities	39b	
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ <u> -0- </u> ; section 4912 ▶ <u> -0- </u> ; section 4955 ▶ <u> -0- </u> .		
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40b	<input checked="" type="checkbox"/>
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ <u> -0- </u> .		
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ <u> -0- </u> .		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.	40e	<input checked="" type="checkbox"/>
41	List the states with which a copy of this return is filed. ▶ _____		
42a	The organization's books are in care of ▶ <u>Charles Marlowe</u> Telephone no. ▶ <u>540-772-6947</u> Located at ▶ <u>6517 Fairway Forest Drive, Roanoke VA</u> ZIP + 4 ▶ <u>24018-7447</u>		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	42b	<input checked="" type="checkbox"/>
	If "Yes," enter the name of the foreign country: ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.?	42c	<input checked="" type="checkbox"/>
	If "Yes," enter the name of the foreign country: ▶ _____		
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 <input type="checkbox"/>		
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44	<input checked="" type="checkbox"/>
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45	<input checked="" type="checkbox"/>

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

- | | Yes | No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|-------------------------------------|
| 46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 49a Did the organization make any transfers to an exempt non-charitable related organization? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| b If "Yes," was the related organization a section 527 organization? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- 50** Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

f Total number of other employees paid over \$100,000 ▶ _____

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		

d Total number of other independent contractors each receiving over \$100,000 . . . ▶ _____

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

▶ *Charles Marlowe* Signature of officer Date 5/14/10
 ▶ **Charles Marlowe, Treasurer** Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ _____ Date _____ Check if self-employed Preparer's identifying number (See instructions) _____
 Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ _____ EIN ▶ _____ Phone no. ▶ _____

May the IRS discuss this return with the preparer shown above? See instructions ▶ Yes No

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization Cave Spring Softball League	Employer identification number 54 1720232
----------------------------------------------------------------	-----------------------------------------------------

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III—Functionally integrated d Type III—Other
 - e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		✓
(ii) A family member of a person described in (i) above?		✓
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		✓
 - h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see Instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33 1/3 % support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33 1/3 % support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	37,264	36,936	36,462	34,695	30,948	176,305
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	16,727	26,347	19,172	19,638	21,354	103,238
3 Gross receipts from activities that are not an unrelated trade or business under section 513	-0-	-0-	-0-	-0-	-0-	-0-
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	-0-	-0-	-0-	-0-	-0-	-0-
5 The value of services or facilities furnished by a governmental unit to the organization without charge	-0-	-0-	-0-	-0-	-0-	-0-
6 Total. Add lines 1 through 5	53,991	63,283	55,634	54,333	52,302	279,543
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	-0-	-0-	-0-	-0-	-0-	-0-
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year	-0-	-0-	-0-	-0-	-0-	-0-
c Add lines 7a and 7b	-0-	-0-	-0-	-0-	-0-	-0-
8 Public support. (Subtract line 7c from line 6.)						279,543

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6	53,991	63,283	55,634	54,333	52,302	279,543
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	202	304	308	198	169	1,181
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975	-0-	-0-	-0-	-0-	-0-	-0-
c Add lines 10a and 10b	202	304	308	198	169	1,181
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	-0-	-0-	-0-	-0-	-0-	-0-
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	-0-	-0-	-0-	-0-	-0-	-0-
13 Total support. (Add lines 9, 10c, 11, and 12.)	54,193	63,587	55,942	54,531	52,471	280,724

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	99.6 %
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	96.6 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	0.4 %
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	0.4 %

19a 33 1/3 % support tests—2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ▶

b 33 1/3 % support tests—2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ▶

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

Area with horizontal dashed lines for supplemental information.

Explanation of Amounts Reported on Lines 6a and 6b

Form 990EZ for Cave Spring Softball League shows revenue of \$2,835 under Special Events and \$19,139 under Gross Sales of Inventory. These revenues are related to the charitable purpose of the organization.

Special Events covers a share in the admissions fees for a statewide and a national softball tournament.

Gross Sales of Inventory relates to the revenues from our concession stand which is part of the fundraising activity of the league.

**BYLAWS
OF
SOUTH COUNTY SOFTBALL LEAGUE**

July 18, 1994

As amended

Spring 2010

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South County Softball League is owned by Cave Spring Softball League, Inc., which trades under this name as of 11/12/02.

BYLAWS
OF
SOUTH COUNTY SOFTBALL LEAGUE

ARTICLE I

MEMBERS' MEETINGS AND PRIVILEGES

Section 1. Annual Meeting: The Annual Meeting of the members of the Corporation shall be held on the third Sunday in September each year. If that day is a legal holiday, the Annual Meeting shall be held on the next succeeding day not a legal holiday.

Section 2. Other Meetings. A special meeting of the members of the Corporation shall be held on the call of the Chairman of the Board of Directors, the President, or by a majority of the Board of Directors. In addition, ten (10) Regular Members and/or Sustaining Members in good standing may call a special meeting of members for the purpose of removing, appointing or electing directors, or to make amendments to the Articles of Incorporation, by signing, dating, and delivering to the Secretary of the Corporation one or more written demands for the meeting and describing the purpose or purposes for which such meeting is to be held.

Section 3. Notice of Meeting: All meetings of the members shall be held at the times and places fixed by resolution of the Board of Directors. Written notice stating the place, day and hour of each meeting of the members, and in case of a special meeting the purpose or purposes for which the meeting is called, shall be mailed or otherwise delivered to each member of record entitled to vote at such meeting. Such notice shall be given no less than ten (10) nor more than thirty (30) days before the date of such meeting, except that notice of a members' meeting to act on an amendment to the Articles of Incorporation, a plan of merger, a proposed sale of assets pursuant to § 13.1-900 of the Code of Virginia (1950), as amended, or the dissolution of the Corporation, shall be given no less than twenty-five (25) nor more than sixty (60) days before the date of such meeting. Any such notice shall contain or be accompanied by a copy of the proposed amendment, plan of merger, or dissolution.

If an annual or special meeting is adjourned to a different date, time, or place, notice need not be given if the new date, time, or place is announced at the meeting before adjournment, provided, however, that if the meeting is adjourned to a date more than one hundred and twenty (120) days after the date fixed for the original meeting, notice of the adjourned meeting shall be given under this Section to all persons who are members as of the applicable record date.

Section 4. Voting: Members shall not be entitled to vote except as the right to vote is conferred by the Articles of Incorporation. Members entitled to vote may take action on a matter at a meeting only if a quorum of two percent (2%) of the votes entitled to be cast on the matter are present at the meeting. Once a member is represented for any purpose at a meeting, he is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or shall be set for that

adjourned meeting as provided in Section 5 of this Article

Less than a quorum may adjourn a meeting to a fixed time and place, and further notice shall be given if required by Section 3 of this Article.

Except where the Articles of Incorporation or applicable law requires the vote of a greater percentage, if a quorum exists, action on a matter by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action. Each member (entitled to vote) shall be entitled to one (1) vote in person or by proxy on all matters with regard to which the right to vote is created by the Articles of Incorporation

Section 5. Record Date: The Board of Directors may fix in advance the record date for one (1) or more voting groups in order to make a determination of members for any proper purpose, including, but not limited to, a determination of members entitled to notice or to vote at any meeting of members of any adjournment thereof. A record date fixed under this Section may not be more than seventy (70) days before the meeting or action requiring a determination of members.

A determination of members entitled to notice of or to vote at any meeting of members shall be effective for any adjournment of the meeting unless Board of Directors fixes a new record date. The Board of Directors shall fix a new record date if the meeting is adjourned to a date more than one hundred and twenty (120) days after the date fixed for the original meeting.

Section 6. Conduct of Meetings: The President shall preside over all meetings of the members. If he be absent, the First Vice-President shall preside. If no such officer be present, a Chairman shall be elected by the meeting. The Secretary of the Corporation shall act as Secretary of all the meetings if he is present. If he is absent, the Chairman shall appoint a Secretary of the meeting. The Chairman of the meeting may appoint one or more inspectors of election to determine the qualification of voters, the validity of proxies, and the results of ballots.

Section 7. Action Without a Meeting: Any action required or permitted to be taken at a meeting of members may be taken without a meeting and without action by the Board of Directors if all of the members entitled to vote with respect to the subject matter of such action sign one (1) or more written consents describing the action taken and deliver the same to the Secretary of the Corporation for inclusion in the minutes or filing with the corporate records. Any action taken by unanimous written consent shall be effective according to its terms when all consents are in the possession of the Corporation. A member may withdraw consent only by delivering a written notice of withdrawal to the Corporation prior to the time that all consents are in the possession of the Corporation. Action taken by written consent is effective as of the date specified therein provided that the consent or consents state the date of execution by each member. Unless otherwise determined under Section 5 of this Article, the record date for determining members entitled to take action without a meeting is the date the first member signs the written consent

A written consent signed by all the members in accordance with this Section has the effect of an

unanimous vote of the members

If notice of proposed action is required by law to be given to non-voting members and the action is to be taken by unanimous consent of the voting members as provided in this Section, the Corporation shall give its non-voting members written notice of the proposed action at least ten (10) days before the action is taken. The notice shall contain or be accompanied by the same material that would have been required by law to be sent to nonvoting members in a notice of meeting at which the proposed action would have been submitted to the members for action.

Section 8. Suspension or Termination. Membership in this Corporation may be terminated by resignation or action of the Board of Directors, as follows

- (a) The Board of Directors, by a two-thirds vote of those present at any duly constituted meeting, shall have the authority to discipline or suspend or terminate the membership of any Member when the conduct of such person is considered detrimental to the best interests of the Corporation

The member involved shall be notified seven (7) days in advance of such a disciplinary meeting; shall be informed of the general nature of the charges and shall be given an opportunity to appear at the meeting to answer such charges.

- (b) Where the Board of Directors is asked to consider disciplinary action that may affect the ability of a child to participate in league activities, notice of the meeting shall be given to the manager of the team of which the player is a member, as well as the parents of the player. The manager shall appear, in the capacity of an adviser, with the player before a duly appointed committee of the Board of Directors, which shall have full power to suspend or revoke such player's right to future participation

ARTICLE II

BOARD OF DIRECTORS

Section 1. Number, Election and Term:

(a) The Board of Directors shall be elected at the Annual Meeting of the members or at any special meeting held in lieu thereof. No individual shall be named or elected as a Director without his prior consent. The number of Directors shall be twelve (12). The Board of Directors shall consist of a President, First Vice-President, Second Vice-President, Secretary, Treasurer, Director of Education, Director of Concessions, Director of Division 1 (Youth age 8 and under), Director of Division 2 (Youth age 10 and under), Director of Division 3 (Youth age 12 and under), Director of Division 4 (Youth age 16 and under), Director Division 5 (Youth age 18 and under). This number may be increased or decreased at any time by amendment of these Bylaws. No reduction in the number of Directors shall have the effect of shortening the term of any incumbent Director.

(b) There shall be two classes of Directors: Class One shall consist of six (6) directors, consisting of the President, Secretary, Second Vice-President, Director of Concessions, and the Directors of Divisions 2 and 4, who shall be elected for a two (2) year term in 1994 and shall be elected thereafter in even years. Class Two shall consist of six (6) directors, consisting of the First Vice-President, Treasurer, Director of Education, and the Directors of Divisions 1, 3, and 5 who shall be elected for a one-year term in 1994 and shall be elected for two (2) year terms thereafter in odd years. All new directors will assume their position and begin their term upon the close of the meeting at which they were elected.

(c) After the election in 1995, Class One and Class Two directors shall hold office until the second annual meeting of members next following the annual meeting at which their respective classes were elected, and thereafter until their respective successors are elected, except that any Director may be removed from office at any time as permitted in these Bylaws.

Section 2. Removal and Vacancies: The members may remove one (1) or more Directors with or without cause. A Director may be removed by the members only at a meeting called for the purpose of removing him, and the notice of the meeting must state that purpose, or one of the purposes of the meeting, is removal of the Director. Unless a greater number of votes is required by the Articles of Incorporation, a Director may be removed if the number of votes cast to remove him constitutes a majority of the votes entitled to be cast.

Any vacancy on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, may be filled by the Board of Directors or by the members at a special meeting called for that purpose. If the Directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote by a majority of the Directors remaining in office. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date or otherwise, may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

Section 3 Meetings and Notices: The Annual Meeting of the Board of Directors shall be held, without notice, immediately following the Annual Meeting of the members. Other meetings of the Board of Directors shall be held at times fixed by resolution of the Board, or upon the call of the President or a majority of the members of the Board. Notice of any meeting not held at a time fixed herein or by resolution of the Board shall be given to each Director at his residence or business address by delivering such notice to him or by telephoning or telecommunicating it to him at least forty-eight (48) hours before the meeting. Any such notice need not set forth the purpose of the meeting. Meetings may be held without notice if all the Directors are present or those not present waive notice before or after the meeting.

A Director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as hereinafter provided, the waiver shall be in writing, signed by the Director entitled to the notice, and shall be filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the Director at the beginning of the meeting or promptly upon his arrival objects to the holding of the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting

The Board of Directors may permit any or all Directors to participate in a regular or special meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting, provided that the Secretary of the meeting shall maintain complete and accurate minutes of all such meetings.

Section 4. Quorum and Voting. Except as otherwise provided in the Articles of Incorporation or these Bylaws, a quorum of the Board of Directors consists of a majority of the Directors elected and serving as of the time of the meeting in question. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors.

A Director who is present at a meeting of the Board of Directors or a Committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (1) he objects at the beginning of the meeting or promptly upon his arrival to holding the meeting or transacting specified business at the meeting; or (b) he votes against, or abstains from, the action taken.

Whenever the Board of Directors is required by law to recommend or approve any proposed corporate act, such recommendation or approval shall not be required if the proposed corporate act is adopted by the unanimous consent of the members.

Section 5. Conduct of Meetings. The President shall serve as the Chairman of the Board of Directors.

Section 6. Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if such action shall be evidenced by one (1) or more written consents stating the action taken, signed by all members of the Board of Directors or committee, as the case may be, and included in the minutes or filed with the corporate records. Action taken under this Section is effective when the last Director signs the written consent unless the consent specifies a different date, in which event the action taken is effective as of the date specified therein, provided that the consent states the date of execution of each Director. A written consent under this Section shall have the same force and effect as a unanimous vote of the Board of Directors or members of the committee, as the case may be.

Section 7. Actions Reserved to the Board

(a) All league franchising or affiliation agreements, substantial playing or operating rule changes, rules or procedures that affect or impact more than one division, expenditures in excess of \$500.00 (unless expressly authorized in the annual budget), and all actions to discipline, suspend or terminate membership pursuant to Article I, Section 8 above, must be approved by the Board.

(b) Any parent or umpire may challenge a decision or action of a Division Director by submitting a written appeal to the President within seven (7) calendar days of the challenged decision or action. If the matter cannot be resolved informally, then the parent or umpire shall be entitled to a hearing before the Board, who shall act as the final arbitrator of the disputed matter.

(c) Should two or more Assistant -Vice-President / Managers/Head Coaches (hereinafter sometimes referred to as "Managers") within a Division disagree with a decision, rule or action taken or implemented by their Division Director, the Managers shall have the right to petition the Board for a review of the disputed matter. In order to be heard, the Managers must put in writing (i) the nature of their complaint, (ii) the ruling or action of the Division Director which they challenge, (iii) the proposal for a different result, and submit this petition to either the President, First Vice-President, or Secretary within three (3) days of the challenged decision.

ARTICLE III

COMMITTEES

Section 1. Creation of Committees and Selection of Members: The Board of Directors may create one (1) or more committees and designate one (1) or more members of the Board to serve on each such committee and at least one of which will serve as the Chair of the committee. It is expected and anticipated that members of the Corporation who are not serving on the Board shall be entitled to serve on and fully participate in the activities of the committees. The members of each committee shall serve at the pleasure of the Board of Directors.

The creation of a committee and appointment of members to it shall be approved by the

greater number of (a) a majority of all the Directors in office when the action is taken, or (b) the number of Directors required to take action under Section 4 of Article II of these Bylaws.

Section 2. Voting and Scope of Authority: Sections 3 through 5 of Article II of these Bylaws, which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members as well.

The Board of Directors may from time to time assign to each committee such duties and responsibilities as the Board may deem advisable. To the extent permitted by such a Board resolution, each committee may exercise the authority of the Board of Directors, except that a committee may not (a) approve or recommend to the members action that is required by law to be approved by members; (b) fill vacancies on the Board or on any of its committees; (c) amend the Articles of Incorporation; (d) adopt, amend, or repeal these Bylaws, or (e) approve a plan of merger not requiring member approval.

Section 3 Standing Committees. The Board of Directors shall appoint a Nominating Committee by July 15th of each year in which the Secretary shall serve as the Chair. The Nominating Committee shall recommend members of the Board of Directors. In addition, the Nominating Committee shall recommend to the Board of Directors other key personnel as deemed necessary.

ARTICLE IV OFFICERS

Section 1. Number, Election, and Term: There shall at all times be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer; none of these officers may hold more than one (1) of these offices at a time, nor may any of them serve as an Assistant Vice-President - Manager/Head Coach for any team in any Division. No Divisional Director can serve as the Assistant Vice-President - Manager/Head Coach for any team in the Division for which the Director has responsibility. The Board of Directors may elect or appoint one (1) or more Vice-Presidents and such other officers as it may deem proper. Pursuant to Code of Virginia § 13.1 872-B, each Assistant Vice-President - Manager/Head Coach for a team may appoint one or more assistant officers (Associate Vice-President - Assistant-Coach).

Section 2. Duties of President: The President shall be the chief executive officer of the Corporation, the Local Government Liaison, and when present, shall preside at all meetings. Subject to Article II, Section 7, the President shall have the power and authority to sign all bonds, deeds, mortgages, extension agreements, leases, and contracts of the Corporation. The President shall further perform all of the duties commonly incident to his office along with such other duties as the Board of Directors shall designate from time to time.

Section 3 Duties of First Vice-President: Except as specifically limited by resolution of the Board of Directors, the First Vice-President shall perform the duties and have the powers of the President during the absence or disability of the President. [Sec. shall be responsible to maintain on-line registration] The First Vice-President shall perform all duties commonly incident to this office, and shall perform such other duties and have such other powers, as the Board of

Directors shall designate from time to time. The following areas of operation shall be the principal areas of responsibility for the First Vice-President: Opening Day and Sponsorships.

Section 4. Duties of Second Vice-President: The Second Vice-President shall be responsible for Uniforms, Pictures, and Team Parent Coordinator.

Section 5. Duties of Secretary: The Secretary shall keep accurate minutes of all meetings of the members and the Board of Directors, shall be in charge of data processing of records, and shall be authorized to affix the seal of the Corporation to any and all documents and instruments duly executed on behalf of the Corporation by any of its officers. The Secretary shall be responsible for the maintenance of the on-line registration system and the League website. The Secretary shall have the power and authority to sign certificates of membership of the Corporation. In the absence of the Secretary at any meeting, a secretary pro tempore shall perform the duties of the Secretary at such meeting. The Secretary shall serve as Chair of the Nominating Committee and further perform all the duties commonly incident to the office of Secretary, and shall perform such other duties and have such other powers as the Board of Directors shall designate from time to time

Section 6. Duties of Treasurer: The Treasurer, subject to an order of the Board of Directors, shall have the care and custody of the money, funds, valuable papers, and documents of the Corporation (other than his own bond, if any, which shall be in the custody of the President) In addition to other duties, the Treasurer, shall be responsible for turning over of such forms and information to the Secretary for record keeping purposes. The Treasurer shall further keep accurate books of account of the Corporation's transactions, which books shall be and remain the sole property of the Corporation and, together with all its property in his possession, shall be subject at all times to the inspection and control of the President and the Board of Directors. The Treasurer shall have and exercise all of the powers and duties commonly incident to his office, and shall have and exercise such other duties and powers as the Board of Directors shall from time to time designate.

Section 7. Duties of Director of Education: The Director of Education shall be responsible for developing, promoting, and arranging Sportsmanship and Ethics Training, Player Clinics, Coaches Clinics, Parent Clinics, and maintaining and updating the policies of the South County Softball League.

Section 8. Duties of Director of Concessions: The Director of Concessions shall be responsible for the operation of the concession stands for regular and post season activities. The Director shall be responsible for recruiting, forming and maintaining a Concession Stand Committee. The Director, with the support of the Committee, shall maintain the facilities, including bathrooms, purchase food and drink items, and necessary supplies, schedule volunteers to staff the facilities, collecting and depositing cash receipts and reporting all cash transactions to the treasurer.

Section 9. Divisional Directors: Each of the Divisional Directors shall be responsible for the entire operation of the league operated within the age group and division for which they are responsible, including but not limited to coordinating registration and the annual draft within his or her division; and scheduling. The Division Director shall serve as Player Agent for their

division. The Division Director is authorized to appoint an individual to serve as Player Agent in their division. On these issues, the Division Director has final authority, subject to the rights of appeal and petition set forth in Article II, Section 7 above.

If required by league affiliation, each division may have a separate Constitution which shall be approved annually by the Board of Directors prior to the beginning of registration. Each Division Director is responsible to submit a list of Assistant Vice-Presidents - Manager/Head Coach to the President for Board approval for the upcoming season. Finally, once the softball season begins, each Divisional Director shall have the right, after consultation with the President, to suspend or remove Assistant Vice-Presidents -Manager/Head Coaches, Associate Vice-Presidents - Assistant-Coaches within his or her division on an as needed basis. This action will be reported at the next scheduled Board Meeting. Any disciplinary action against an Assistant Vice-President -Manager/Head Coach shall be entitled to an expedited appeal, upon submitting of a written petition for review, to the Board of Directors within three (3) days of the contested action.

Section 10. Assistant Vice-President - Manager/Head Coach: Each team within each division shall be supervised by an Assistant Vice-President - Manager/Head Coach (hereinafter sometimes referred to as "Manager/Head Coach") for that particular team who shall serve as the Manager/Head Coach for the team. Each such Manager/Head Coach shall be responsible for his team, for educating the team in the principles of good sportsmanship, for holding practices, for safeguarding the equipment assigned to his team, for returning the assigned equipment at the end of the season, for appointing a team parent, and for appointing such Associate Vice-Presidents (Assistant Managers/Coaches) for his team as necessary. The Board of Directors shall retain the authority to discipline, suspend and remove an Assistant Vice-President upon the receipt of an incident report or from its own investigation. Any disciplined, suspended or removed Assistant Vice-President shall have the right to appeal such a decision to the Board of Directors. The decision of the Board of Directors after hearing such appeal shall be final.

Section 11. Associate Vice-President - Assistant Coaches: Each Associate Vice-President - Assistant Coach shall be responsible for assisting the Assistant Vice-President - Manager/ Head Coach in the performance of his duties.

ARTICLE V SEAL

The seal of the Corporation shall be a flat-faced circular die with the word "SEAL" and the name of the Corporation engraved thereon.

ARTICLE VI VOTING OF OTHER STOCK HELD

Unless otherwise provided by the Board of Directors of the Corporation, the President may either appoint agents or attorneys to vote any stock of any other corporation owned by this

Corporation or may attend any meeting of the holders of stock of such other corporation and vote such shares in person.

ARTICLE VII

CHECKS, NOTES AND DRAFTS

Checks, notes, draft and other orders for the payment of money shall be signed by the Treasurer of the Corporation, or such other person or persons as the Board of Directors may authorize from time to time. The signature of any such person may be a facsimile when authorized by the Board of Directors.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

ARTICLE IX

AMENDMENT

Pursuant to Code of Virginia, §13.1-892 (1950), as amended, these Bylaws may be amended or repealed by the majority vote of the Board of Directors or the members at a duly organized meeting, provided the notice of the membership meeting includes a description of the proposed amendment or change.