

**SEDLEY RECREATION
ASSOCIATION**



Southampton County, Virginia

Michael W. Johnson, County Administrator

P.O. Box 400 – Courtland, VA 23837-0400

Phone: (757) 653-3015 – Fax: (757) 653-0227 – Internet: www.southamptoncounty.org

BOARD OF SUPERVISORS

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Capron District

March 18, 2011

Dear Applicant:

Southampton County's purpose in providing financial resources for non-profit youth organizations is to enhance their ability to support healthy growth and development of our young people, and to develop relationships with community organizations whose goals and objectives align with ours.

Eligible applicants are not-for-profit recreational organizations to which the county can provide funding in accordance with §15.2-953 (B) (iv) of the *Code of Virginia*. The organization must provide a recreational program or service for Southampton County youth and must be supported by an effective and efficient organization.

A review panel comprised of two members of the Board of Supervisors, Assistant County Administrator, Director of Community Development and Finance Director will review applications and present their recommendations to the Board of Supervisors in May 2011.

Applications can be obtained from the County Administrator's Office. To ensure your application's consideration, please submit your application to the Southampton County Administrator's Office, P.O. Box 400, Courtland, Virginia 23837 by 5:00 p.m. on Friday, April 29, 2011. Each applicant will be advised of the outcome of their request no later than June 1, 2011.

We recognize and appreciate your interest in serving the youth of Southampton County.

Sincerely,

Michael W. Johnson
County Administrator



Southampton County
Youth Activity Funding Application
for the fiscal year July 01, 2010 - June 30, 2011 (FY2011)
Application deadline for FY2011 funding is Friday, April 29, 2011

This form is protected – please use tab or arrow keys to go to the next cell. Clicking on the boxes to be checked at the bottom will fill in the box.

<u>Organization Name</u>	<u>Address</u>	<u>Phone</u>
<i>Sedley Recreation Association Inc.</i>	<i>P.O. Box 29, Sedley, VA 23878</i>	<i>569-0273</i>

<u>Officers' Names</u>	<u>Title</u>	<u>Phone</u>
Anita Felts	Chairman	569-0273
Lee Joyner	Vice Chairman	
Stephanie Brantley	Secretary	562-4044
Barbara Tatum	Treasurer	569-1591

<u>Organization Contact Name & Title</u>	<u>Address</u>	<u>Phone/FAX</u>
<i>Anita Felts</i>	<i>17527 Johnsons Mill Rd., Sedley, VA</i>	<i>569-0273</i>
<i>Barbara Tatum</i>	<i>18126 Johnsons Mill Rd., Sedley, VA</i>	<i>569-1591</i>

<u>Auditor</u>	<u>Address</u>	<u>Phone</u>
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Funded services will be provided: regionally in Southampton County

Duration of Support: one-time support 2-3 years ongoing

Number of Clients Served:

<u>Period</u>	<u>Total Youth Served</u>	<u># of Southampton County Youth Served</u>
July 01, 2009 - June 30, 2010	138	<i>5 Other Southampton Communities participate in Little League Ball. Also 2 communities from Sussex</i>
July 01, 2008 - June 30, 2009	118	
July 01, 2007 - June 30, 2008	109	

Organization's Total Operating Budget: \$

FY 2011 Funding Request from Southampton County: \$2000.

Southampton County, Virginia
Youth Activity Funding Application, continued

If additional space is needed, please modify as necessary or retype the page to suit your needs. Please be sure to answer all questions.

Please define your organization's mission:

To provide a family orientated atmosphere with a recreational facility and park for the Sedley Community and surrounding communities.

Please provide a description of the scope of services you offer or intend to offer the youth of Southampton County.

Sedley Recreation Association oversees both Rogers Memorial Parks, the ball field and the park adjacent to the Sedley Volunteer Fire Dept.

The recreational facility will include baseball/softball field, basketball court, tennis court and concession stand with restrooms. We have new playground equipment and a picnic pavilion.

The ball field is used for birthday parties, reunions and church picnics, as well as youth sports.

Define your objectives, service targets, and action plan for next 12 months. Include current and new initiatives, and target dates for new initiatives.

We would like to replace the benches in our dug-outs. The current benches, aside from being old are concrete & metal.

We are also trying to raise funds for roof repair/replacement.

Describe the methodology you use to calculate the amount of funds you require.

Replace dugout benches.

Please provide a detailed breakdown of how the funds requested from Southampton County will be used.

See above.

**Southampton County, Virginia
Youth Activity Funding Application, continued**

If you received Southampton County funding in the past year, how were those funds used?

We purchased a batting cage for little league & we have also ordered new exterior doors for the restrooms.

If your request for FY2011 is larger than your previous request, please explain the reason for the requested increase.

n/a

What other matching funds are you requesting (e.g. other localities, private donations, state funds, etc.)?

We will request funds from the Camp Foundations in late summer.

What are the organization's three- to five-year goals and the structure you have in place to achieve them?

We continue to maintain a clean, family atmosphere for the community.

A great facility for the kids and their families.

Our dedicated group of volunteers have continued and will continue to make sure our facility is one of the best.

What will be the impact on your organization and on Southampton County youth if funding is denied or is less than requested?

We appreciate any help and consideration.

**Southampton County, Virginia
Youth Activity Funding Application**

Checklist

Please be sure to include one copy of the following in your application packet:

- Completed application form
- 501(c)3 or other designation as a not-for-profit organization as defined by Internal Revenue Code
- By-laws
- Current Board of Directors
- Current Operating Budget
- If your annual budget exceeds \$10,000, include a copy of audited financial statements for the most recent year available. The audit report must include an opinion on the effectiveness of your organization's system of internal controls and on compliance with your organization's by-laws and with applicable laws, rules, and regulations.

Barbara C. Tatum

From: epostcard@urban.org
Sent: Thursday, April 28, 2011 2:03 PM
To: Barbara C. Tatum
Subject: Form 990-N E-filing Receipt - IRS Status: Accepted

Organization: SEDLEY RECREATIONAL ASSOCIATION
EIN: 54-1205415
Submission Type: Form 990-N
Year: 2010
Submission ID: 7800582011118cm83669
e-File Postmark: 4/28/2011 1:57:23 PM
Accepted Date: 4/28/2011

The IRS has accepted the e-Postcard described above. Please save this receipt for your records.

Thank you for filing.

e-Postcard technical support
Phone: 866-255-0654 (toll free)
email: ePostcard@urban.org

SEDLEY RECREATIONAL ASSOCIATION
% Anita Felts
PO Box 29
Sedley, VA 23878

Form **990-N**
 Department of the Treasury
 Internal Revenue Service

Electronic Notice (e-Postcard)
 for Tax-Exempt Organizations not Required To File Form 990 or
 990-EZ

OMB No. 1545-
2085

2010

Open to Public
Inspection

A For the 2010 calendar year, or tax year beginning 1/1/2010, and ending 12/31/2010.

B Check if applicable

Terminated, Out of
Business

Gross receipts are normally
\$50,000 or less

C Name of organization: SEDLEY RECREATIONAL ASSOCIATION
 d/b/a: Sedley Recreation Association Inc

% Anita Felts
PO Box 29
Sedley, VA, US, 23878

D Employer
Identification
Number
54-1205415

E Website:

F Name of Principal Officer: Anita Felts

PO Box 29
Sedley, VA, US, 23878

Privacy Act and Paperwork Reduction Act Notice. We ask for the information on this form to carry out the Internal Revenue laws of the United States. You are required to give us the information. We need it to ensure that you are complying with these laws.

The organization is not required to provide the information requested on a form that is subject to the Paperwork Reduction Act unless the form displays a valid OMB control number. Books or records relating to a form or its instructions must be retained as long as their contents may become material in the administration of any Internal Revenue law. The rules governing the confidentiality of the Form 990-N is covered in Code section 6104.

The time needed to complete and file this form and related schedules will vary depending on individual circumstances. The estimated average times is 15 minutes.

Note: This image is provided for your records only. Do NOT mail this page to the IRS. The IRS will not accept this filing via paper. You must file your Form 990-N (e-Postcard) electronically.

Important Notice

Notification of Liability For Taxes Under the Federal Insurance Contributions Act (FICA)

As a result of Public Law 98-21 (Social Security Amendments of 1983), all nonprofit organizations described in section 501(c)(3) of the Internal Revenue Code will be required to pay Federal Insurance Contributions Act (FICA, or social security) taxes with respect to services of their employees performed after December 31, 1983. Payment of FICA taxes applies to the services of all employees who receive remuneration of \$100 or more from the organization during the calendar year. The form to report FICA taxes and withheld income taxes is Form 941, Employer's Quarterly Federal Tax Return. Thus, you should begin filing Form 941 (DO NOT FILE Form 941-E) beginning with the tax return due April 30, 1984, for wages paid during the first quarter of 1984. Those wages paid during the first quarter of 1984 that are for services performed prior to January 1, 1984, are not subject to FICA taxes. For additional information about withholding income tax and FICA taxes and making required deposits, see Publication 15, (Circular E) Employer's Tax Guide.

The payment of FICA taxes is required even though the organization previously terminated its coverage under Form SS-15, Certificate Electing Social Security Coverage under the Federal Insurance Contributions Act.

The requirement to pay FICA taxes does not apply to services that are otherwise excepted from the definition of employment under FICA. For instance, the performance of services by a minister in the exercise of his or her ministry is still excepted from employment under FICA and thus is not subject to FICA taxes. For a description of what services of a minister are considered in the exercise of his or her ministry, see Publication 517, Social Security for Members of the Clergy and Religious Workers. Ministers are instead subject to Self-Employment Contributions Act (SECA) tax with respect to their ministerial earnings (unless they have received an approved Form 4361, Application for Exemption from Self-Employment Tax for Use by Ministers, Members of Religious Orders and Christian Science Practitioners).

Nonprofit organizations described under section 501(c)(3) will continue to be exempt from the payment of Federal Unemployment Tax Act (FUTA) taxes for services performed by their employees. If you have any questions, please contact any Internal Revenue Service Office.



Department of the Treasury
Internal Revenue Service
Notice 876 (9-83)

Internal Revenue Service
District Director

Department of the Treasury

Date: February 06, 1984

Employer Identification Number:

54-1205415

Accounting Period Ending:

May 31

Foundation Status Classification:

509(a)(2)

Advance Ruling Period Ends:

May 31, 1987

Person to Contact:

Taxpayer Service Division

Contact Telephone Number:

1-800-424-1040

▷ Sedley Recreation Association
Route 1, Box 240
Sedley, Virginia 23878

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably be expected to be a publicly supported organization described in section 509(a)(2)

Accordingly, you will be treated as a publicly supported organization, and not as a private foundation, during an advance ruling period. This advance ruling period begins on the date of your inception and ends on the date shown above.

Within 90 days after the end of your advance ruling period, you must submit to us information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, you will be classified as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, you will be classified as a private foundation for future periods. Also, if you are classified as a private foundation, you will be treated as a private foundation from the date of your inception for purposes of sections 507(d) and 4940.

Grantors and donors may rely on the determination that you are not a private foundation until 90 days after the end of your advance ruling period. If you submit the required information within the 90 days, grantors and donors may continue to rely on the advance determination until the Service makes a final determination of your foundation status. However, if notice that you will no longer be treated as a section * see above organization is published in the Internal Revenue Bulletin, grantors and donors may not rely on this determination after the date of such publication. Also, a grantor or donor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act that resulted in your loss of section * see above status, or acquired knowledge that the Internal Revenue Service had given notice that you would be removed from classification as a section * see above organization.

For tax years ending before December 31, 1982, you must file Form 990, Return of Organization Exempt from Income tax, only if your gross receipts each year are normally more than \$10,000. For tax years ending on and after December 31, 1982, you are required to file Form 990 only if your gross receipts are normally more than \$25,000. For guidance in determining whether your gross receipts are "normally" more than \$25,000, see the instructions for the 1982 Form 990. If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. The law imposes a penalty of \$10.00 a day, up to a maximum of \$5,000, when a return is filed late, unless there is reasonable cause for delay.

Beginning January 1, 1984, unless specifically excepted, you must pay taxes under the Federal Insurance Contributions Act (Social Security taxes) for each employee who is paid \$100 or more in a calendar year.

SEDLEY RECREATION ASSOCIATION

BYLAWS

ARTICLE I

NON-PROFIT CHARITABLE CORPORATION

1.1 Purpose

The Corporation is organized exclusively for charitable purposes including but not limited to conducting its own education programs and activities providing organized recreation for the people of the community, in order to promote and improve the health of its children and adults and to reduce obesity. Subject to the limitations set forth below, the Corporation may conduct any and all lawful affairs, not required to be stated specifically in these Articles, for which corporations may be incorporated under the Virginia Nonstock Corporation Act.

1.2 ACTIVITIES AND POWERS: (a) The Corporation shall not be operated for profit. It may engage only in activities that may be carried on by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax law (the "Code") and by a corporation to which contributions are deductible under Sections 170(c), 2055 and 2522 of the Code. To the extent consistent with Section 501(c)(3) of the Code, the Corporation may exercise any and all powers conferred upon nonstock corporations by Sections 13.1-826 and 827 of the Virginia Nonstock Corporation Act.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

(d) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II PURPOSE AND POLICY

2.1 Purpose

The general purpose of the Corporation is to maintain, improve and coordinate activities and events and establish and enforce rules at the Sedley Recreation Association area and Rogers Memorial Park.

2.2 Policy

In order to encourage the broadest possible community involvement, no more than one member of a family may serve on the Board of Directors in any year. Family members are defined as: spouse, parents, siblings or children.

The Corporation will not practice or condone any form of discrimination on the property. All citizens suggestions or concerns are welcome.

ARTICLE III MEMBERS

3.1 Membership

The Corporation shall have no members.

ARTICLE IV DIRECTORS

4.1 General Powers

The business of the Corporation shall be managed by the Board of Directors.

4.2 Number

The number of directors of the Corporation shall be nine.

4.3

4.4 Election and Terms

At its annual meeting the Board of Directors shall elect nine directors to serve on the Board of Directors of the Corporation for a term of one year or until their successors are duly appointed.

4.5 Compensation

The directors shall serve without compensation. Reimbursement of individual directors for authorized expenses may be authorized and granted by the Board of Directors.

4.6 Duties of Directors

A director shall perform his duties as a director, including his duties as a member of any committee of the Board of Directors upon which he serves, in good faith, in a manner he reasonably believes to be in the best interests of the Corporation.

4.7 Removal and Vacancies

The Board of Directors may remove any director of the Corporation, with or without cause. A vacancy on the Board of Directors, including a vacancy resulting from the removal of a director or an increase in the number of directors shall be filled by the Board of Directors; and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

ARTICLE V MEETINGS OF DIRECTORS

5.1 Place of Meetings

The Board of Directors may hold regular or special meetings at such place, either within or without the Commonwealth of Virginia, as may be provided in the notice of meeting and approved by the Chairman or the Board of Directors. If no such place is designated in the notice of meeting, it shall be held at the principal office of the Corporation at _____.

5.2 Annual Meeting

The Annual Meeting of the Board of Directors shall be held at its principal office located at _____, or at such other place within or without the Commonwealth of Virginia as may be designated in the notice thereof. The time of the Annual Meeting shall be at 7:00pm on the third Tuesday in January.

5.3 Special Meetings

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman or by any three directors. At a special meeting, no business shall be transacted and no corporate action shall be taken other than as stated in the notice of meeting.

5.4 Regular Meetings

The Board of Directors shall hold a regular meeting at its principal office located at _____, or at such other place within or without the Commonwealth of Virginia as may be designated by the Chairman, on the third Tuesday of each month 7:00pm.

5.5 Notice of Meetings

Written notice of the time and place of every meeting of the Board of Directors shall be mailed at least five (5) days previous thereto to each director at his last known address as given to the Secretary of the Corporation (or to such other place as he may have directed in writing).

5.6 Waiver of Notice

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 provided in the next paragraph of this section, the waiver shall be in writing, signed by the director entitled to the notice, and 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 holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

5.7 Quorum

A majority of the members of the Board of directors shall constitute a quorum for the transaction of business, but if less than a quorum shall be in attendance at the time for which a meeting shall have been called, the meeting may be adjourned by a majority of the directors present without notice other than by announcement at the meeting. 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 (i) he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or transacting special business at the meeting; or (ii) he votes against, or abstains from, the action taken.

5.8 Voting

All voting powers of the Corporation shall be vested in the members of the Board of Directors. Each director is entitled to one vote on any matter before the Board.

5.9 Manner of Acting

Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

5.10 Telephonic Meetings

The Board of Directors may permit any or all directors to participate in a regular or special meeting 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. A director participating in a meeting by this means is deemed to be present in person at the meeting.

5.11 Action Without Meeting

Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions so to be taken, shall be signed by all directors before or after the action is to become effective. The directors'

consent shall have the same force and effect as a unanimous vote. Action taken under this section shall be effective when the last director signs the consent unless the consent specifies a different effective date and states the date of execution by each director, in which event it shall be effective according to the terms of the consent.

ARTICLE VI COMMITTEES OF DIRECTORS

6.1 Committees

The Board of Directors may create one or more committees, including an Executive Committee, and may appoint members of the Board of Directors to serve on them. Each committee shall have two or more members who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it shall be approved by a majority of directors in office when the action is taken.

6.2 Executive Committee

The Executive Committee shall be composed of the Chairman, Vice Chairman, Secretary, Treasurer, Operations Area I, Operations Area II and Operations Area III. To the extent specified by the Board of Directors, the Executive Committee may exercise the authority of the Board of Directors, except that it may not (i) fill vacancies on the Board of Directors or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend or repeal these Bylaws; (iv) approve a plan of merger or consolidation; (v) approve the sale, lease or exchange, or the mortgage, pledge or other disposition of all, or substantially all, of the property and assets of the Corporation; or (vi) approve revocation of voluntary dissolution proceedings.

6.3 Committee Meetings and Miscellaneous

The provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees of directors and their members as well.

ARTICLE VII OFFICERS

7.1 Officers

The officers of the Corporation shall be a Chairman, Vice Chairman, Secretary, Treasurer, 2 Co-Managers Operations Area I, 2 Co-Managers Operations Area II and

Manager Operations Area III, and in the discretion of the Board of Directors, other officers and assistant officers as may be deemed necessary or advisable to carry on the business of the Corporation. Any two or more offices may be held by the same person.

7.2 Election and Term

Officers shall be elected by the Board of Directors at its annual Meeting.. All officers shall hold office until their successors have been appointed and have qualified or until their earlier resignation, removal from office or death. Any officer may resign at any time upon written notice to the Board of Directors, and no acceptance of a resignation shall be necessary to make it effective.

7.3 Removal of Officers

The Board of Directors may remove any officer or assistant officer at any time, with or without cause.

7.4 Chairman

The Chairman shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Board of Directors. The Chairman shall have general charge and control of the affairs of the Corporation as well as such powers and duties as may be delegated to him from time to time by the Board of Directors. The Chairman shall have the authority to sign all checks.

7.5 Vice Chairman

The Vice Chairman shall have all the powers and functions of the Chairman in the absence or disability of the Chairman of the Corporation. The Vice Chairman shall perform such other duties as the Board of Directors shall prescribe or as delegated by the Chairman. The Vice Chairman shall be responsible for the maintenance of all utilities, the submission of grant requests and the coordination of fund raising.

7.6 Treasurer

The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit monies in the name of the Corporation in the banks, credit unions or other depositories as shall be selected by the Board of directors; and (c) in general perform all the duties as from time to time may be assigned to him by the Chairman or the Board of Directors. The Treasurer shall prepare, submit and file in the record book monthly and annual financial reports. The Treasurer shall have the authority to sign all checks.

7.7 Secretary

The Secretary shall (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) maintain custody of the Corporation records and the corporate seal, attest the signatures of officers who execute documents of which execution on the behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each director; (e) in general perform all the duties as from time to time may be assigned to him by the Chairman or the Board of Directors. The Secretary shall be responsible recording the minutes of all meetings and distributing the minutes to all directors; for sending THANK YOU notes as needed and for maintaining the Corporation's mailbox.

7.8 Co-Managers Operations Area I

The Co-Managers Operations Area I shall schedule all events on the property; maintain, upkeep and make improvements to the ball field area; and insure that all park rules are posted and enforced.

7.9 Co-Managers Operations Area II

The Co-Managers Operations Area II shall maintain, upkeep and make improvements to basketball, tennis court and playground; insure that all rules are posted and enforced; provide maintenance, upkeep and improvements to Rogers Park.

7.10 Manager Operations Area III

The Manager Operations Area III shall have total responsibility for the operation of the concession stand.

7.11 Removal of Officers

An officer or agent elected or appointed by the Board of Directors may be removed whenever in its judgment the removal of the officer or agent will serve the best interest of the Corporation. Removal shall be without prejudice to any contract rights of the person removed. The appointment of any person as an officer, agent or employee of the Corporation does not create any contract rights. The Board of Directors may fill a vacancy, however occurring in any office.

ARTICLE VIII MISCELLANEOUS PROVISION

8.1 Fiscal Year

The fiscal year of the Corporation shall be from July 1 to June 30.

8.2 Seal

The corporate seal shall have the name of the Corporation, the fact that it is a non-profit corporation, and the word "seal" inscribed on it, and may be a facsimile, engraved, printed or impression seal.

8.3 Accounts and Audits

The books and accounts of the Corporation shall be kept in accordance with generally accepted accounting principles and may be audited annually by a certified public accountant at the discretion of the Board of Directors. Within 90 days after the end of the fiscal year, a copy of the financial report shall be submitted to the Board of Directors.

8.4 Interpretation

For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in other genders.

8.5 Parliamentary Authority

The Rules contained in the current edition of Robert's Rules of Order will govern the Corporation in all cases where applicable and not in conflict with these Bylaws.

8.6 Amendments

These Bylaws may be amended, altered or repealed at any meeting of the Board of Directors by affirmative vote of two-thirds of the members of the Board.

ADOPTED: _____

ARTICLES OF INCORPORATION

SEDLEY RECREATION ASSOCIATION A Virginia Nonstock Corporation

1. **NAME:** The name of the corporation is:

SEDLEY RECREATION ASSOCIATION

2. **PURPOSE:** The Corporation is organized exclusively for charitable purposes including but not limited to conducting its own education programs and activities providing organized recreation for the people of the community, in order to promote and improve the health of its children and adults and to reduce obesity. Subject to the limitations set forth below, the Corporation may conduct any and all lawful affairs, not required to be stated specifically in these Articles, for which corporations may be incorporated under the Virginia Nonstock Corporation Act.

3. **ACTIVITIES AND POWERS:** (a) The Corporation shall not be operated for profit. It may engage only in activities that may be carried on by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax law (the "Code") and by a corporation to which contributions are deductible under Sections 170(c), 2055 and 2522 of the Code. To the extent consistent with Section 501(c)(3) of the Code, the Corporation may exercise any and all powers conferred upon nonstock corporations by Sections 13.1-826 and 827 of the Virginia Nonstock Corporation Act.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

(d) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. MEMBERS: The Corporation shall have no members. All voting power, including without limitation power to vote on amending these Articles of Incorporation, shall be vested in the Board of Directors.

5. DIRECTORS: Directors shall be appointed by the Board of Directors at its annual meeting in accordance with the By-laws of the Corporation. The initial Directors shall be:

Anita Felts
17527 Johnsons Mill Road
Sedley, VA 23878

Lee Joyner
19140 Drake Road
Franklin, VA 23851

Robin Bulls
17481 First Street
Sedley, VA 23878

Barbara Tatum
18126 Johnsons Mill Road
Sedley, VA 23878

Michael Holt
P. O. Box 152
30389 Maple Avenue
Sedley, VA 23878

Robert Dunlow, Jr.
30207 Vicksville Road
Sedley, VA 23878

Kenny Bradshaw
32365 Vicksville Road
Franklin, VA 23851

Chris Collins
30403 Maple Avenue
Sedley, VA 23878

Harold Barlett
15473 Corinth Road
Ivor, VA 23866

6. REGISTERED OFFICE AND AGENT: The registered office of the Corporation shall be 506 North Main Street, Franklin, VA 23851, in the City of Franklin. The registered agent shall be G. Elliott Cobb, Jr., who is a resident of Virginia and a member of the Virginia State Bar and whose business address is the same as the address of the registered office.

7. DISSOLUTION: Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

8. INDEMNIFICATION: To the full extent allowed by the Virginia Nonstock Corporation Act in force on the date of these Articles, the Corporation shall indemnify against liability and advance reasonable expenses to, any individual who was, is, or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, because the individual is or was a Director, or while a Director, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. The corporation may (but shall not be required to) indemnify, and advance reasonable expenses to, an officer, employee, or agent of the Corporation who is not a Director to the same extent as if that person were a Director.

Dated: September 18, 2008



G. Elliott Cobb, Jr., Incorporator

SEDLEY RECREATION ASSOCIATION
2010

RECEIPTS

Concession Stand	6653.54
Donations	6325.00
Book Sales	50.00

DISBURSEMENTS

Dominion Power	2,608.08
Selective Insurance	3,493.00
Grasshoppers (park maintenance)	2,700.00
Concession Stand (stock)	4,922.11
Atlantic Wood Products (light poles)	1,278.90
Electrical Equipment (bulbs)	358.92
Rickmond General Contracting (infield)	760.00
Winning Edge (tennis net)	175.00
Miscellaneous	124.87

SEDLEY RECREATION ASSOCIATION

CURRENT BOARD OF DIRECTORS

Anita Felts
Stephanie Brantley
Michael Holt
Dale Blythe
Chris Collins

Lee Joyner
Barbara Tatum
Steve Eure
John Stout