

BY-LAWS
VIRGINIA SPORTS HALL OF FAME, INC.

(Revised 01/27/10)

ARTICLE I

GENERAL

Section 1. Name: The name of this non-profit corporation shall be Virginia Sports Hall of Fame, Inc.

Section 2. Office: The principal office of this corporation shall be 206 High Street, Portsmouth, Virginia.

Section 3. Seal: The corporate seal shall consist of the words, “Virginia Sports Hall of Fame and Museum”, with the replica of a coliseum supporting three (3) flags placed above the title. Said seal may be used by causing it, or facsimile thereof, to be impressed or affixed or otherwise reproduced.

ARTICLE II

MISSION STATEMENT

The mission of the Virginia Sports Hall of Fame, Incorporated is to operate a museum which celebrates athletic excellence in the Commonwealth, while serving as a non-profit educational resource centered around health, math, science and character development programs, that inspire visitors through sports history and interactive entertainment.

ARTICLE III

DIRECTORS

Section 1. Powers of Directors: The Board of Directors shall control the business of the Corporation and, subject to any restrictions imposed by law or by Charter or by these by-laws, may exercise all the powers of the Corporation.

Section 2. Annual Meetings: Honors Court Committee and General Membership: A meeting of the Honors Court Committee will be scheduled on the first Sunday of November each year for the sole purpose of selecting nominees for the next year. A meeting of the General Membership may be called at the discretion of the President.

Section 3. Number, Term and Election of Directors:

The number of Directors shall be a minimum of ten (10) and a maximum of thirty five (35) and will be elected by the Board of Directors. Directors may be elected at any regular or special meeting. Directors shall be elected for a term of three (3) years which shall commence upon the approval of the Board of Directors. All Directors shall have one (1) vote each for the slate of new Directors to be elected. The Executive Committee members are automatic members of the Board of Directors, with all voting rights.

Section 4. Directors' Meetings: All meetings of the Board of Directors shall be held in the State of Virginia, and said meetings shall be closed. The Board of Directors will meet three times per year with one meeting in conjunction with the Annual Hall of Fame Induction Banquet. Any other meetings shall be at the discretion of the Hall of Fame Chairman of the Board.

Section 5. Regular Meetings: Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Chairman of the Board.

Section 6. Special Meetings: Special meetings of the Board of Directors may be called by the Chairman of the Board or, in his/her absence, the President, who is a Director, or by any three (3) Directors.

Section 7. Quorum: A majority of the Directors elected to office shall constitute a quorum for transaction of business, but a lesser number may meet and adjourn from time to time until a quorum is present. The Directors may make such rules and regulations for the conduct of the meetings of the Board of Directors present at any meeting. A quorum being present shall determine any question as otherwise provided by the Charter, these by-laws or by- law. In case a quorum is not present, those who are present may propose motions or resolutions which will not become effective until such motions or proposals are mailed to the entire membership of the Board of Directors and an affirmative unanimous vote is received from the majority of the members of the Board of Directors.

Section 8. Notice of Meetings: Notice of any meeting shall be given by the President by mailing or delivering the same in person or electronic transmission at least five (5) days before said meeting is called, except in the case of an emergency.

ARTICLE IV

COMMITTEES

Section 1. The Executive Committee: There shall be an Executive Committee of the Board of Directors, consisting of the Chairman of the Board, the President, Vice President, Chairman of the Foundation, and one (1) to five (5) at-large members serving a three (3) year term. The members of this committee shall serve until their successors shall be named and qualified, unless sooner removed by a majority of the full Board of Directors. In the event of a vacancy in the membership of the Executive Committee, the President shall appoint a replacement to fill the

unexpired term. A majority of said committee shall constitute a quorum for all purposes. The Chairman of the Board of Directors shall serve as Chairman of the Executive Committee. The Executive Committee by resolution shall fix its own rules of procedures, the time and place of its meetings, the person or persons who may call, and the method of call for its meetings. All action of the Executive Committee shall be reported to the full Board of Directors for its information during its next meeting succeeding such action, except as otherwise provided by law, these by-laws, or resolution of the full Board of Directors. The Executive Committee shall have and may exercise the full powers of the Board of Directors during the interval between meetings of the Board of Directors.

Section 2. Other Committees: Standing Committees may be appointed by the President, subject to the approval of the Board of Directors for the ensuing year, to carry out the business and affairs of the Corporation and shall include the Screening Committee, Media Committee and Honors Court Committee. These Committees shall have such duties and the President shall delegate responsibilities as to them. The Honors Court Committee shall have the sole and supreme power and authority for selection of qualified athletes and sports figures to the Hall of Fame based on official nominations and ballots by Virginia Sports Hall of Fame members. Inductees selected shall be final in accordance with the By-laws of the Virginia Sports Hall of Fame, Inc.

The Chairman of the Board shall have the authority to create other Committees from time to time.

Honors Court Committee: The Honors Court Committee shall be elected by the Board of Directors and consist of twenty (20) members, plus the Executive Committee, each of whom shall be a voting member of the Committee. The Honors Court Committee shall be chaired by the President. The Executive Committee members, Athletic Directors and Collegiate Coaches, Media members, Hall of Fame Inductees, and At-Large members shall compose the Honors Court Committee. Honors Court Members must notify the President if unable to be present at Honors Court Meetings. Failure to notify the President if unable to attend shall automatically drop them from the Honors Court Committee. There shall be no Proxy voting on the Honors Court Committee. In the event a vacancy occurs on the Honors Court Committee due to death, resignation, expulsion, or sickness, the President shall appoint a replacement to fill the vacancy for the unexpired term. The power to determine rules and procedures for the election of athletes and sports figures to the Virginia Sports Hall of Fame, Inc. shall be invested solely in the Honors Court Committee, with Board approval.

The Honors Court Committee shall be composed of twenty (20) members, plus the Executive Committee. Members shall be elected to a three (3) year term. A member term shall commence upon the approval of the Board of Directors, and all expiring terms of members shall end on July 1st of each year. Members of the Honors Court Committee must be members in good standing of the Virginia Sports Hall of Fame, Inc.

Hall of Fame Inductees:

The Screening Committee shall review the nominations and forward the names of individuals most deserving of consideration to the Honors Court. The Honors Court may consider additional individuals not on the nomination list.

Any Hall of Fame candidate must have a minimum of four (4) years of residency in the state of Virginia, or must have achieved national or international recognition while attending a state college or university.

To become eligible for induction into the Hall of Fame, a candidate must meet the requirements of one of four categories:

Athlete—must be retired from active play and have participated for a minimum of ten (10) years. In the case of exceptional national or international achievement, the Honors Court may waive the retirement requirement.

Overall Contributions to the Game—non-athlete whose overall contributions to the game have extended a minimum of twenty (20) years.

Veterans—athlete or contributor must be at least fifty-five (55) years of age, and distinguished himself or herself at intercollegiate, international, or professional level.

Media—must have a minimum of ten (10) years of significant contribution to sports in Virginia (an exception may be requested for any individual who has achieved state or national prominence); candidates may be active or retired media members.

The Honors Court shall have the authority to select inductees through the following process:

Athlete—A seventy-five percent (75%) vote is required for selection. In the event this criterion is not obtained, the Honors Court will select four (4) candidates by popular vote.

Overall Contributions to the Game—A seventy-five percent (75%) vote is required for selection. In the event this criterion is not obtained, the Honors Court will select one (1) candidate by popular vote.

Veterans—The President will appoint a seven (7) person Veterans Committee, which will include the Chairman of the Board, President, and Vice-President. A seventy-five percent (75%) vote is required for selection. In the event this criterion is not obtained, the Veterans Committee will select one (1) candidate by popular vote.

Media—A seventy-five percent (75%) vote is required for selection. In the event

this criterion is not obtained, the Honors Court may select one (1) candidate by popular vote.

A nomination shall remain active for a period of five (5) years. In the event that such nomination has not been selected for induction, the nomination will become inactive and must be re-submitted.

A nomination may be carried over on the final ballot for no more than two (2) years, at which time he/she must be re-nominated.

Nominations for election into the Virginia Sports Hall of Fame shall be in the hands of the President by September 1 of any year.

The Annual Hall of Fame Banquet will be held at a place selected by the Board of Directors. Efforts shall be made by the President to officially contact and have the selectees present, with a three (3) year limitation for the honoree to be so inducted. In the case of deceased inductees, an immediate family member is not required to be present to accept on behalf of the deceased inductee. Following the three (3) year period the proposed inductee name must be re-submitted as if he or she were a new proposed candidate for induction into the Virginia Sports Hall of Fame, Inc. Travel expenses are the responsibility of the inductee.

The Screening Committee:

This committee shall consist of the President, and Four (4) active members of the Virginia Sports Hall of Fame, Inc. The Committee shall have the responsibility of screening the Hall of Fame candidates.

ARTICLE V

OFFICERS

Section 1. Executive Officers: The Executive Officers of the Corporation shall consist of the Chairman of the Board of Directors, the President, Vice President, Chairman of the Foundation and one (1) to five (5) at-large members of the Executive Committee.

Section 2. The Chairman of the Board: Subject to the control of the Board of Directors, the Chairman of the Board shall oversee the Corporation and prescribe duties of the other officers and employees insofar as they are not specifically provided for by the By-laws or by resolution of the Board of Directors. The Chairman of the Board shall be a member of the Executive Committee and of the Board of Directors and shall preside at meetings of the Board of Directors.

Section 3. President: The President shall be the chief Executive of the Corporation and shall be subject to the directions of the Board of Directors and the Chairman of the Board. He/She shall be compensated for his/her services in accordance to his/her employment contract with the Virginia Sports Hall of Fame. He/She shall be responsible for the maintenance of the proper financial books and records of the corporation. He/She shall have custody of the Official Seal of the Corporation and perform other duties as prescribed by the Board of Directors. The President shall issue notices of all meetings, shall by direction and authorization by the Board of Directors have custody of all funds and securities of the Corporation and deposit the same in the name of the Corporation in such bank or banks as the directors may elect. He/She shall, as directed and authorized by directors, sign checks, drafts, notes and orders for the payment of money and shall pay out and dispose of same. He/She shall at all reasonable times exhibit his/her books and accounts to any director of the Corporation upon application at the office of the President during business hours.

Section 4. Vice President: The Vice President shall have duties as may be prescribed by the Board of Directors and shall have all the powers and perform all the duties of the President in his/her absence or disability.

Section 5. Chairman of the Foundation: The Chairman of the Foundation shall be appointed pursuant to the Virginia Sports Hall of Fame Foundation, Inc.

Section 6. At-Large Members: At discretion of Chairman of Board.

ARTICLE VI

MEMBERSHIP

Section 1. Qualifications: Any individual, institution or business concern may become a member of the Virginia Sports Hall of Fame, Inc. by payment of dues and compliance with the rules and By-laws prescribed by the Board of Directors.

Section 2. Privileges of Membership: (a) All members will be placed on the Virginia Sports Hall of Fame mailing list to receive regular communications pertaining to objectives, progress and activities of the Virginia Sports Hall of Fame, Inc. (b) Only members are eligible to hold office or serve on committees of the Virginia Sports Hall of Fame, Inc. (c) Members will be privileged to submit nominations for persons to be included into the Virginia Sports Hall of Fame, Inc. (d) Members will have first option on tickets to the Annual Hall of Fame Induction Banquet.

ARTICLE VII

CITATIONS

Section 1. Special Awards: The Virginia Sports Hall of Fame, Inc. may recommend special annual awards to individuals, teams, associations, clubs, schools or commercial institutions at such time and place as is deemed most fitting by the President.

Section 2. Basis of Award: These awards shall be made in recognition of outstanding achievement in sports or service to sports in Virginia and may be based on either achievements or service during the current year or for an accumulative record of achievement or service over a longer period of time.

ARTICLE VIII

DEPOSITORIES

Section 1. Depositories: All funds of the Corporation shall be deposited in its name in such depository or depositories as the Board of Directors may designate and shall be drawn out on checks or drafts by such officer, officers, agent or agents as the Board of Directors may from time to time authorize.

ARTICLE IX

AMENDMENT

Section 1. These By-laws may be altered, amended or repealed at any meeting of the Board of Directors of the Virginia Sports Hall of Fame, Inc. by the affirmative vote of the majority of those Directors present, assuming that a quorum is present.