DELMONT AREA ATHLETIC ASSOCIATION

STATEMENT OF PURPOSE

BYLAWS

OCTOBER 1996

AMENDED NOVEMBER 2007

DELMONT AREA ATHLETIC ASSOCIATION

STATEMENT OF PURPOSE

It shall be the policy of the Delmont Area Athletic Association (DAAA) to provide an environment conducive to maximizing the opportunity for the participants to realize their individual potential as athletes while recognizing the essential nature of teamwork, cooperation and mutual support to achieve team goals in a competitive atmosphere. Commensurate emphasis shall be directed by coaches and administrators toward instilling the value of hard work, good sportsmanship, fair play and respect for teammates, opposing players, coaches, umpires and the rules of the game.

BYLAWS OF THE DELMONT AREA ASSOCIATION

ARTICLE I
Membership, Meeting and Voting

SECTION 1 Membership. Shall consist of the parents of each registered participant of the Delmont Area Athletic Association (DAAA) activity and any adult volunteer sporting DAAA's administrative and/or operating functions.

SECTION 2 Annual Meeting of Members. The annual meeting of the DAAA membership shall be held in July or August (DAAA annual Picnic/Banquet) and March or April (DAAA annual Parent Meeting) of each year at such place and on such date and time as may be determined by the DAAA Board of Directors. Written notice thereof shall be given to all DAAA membership not less than thirty (30) days, not more than sixty (60) days prior to the date of the meeting.

SECTION 3 Special Meetings. Special meetings of the DAAA membership may be called by the Board of Directors provided however, all DAAA members shall be given written notice of such proposed meeting as set forth in Section 2 of this ARTICLE.

SECTION 4 Record Date. Members of the DAAA entitled to notice of any meeting of the DAAA membership shall be those members of record the day prior to the written notice is given in accordance with SECTION 2 of this ARTICLE. This date shall be the record date for all purposed of these BYLAWS.

SECTION 5 Quorum. At either the DAAA annual membership meeting or any special meeting of the DAAA membership, a Quorum shall consist of those members in attendance, when written notice is appropriately provided consistent with Section 2 of the ARTICLE.

SECTION 6. Voting. The membership of the DAAA shall vote and elect a new Board of Directors for the upcoming Term of Office during a set voting period. The voting period shall be prescribed by the current Board of Directors at a time near the end of the regular playing season (June or July)

ARTICLE II
DAAA Directors

SECTION 1 Qualifications. To be eligible for the election as a DAAA Director, a candidate must be a current member of the DAAA.

SECTION 2 Nominations. A candidate must sign his/her name to the candidate board prior to the set voting period.

SECTION 3 Elections. Voting shall consist of each DAAA member family casting a single closed ballot during a set voting period prescribed by the Board of Director near the end of the regular playing season (June or July).

SECTION 4 Term of Office. The term of office for the new elected DAAA Director shall commence at the close of the annual membership meeting held July or August (Picnic/Banquet) and shall expire upon the close of business at the subsequent year's annual membership meeting held July or August (Picnic/Banquet).

SECTION 5 Vacancies. Up to Thirteen (13) Directors shall be elected each Term of Office. The current Secretary shall record the number of votes cast for all candidates. The thirteen candidates receiving the most votes shall constitute the newly elected DAAA Board of Directors. The Secretary shall retain a record of all other candidates receiving votes in descending order. Shall a vacancy occur in the Board prior to the next election, the Present of the DAAA Board of Directors shall contact each member of the candidate list in descending order until a member communicates his/her willingness to fill the vacancy and serve as a Director until the next election. Shall all alternates refuse to fill the vacancy and serve on the Board, the Board shall function with the vacancy until the next election.

ARTICLE III
Board of Directors

SECTION 1 Authority and Responsibility. The governing body of the DAAA shall be the Board of Directors, which shall have general charge, management, and control of the affairs, funds, and properties of the DAAA and, subject to the provisions of these BYLAWS, shall have the authority to take such action in matters of policy and procedure which their judgment shall best promote the interest and welfare of the DAAA and its members, including, without limitation, authority to promulgate, amend or rescind in whole or in part any policy as the Board of Directors in the exercise of its judgment may deem necessary or appropriate.

SECTION 2 Membership. The Board of Directors shall consist of up to thirteen Directors elected by the DAAA membership, consistent with the provisions of ARTICLE II, SECTION 3 of the BYLAWS. During the first Board of Directors meeting, a Present, Vice President – Baseball, Vice President – Softball, Secretary, and Treasurer shall be elected by majority vote, The majority vote shall be governed by the current number of Directors. Seven (7) votes for a twelve or thirteen member Board of Directors are required to elect officers or to pass any board motion. Six (6) votes for a ten or eleven member Board of Directors are required to elect officers or to pass any board motion.

SECTION 3 Meetings. The newly elected Board of Directors shall meet in September or October following the annual membership meeting. Additional meetings shall be scheduled by the President as required for the effective conduct of DAAA business. All Directors shall be notified of the date, time, place of additional meetings at least two (2) days prior to the proposed meetings.

SECTION 4 Quorum. At all meetings of the Board of Directors, a quorum necessary for the transaction of business shall be two-thirds of all members. Except as otherwise provided by these BYLAWS, the vote of seven (7) Directors in favor of a motion shall be necessary for the motion's passage for the twelve (12) or thirteen (13) member Board of Directors. Six (6) votes for a ten (10) or eleven (11) member Board of Directors are required to pass any board motion.

SECTION 5 Voting. Voting rights of a Director shall not under any circumstances be delegated to another nor exercised by proxy. Members of the Board of Directors, as fiduciaries, shall vote upon matter before the Board which in their judgment shall best promote the interest and welfare of the DAAA and its members.

SECTION 6 Term of Board of Directors. Each Director shall have an annual term which shall commence immediately subsequent to the annual membership meeting in July or August (Picnic/Banquet) as directed by SECTION 2 of this ARTICLE and shall close at the conclusion of the next annual membership meeting held in July or August (Picnic/Banquet).

SECTION 7 Removal of Directors. DAAA Directors may be removed for cause by a two-thirds vote of the remaining Board of Directors.

ARTICLE IV
Officers

SECTION 1 Officers. The officers of the DAAA Board of Directors shall be the Present, Vice President – Baseball, Vice President – Softball, Secretary, and Treasurer. The officers of the DAAA Board of Directors shall be elected in accordance with ACTICLE III, SECTION 2.

SECTION 2 Nominations. Candidates for the Present, Vice President – Baseball, Vice President – Softball, Secretary, and Treasurer shall be nominated by a member of the Board of Directors and seconded by a second member of the Board of Directors before a vote can be taken by the Board.

SECTION 3 Election of Officers. Nominees for the office shall be elected by the board with a vote of seven (7) or more Directors in favor for a twelve (12) or thirteen (13) member Board of Directors. Six (6) votes for a ten (10) or eleven (11) member Board of Directors are required to elect officers.

SECTION 4 Duties of the President. The President shall be the Chief Executive Officers and Chairperson of the Board of Directors and shall exercise general supervision over the executive affairs of the DAAA. He or she preside at all meetings of the DAAA membership and of the Board of Directors and shall be a member, ex officio, of all committees. The President shall have, in addition to the duties made incumbent upon the office or by any other provision of these BYLAWS, such other duties which may be required by DAAA policy.

SECTION 5 Duties of the Vice President – Baseball. The Vice President – Baseball shall function as the President in the absence of the President or, should the office of the President become vacant during the term of office, the Vice President – Baseball ascend to the President for the remainder of the current term. The Vice President – Baseball shall be a member ex office, of all baseball related committees. The Vice President – Baseball shall have, in additional to the duties made incumbent upon the office or by any other provision of these BYLAWS, such other duties which may be required by DAAA policy.

SECTION 6 Duties of the Vice President – Softball. The Vice President – Softball shall function as the President in the absence of the President and Vice President – Baseball or, should the office of the President become vacant during the term of office, the Vice President – Softball ascend to the President for the remainder of the current term. The Vice President – Softball shall be a member ex office, of all softball related committees. The Vice President – Softball shall have, in additional to the duties made incumbent upon the office or by any other provision of these BYLAWS, such other duties which may be required by DAAA policy.

SECTION 7 Duties of the Secretary. The Secretary shall be responsible for recording the minutes of all DAAA Board of Director meetings and of all DAAA Membership meetings. Further, the Secretary shall maintain the historical records of all such meetings. Further, the secretary shall maintain the historical records of all such meetings. In addition, the Secretary shall assume all other duties made incumbent upon the office by any other provision of these BYLAWS and by DAAA policy.

SECTION 8 Duties of the Treasurer. The Treasurer shall be responsible for the prudent management of all DAAA funds. Further he/she shall countersign all draft upon the DAAA Treasury together with the President or Vice President. In addition, The Treasurer shall assume all other duties made incumbent upon the office by any other provision of these BYLAWS and by DAAA policy.

SECTION 9 Term of Office. The term of office for all officers shall run concurrent with their term as a Director of the DAAA.

ARTICLE V
Committees

SECTION 1 Standing Committees. The following standing committees shall be established with the DAAA:

- Shields Farm
- Concessions
- Registration
- Field Scheduling
- Baseball Programs
- Softball Programs
- Umpires
- Sponsor Solicitation
- Team Equipment
- Uniforms
- Field Equipment
- Fund Raising
- Team Pictures
- Opening Day Activities
- Liaison to Westmoreland County Baseball Association
- Liaison to FRAA
- Liaison to Delmont
- Publicity/Pictures/Website/Newsletter
- Scholarship
- Tournament Programs
- Fall Ball Programs
- Picnic/Banquet

SECTION 2 Ad Hoc Committees. The Board of Directors may at their discretion create Ad Hoc Committees to address issues that are not addressed by Standing Committees.

ARTICLE VI
Finances

SECTION 1 Fiscal Year. The fiscal year of the DAAA shall begin October 1 of each year and terminate on September 30 of the following year.

SECTION 2 Expenditure. Expenditures of the DAAA funds shall be made only pursuant to the annual budget which shall be approved and authorized by the Board of Directors. Emergency expenditures not included in the annual budget may be made subsequent to the approval of the Board of Directors.

SECTION 3 Emergency Fund. The DAAA shall maintain an emergency fund equivalent to twenty-five percent (25%) of gross expenditure from the previous fiscal year that were required for operations. The Emergency Fund and all other funds not required for operation shall be invested in an interest bearing account or other financial instruments at a financial institution that maintains federal insurances for all depositors.

ARTICLE VI
Amendments

SECTION 1 Procedures. These BYLAWS may be amended only by a written motion by a Director to amend the BYLAWS submitted to the Board at a scheduled Board meeting and then voted on and approved by at least two-thirds of the Board of Directors over the course of two subsequent scheduled Board of Directors meetings.

ARTICLE VI
Other Clauses

SECTION 1. Notwithstanding any other provisions of these ARTICLES, DAAA is organized exclusively for one or more of the purposes as specified in section 501 (c) (4) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under IRS 501 (c) (4) or corresponding provisions of any subsequent tax laws.

SECTION 2. No part of the net earnings of the DAAA shall inure to the benefit of any member director or officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member director or officer of the organization, or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

SECTION 3. No substantial part of the activities of the DAAA shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in IRC 501 (h)) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

SECTION 4. In the event of dissolution, all of the remaining assets and property of the DAAA shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under 501 (c) (4) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or state government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Pennsylvania.

DELMONT AREA ATHLETIC ASSOCIATION

CERTIFICATE OF SECRETARY

The undersigned, Secretary of the Delmont Area Athletic Association (DAAA) hereby certifies that the following is a true and correct copy of the resolutions adopted by the Board of Directors as of November 27, 2007, and that said resolutions have not been altered, amended, or rescinded. The amended Bylaws are effective for the current seeded Board of Directors for the DAAA.

RESOLVED, that the Board of Directors of the DAAA organized exclusively for one or more of the purposes as specified in section 501 (c) (4) of the Internal Revenue Code of 1986, hereby adopts as its organizing documents the Statement of Purpose of the Delmont Area Athletic Association and the Bylaws of the Delmont Area Athletic Association as set forth in Articles I through VIII.

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John Wright
Secretary

Date