

# **BYLAWS OF THE BATH ALLEN YOUTH CLUB**

## **ARTICLE ONE – INTRODUCTORY**

### **Definition of Bylaws**

#### **1.01 Name of Organization**

The club was started in December 1969 as the Bath Youth Club. The club expanded in 1977, and was named the Bath-East Allen Youth Club. In October 1980, the Bath-East Allen Youth Club name was adopted when the Club was incorporated in Pennsylvania as a non-profit organization. The Club will use the incorporated name of Bath-East Allen Youth Club for all official purposes including Tax ID, postal address, etc. The Club will use the name Bath Allen Youth Club for all public purposes including the website, flyers, and team jerseys. (Amended 9/5/2019)

**Purposes and Powers** – The primary purposes of this corporation are:

1.02 Promote the participation of the youth of the area in organized and social events. The primary emphasis is on children living in the Borough of Bath or surrounding Townships. However, children not meeting these requirements will not be excluded.

1.03 To conduct certain fund raising programs to finance the activities of the club. Additional fund raisers may be approved by board majority if deemed necessary by the individual sports coordinator. Additional funds raised will be added to the club's treasury.

1.04 To develop between parents, children and the general public such united efforts that will secure for every child a chance to establish and improve his or her physical and social education in sports.

1.05 To have and exercise all the rights and powers conferred on nonprofit corporation under the Pennsylvania Nonprofit Corporation Law of 1972; as such law is now in effect or may at any time hereafter be amended.

1.06 Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

## **ARTICLE TWO – OFFICERS AND AGENCY**

### **Principal and Branch Offices**

2.01 The principal place of business of this Corporation in Pennsylvania will be located at P.O. Box #2, Bath, Pennsylvania 18014. In addition, the Corporation may maintain other offices either within or without the Commonwealth of Pennsylvania, as its business requires.

## **Location of Registered Office**

2.02 The location of the registered office of this corporation is stated in the Articles of Incorporation. Such office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of the corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Department of State.

## **ARTICLE THREE – MEMBERSHIP**

**3.01 Qualification of Members** - The qualifications and rights of the Members of the membership class of this Corporation as follows:

A. Membership is open to persons, male or female, interested in promoting the participation of the youth of our area in sporting and social events.

B. Membership shall be made available without regard to race, color, religion, or national origin and to any individual who subscribes to the objects and basic policies of the club.

### **3.02 Expulsion**

The General Membership shall have the power to expel from membership any member for a grave violation of the rules of the club or conduct prejudicial to the interest of the club by a two-thirds vote of those present **AT A MEETING FOLLOWING A RESOLUTION TO EXPEL ANY MEMBER.**

3.02.1 A Resolution to Expel any Member will contain, at a minimum, the following:

A. The specific action(s) or conduct that has prompted the resolution.

B. The date, time, and circumstances of alleged action(s) / conduct.

C. Witnesses, if any, other than the person bringing the resolution.

1. Before any vote of expulsion is taken, a **Resolution to Expel** must be submitted to the Secretary, the Chairman of the Board, the President, or another active Officer or Board Member.

2. The Secretary must notify the member who is being considered for expulsion. The member will be entitled to know:

a. The action(s) / conduct for which expulsion is being considered.

b. The date and time of the meeting in which the expulsion vote will be taken.

c. He / She has a right to present a defense at the scheduled meeting before a vote is taken.

### 3.03 Dues and Fees

#### 3.03.1 Membership Dues

Each member shall pay an annual fee to be determined by the Board of Directors. The fee shall be paid at the time of a sport registration and be included with the regular registration fee for each sport, per each session. One registration fee will constitute payment for all adult members of a family. Any person who has not registered a child for a sport can be a member upon payment of the regular annual fee, as determined above, or the donation of their time as a head coach, committee member, or other volunteer services if approved by the Board of Directors. Payment of applicable registration fee or donation of determined volunteer service will constitute an active member. An active member will be considered as such for one year from the date of payment or service. Any member who has a delinquent financial obligation to the organization will have their active status suspended until payment is made.

#### 3.03.2 Fees

The Board of Directors or the Officers of the Corporation shall have the ability to develop or alter written operating procedures or policies to assess fees upon members that can affect membership standing. Examples of such fees could be an insufficient fund fee for returned checks or an equipment / uniform fee for unreturned club property.

3.03.3 Nothing herein shall prevent the Board of Directors from instituting additional fees or dues as they are determined to be necessary.

3.03.4 Individual sport fees are to be determined by the league commissioner. The annual membership fee will be added to and collected with the determined sport fee at each sport's registration.

3.03.5 The Board of Directors may establish policy to wave dues and/or fees in the case of hardship or members who serve in specified volunteer positions.

### 3.04 Membership Meetings

3.04.1 Membership meetings shall be held on the third Wednesday of each month; April through November at 8:00PM, and December through March at 7:00 PM. Dates and time will be announced on the Club website. **(Amended 02/15/2023)** The frequency, time, and date may be changed at the meeting prior to the one to be changed. Members should be notified through the club website and other expedient methods. Permanent changes to meeting times, dates or days can be made by majority vote at a regularly scheduled membership meeting. Members should be notified of such changes through the newsletter, the club website and other expedient methods. **(Amended 9/5/2019)**

- A. Membership meetings are held to conduct the regular business of the club.
- B. The President shall call a membership meeting to order and preside over it. In the absence of the president, the succession for presiding over a membership meeting will be as follows:
  - a. Vice-President
  - b. Treasurer
  - c. Secretary
- C. Membership meetings are open to all members and their invited guests.
- D. Any active member at a membership meeting may:
  - a. Address the Board or Officers
  - b. Request a motion be made. **(Amended 02/15/2023)**
- E. Any board member in good standing at a membership meeting may:
  - (Amended 02/15/2023)**
  - a. Address the Board or Officers
  - b. Make a motion
  - c. Second a motion
  - d. Vote on a motion
- F. Five (5) active board members or officers in good standing will constitute a quorum for the transaction of business at a membership meeting.

#### 3.04.2 Special Meetings

- A. Any ten (10) members in good standing may petition for a special meeting at any time providing the following:
  - a. Request is made in writing to the President at least ten (10) days prior to said meeting.
  - b. Specific reason for said meeting is included in the request.
  - c. Membership is notified of date, time, and purpose of meeting
- B. Five (5) active Board Members or Officers in good standing will constitute a quorum for the transaction of business at a special meeting.

#### 3.04.3 Board Meetings

- A. Board Meetings will be in accordance with Article Four of these bylaws. **(Amended 02/15/2023)**

## **ARTICLE FOUR – BOARD MEMBERS**

4.01 The Board Members is that group of persons vested with the management of the business and affairs of the Corporation.

### **4.02 Structure of the Board**

The Board Members of the Corporation will consist of seven (9) **(Amended 8/11/2021)** members in good standing. Any member of the Board having missed three (3) consecutive scheduled meetings, without prior notice, will potentially relinquish their office, and at the discretion of the board, said office can be filled in accordance with the procedures set forth in these bylaws. **(Amended 02/15/2023)**

4.03 The Board Members and Officers shall be elected at the annual membership meeting to be held on the third Wednesday of June. Nominations will be at the April and May meetings. Nominations must be made 30 days prior to the election. Any member in good standing can make a nomination. Consent must be secured from a member before he / she can be considered a candidate. All nominations must be seconded by a member in good standing. All members in good standing are entitled to cast one vote per household in a Board of Directors election. **(Amended 02/15/2023)**

4.04 At any meeting of the Board, the Board Members shall appoint the chairperson for that meeting.

4.05 The Board Members shall assume their official duties beginning with the July meeting and shall serve for a term of one year and until a successor has been selected and qualified.

### **4.06 Vacancies of the Board**

Any vacancy occurring in the Board Members will be filled by a majority vote of members in good standing at the regular monthly meeting, notice of such election having been given. The new Board Member elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

4.07 A meeting of the Board Members may be called by either:

1. The President
2. One half (1/2) of the Board of Directors

4.08 Notice stating the place, day, and hour of any meeting of the Board Members shall be delivered to each Board Member not less than five (5) days before the date of the meeting, either personally, by telephone, or by email.

4.09 Attendance of a Board Member at any meeting of the Board will constitute a waiver of notice of such meeting except where such Board Member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

4.10 A majority of the Board Members will constitute a quorum. The act of a majority of the Board Members present at a meeting at which a quorum is present will be the act of the Board Members unless a greater number is required under the provisions of the Nonprofit Corporation Law of 1972, the Articles of Incorporation of the Corporation, or any of these bylaws.

#### **4.11 Conducting of Emergency Business through Email (Amended 9/5/2019)**

In pressing situations where an expedited decision by the Board Members is necessary, and it is not feasible or prudent to call a meeting of Board Members by Sections 4.7-4.8 of these Bylaws, the Board Members may hold a meeting through email providing the following guidelines are met:

##### **4.11.1 Quorum**

The email message must be sent to **all** Board Members.

##### **4.11.2 Call to Order**

The email meeting is called to order by the President by using a “subject” line stating a Call to Order and a “body” beginning with “The email meeting will come to order.” The “body” of the message will state the purpose for the meeting and the motions being made.

##### **4.11.3 Minutes**

All subsequent email messages must be sent to **all** Board Members and will be considered as discussion pertaining to the motions at hand. The full transcript comprised of all the subsequent email messages of the meeting shall be maintained by the Secretary. The Minutes of Email Meetings and voting results must be presented and approved at the next scheduled Regular Membership Meeting.

##### **4.11.4 Voting**

A vote can be conducted over email by sending a ballot to each Board Member stating exactly the motion to vote on and containing a clearly designated place for the member to mark a vote. A simple majority vote will result in a passed motion. Members must cast a vote within 24 hours. A member who fails to cast a vote within 24 hours will be considered to have abstained from voting. A motion rejected through an email vote can be reintroduced to the floor during a Board Meeting called and conducted as per Sections 3.04, or 4.07 – 4.08 of these Bylaws.

##### **4.11.5 Objections**

Any Board Member who objects to the calling of an email meeting or vote may make a Point of Order at any point in the email. The email meeting shall be adjourned, minutes shall be maintained, and the motion can be

reintroduced to the floor during a Board Meeting called and conducted as per Sections 3.04, or 4.07 – 4.08 of these Bylaws.

## **ARTICLE FIVE – OFFICERS / BOARD MEMBERS**

5.01 The Officers of the Corporation will consist of a President, Vice President, Treasurer, Secretary, Website Coordinator, Stack Stand Manager, and three at large board members. **(Amended 02/15/2023) (Amended 8/11/2021). The Officers of the Corporation are vested with the operation of the Corporation.**

### **5.02 Selection**

5.02.1 The Officers shall be elected at the June meeting to be held on the third Wednesday of June. Nominations will be at the April and May meetings. Nominations must be made 30 days prior to the election and communicated via email to the organization two-weeks prior to the election. **(Amended 02/15/2023)**

5.02.2 Officers shall assume their official duties beginning with the July meeting and shall serve for a term of one year and until a successor has been selected and qualified.

5.02.3 Each candidate for office shall be nominated from the floor and duly seconded and elected by a plurality of those voting. In the event of a tie, subsequent voting shall be conducted until one candidate remains. Consent must be secured from a member before they can be considered a candidate.

5.03 A person shall be eligible to serve as many terms as he or she is elected to as long as that person meets the qualifications described herein.

### **5.04 Removal from Office**

5.04.1. Any Officer missing three (3) consecutive meetings will *immediately* relinquish their standing as an officer of the Club, and the office will be filled in accordance with procedures set forth in these bylaws. **If the absence was due to an unforeseen extreme circumstance, prior to missing the third meeting said officer needs to give notification through the chain of command (President, Vice-President, Treasurer, and Secretary).**

### **5.05 Vacancies**

5.05.1 A vacancy occurring in any office shall be filled for the unexpired term by a person nominated at a general monthly meeting and a vote taken. Majority of members in attendance and in good standing will constitute acceptance. Notice of vacancy will be announced ***using the most expedient method preceding*** the meeting. In the case a vacancy occurs in the office of President, the Vice President shall assume the office of President until election is held. Vacancies in offices can be filled by Presidential appointments until the election is held.

## 5.06 Responsibilities (Amended 8/11/2021)

### 5.06.1 President –

Shall be the ranking officer and preside at all meetings of the General Membership and Committee Meetings. He / She shall appoint the Chairman of each Committee and Commissioners and separate program coordinators and

shall outline and declare the specific duties and responsibilities of such committees and coordinators. He / She shall serve ex-officio member of all committees with full power to vote. He / She shall sign any releases required by the League for any former player requesting such a release in writing.

### 5.06.2 Vice-President –

Shall preside and assume the duties of the President in his / her

### absence. 5.06.3 Treasurer –

He / She shall have custody of and be responsible for all funds and financial records of the Club. The Treasurer shall keep permanent books of account and records as shall be sufficient to establish the items of gross income, receipts and disbursements of the organization including specifically dues collected, insured premiums and amounts of league portions of dues remitted (See Article 7: Operations). *He / She shall be limited to three consecutive terms.*

### 5.06.4 Secretary –

He / She shall keep and maintain the minutes of all general membership meetings and distribute for approval to Board of Directors and Officers in attendance at the following meeting. He / She shall conduct the general correspondence of the Club. ***He / She will track attendance and report immediately to the president any Officer or Board Member who has missed three consecutive scheduled meetings. He / She will notify any Officer or Board Member when they have missed two consecutive scheduled meetings and are in jeopardy of relinquishing their office.***

### 5.06.05 Registration/Website Coordinator (Amended 8/11/2021)

Responsible for the development and maintenance of the Bath Allen Web page and Facebook page. Implement and/or maintain the Bath Allen registration process to ensure accurate and timely registration. Maintain and update as necessary the on line registration and provide for the efficient distribution of mailings, on-line, school take-home, and other means necessary to ensure general availability to the membership and potential registrants. Manage registration funds and ensure timely coordination with the Treasurer. Maintain a database of all currently registered players as well as past players.

Develop a list of volunteers from the registration forms data and maintain a current list of volunteers at all times. In addition to the Secretary, check and distribute messages from the club email account.

5.06.06 Snack Stand Coordinator **(Amended 8/11/2021)**

Oversee all operations of the snack stand. Create volunteer schedule for regular season. Determine menu and pricing of items. Purchase all food and non perishable items. Ensure areas have proper displays and merchandise. Also responsible for coordinating concessions at tournaments held throughout the year.

Oversee day-to-day operations of the concession stands, which may include:

- Opening procedures for stand operation
- Training volunteers in concession operation
- Close stand at event end
- Perform end of shift cash handling procedures.

**ARTICLE SIX – COMMITTEES / APPOINTMENTS**

6.01 Committees can be established as follows:

6.01.1 Ways and Means / Budget / Finance

6.01.2 Registration / Membership

6.01.3 Newsletter

6.01.4 Banquet

6.01.5 Sports Equipment

6.02 The President will appoint a commissioner for each sport. Commissioners for various sports will appoint Coordinators as needed.

6.03 Coordinators for any other programs (separate program) will be appointed by the President.

6.04 The President shall appoint or designate the chairperson of each committee. Members of each committee shall be chosen by each chairperson thereof.

6.05 All committee chairpersons, commissioners, and separate program coordinators shall present a report at each membership meeting.

## **ARTICLE SEVEN – OPERATIONS**

- 7.01 The fiscal year of this corporation shall begin July 1 and end on the following June 30.
- 7.02 The Treasurer is to audit, prepare and distribute at each membership meeting a written report of the financial standing of the club. The Treasurer may prepare additional financial reports at the request of the Board Members or Club Officers. At a minimum, a yearly summary of all finances and a summary by program will be prepared and distributed to all Club Officers, Board Members and any member who has made a request for same.
- 7.03 The Treasurer shall have the financial records of the Club independently audited once a year
- 7.04 The Treasurer, upon receipt of cash for any purpose, shall issue a receipt to the individual rendering the cash, if a receipt is requested.
- 7.05 The Treasurer shall reconcile the bank accounts monthly and have them reviewed by another officer.
- 7.06 The Treasurer will pay on written documentation only. The documentation can be in the form of an invoice from vendors, signed written request for league, umpire and / or referee fees, and receipts for reimbursement of expenses.
- 7.07 All funds are to be deposited in a bank designated by the officers of the Club and all funds, where possible, are to be disbursed by check. All checks written for an amount over \$250 will require two (2) signatures, and both signatures must be those of Officers.
- 7.08 Any expenditure in excess of \$75.00 must be approved at a regular meeting of the club.
- 7.08.1 Expenditures, not previously approved, of less than \$75.00 for equipment or supplies incidental to any program MAY be approved by at least two OTHER OFFICERS.
- 7.08.2 Recurring monthly or annual bills (examples being insurance payments or Post Office Box rental) may be immediately paid if time is of the essence. However, these payments should be brought to the attention of the Board and be presented at a regularly scheduled meeting and will still require a majority vote.
- 7.08.3 Purchase Orders must be submitted for any item purchased on account and items purchased on account must be from an approved club vendor (list to be maintained by Secretary). Purchase Orders with approved signatures should accompany order at time of placement. Deviation from this policy MAY result in disciplinary action.
- 7.09 All books and records of this Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.
- 7.10 The President should appoint an individual for periodically checking and picking up the mail for the Club at the post office box so designated by the Club.

7.11 The Corporation will not have or issue shares of stock. No dividend will be paid, and not part of the income of this Corporation will be distributed to its members, Directors or Officers. However, the Corporation may approve to pay compensation in a reasonable amount to Members, Officers, or Directors for services rendered.

#### **ARTICLE EIGHT – PARLIAMENTARY PROCEDURE**

8.01 Unless otherwise provided by the Bylaws, the rules laid down by “Robert’s Rules of Order revised” shall prevail at all meetings.

#### **ARTICLE NINE – AMENDMENT**

9.01 These Bylaws can be amended only by a two-thirds vote of those Board Members and Officers present at a General Membership meeting after the following steps have been taken to notify the general membership for open comment through the *most expedient method*.

9.01.1 Notify members a minimum of 10 days prior to the stated monthly meeting that changes to the Bylaws will be discussed during the next two specified monthly meetings.

9.01.2 Notify members a minimum of 10 days prior to the stated monthly meeting that changes discussed at prior meeting will be read, discussed and voted upon.

9.02 A review of the Bylaws should be undertaken a minimum of every three years. Previous revisions of the bylaws should be attached to finalized copy of revisions.

#### **ARTICLE TEN – DISSOLUTION**

10.01 Dissolution of the Corporation shall be by two-thirds of the membership, in good standing, present at a meeting called for that purpose. Upon dissolution of this Corporation, the assets shall be distributed to an organization with similar purposes as this Corporation so long as its purposes are one or more exempt purposes within the meaning of Sec. 501 {c} {3} of the Internal Revenue Service Code of 1954 or corresponding sections of any future federal tax code or, hi the succeeding alternatives, shall be distributed to the Federal Government, or to a state or local government for a public purpose.

#### **AMENDMENT HISTORY**

The above Bylaws were modified and adopted on February 15, 2023.

Prior Amendments:

08/08/2001

02/26/2006

09/25/2015

09/05/2019

08/11/2021

02/25/2023