

## By-Laws

### Baldwin Whitehall Youth Soccer Association, Inc.

#### **Article 1: Name, Definition of Bylaws, and Purpose**

- Section 1 **Name.** The name of this corporation is Baldwin Whitehall Youth Soccer Association, Inc. (hereinafter BWSA or the Corporation). The Corporation may conduct its affairs as BWSA or Baldwin Whitehall Soccer Association, as it deems fit.
- Section 2 **Definition of Bylaws.** These Bylaws constitute the code of rules adopted by the BWSA for the regulation and management of its affairs.
- Section 3 **Purpose.** The purpose of the Corporation is to provide programs that support, develop, and educate players, coaches, and referees in the sport of soccer in the municipalities that comprise the Baldwin Whitehall School District and surrounding communities.
- Section 4 **Powers.** BWSA is organized and, notwithstanding any other provisions of the Certificate of Incorporation, shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder, as the same now exist and may hereafter be amended from time to time. No part of the activities of the Corporation shall be the furtherance of any political party or candidacy.

#### **Article II: Membership**

- Section 1 **Members.** Any individual who participates in a BWSA-sponsored program is a member of the Corporation. Members have no voting ability and no fiduciary obligation to the organization aside from program registration fees.
- Section 2 **Roster.** The Secretary of the Corporation shall maintain a current Membership roster.
- Section 3 **Roles and Responsibilities.** In addition to paying program registration fees and volunteering in support of the organization, members may be called upon by the Board of Directors to serve on committees and in pre-defined support positions and roles.

#### **Article III: Meetings**

- Section 1 **Membership Meeting.** An annual Membership Meeting will be held each November.
- Section 2 **Annual Meeting.** An annual meeting of the Board of Directors (hereafter "Board") shall be held without other notice immediately after the annual Membership Meeting.
- Section 3 **Special Meetings.** Special meetings of the Membership may be called at any time by the President or by the written request submitted to the president of two (2) Members entitled to vote at such a meeting. Written notice of any special meeting of the Membership shall specify the place, date, hour and the general purpose of the meeting. Notice shall be sent to each member entitled to vote at such meeting not less than five (5) days prior to the meeting. Written notice may be accomplished via email. Special meetings may be called by the President or any two (2) Directors upon giving five (5) days written notice to each Director. Written notice may be accomplished via email.
- Section 4 **Regular Meetings.** Regular meetings of the Board shall be held on the third Sunday of each month at 7:00 PM, except for the month of November, as this date is reserved for the Membership Meeting. However, regular meetings of the Board may be otherwise held without notice at such time and place as provided for by resolution.
- Section 5 **Quorum.** A majority of the Board serving shall constitute a quorum for all meetings of the Board. Except as otherwise provided by these Bylaws, the act of a majority of a quorum shall be the act of that Board.
- Section 6 **Proxy.** Any Director entitled to vote may authorize another person or persons to act for him/her by proxy. Such proxy shall be executed in writing by the Director and filed with the Secretary of the Corporation. The proxy shall not exceed eleven (11) months in duration, and may be revoked at any time by the Director by giving written notice to the Secretary of the Corporation.

Section 7 **Consent Agenda.** If all of the Directors shall consent in writing to any action to be taken by the Corporation such action shall be a valid corporate action as though it had been authorized at a meeting of the Board and is filed with the Secretary. Such written consent may be filed without a requisite signature if the submitting Director transmits it via email from his/her known email address.

#### **Article IV: Board of Directors (Board)**

Section 1 **Board of Directors.** The affairs of the Corporation shall be managed by its Board. Each Director shall have one vote. The Directors act as trustee of BWSA's assets and ensures they are well managed and remain fiscally sound. The Directors must exercise proper oversight of the organization's operations and maintain the legal and ethical accountability of its staff and volunteers. The main legal responsibilities of a nonprofit board are often summarized in the "three Ds":

- A. Duty of care: Directors are expected to actively participate in organizational planning and decision-making and to make sound and informed judgments.
- B. Duty of loyalty: When acting on behalf of BWSA, Directors must put the interests of BWSA before any personal or professional concerns and avoid potential conflicts of interest.
- C. Duty of obedience: Directors must ensure BWSA complies with all applicable federal, state, and local laws and regulations, and that it remains committed to its established mission.

The board acts in a fiduciary role by maintaining oversight of BWSA's finances. Directors must evaluate financial policies, approve annual budgets, and review periodic financial reports to ensure BWSA has the necessary resources to carry out its mission and remain accountable to its members and the general public.

Section 2 **Number.** The number of Directors shall be between eleven (11) and twenty-five (25).

Section 3 **Qualifications.** These Directors shall be comprised of at least 60 percent residents within the Baldwin Whitehall School District. Each Director shall be at least 18 years of age.

Section 4 **Terms.** Beginning with the November 2015 Board Election, any new Directors shall be elected for a term of three (3) years not to exceed three (3) consecutive terms, and never to exceed ten (10) years.

Section 5 **Compensation.** Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board, expenses of attendance, if any, may be allowed for attendance at any special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity or receiving compensation therefore.

Section 6 **Absences.** Any Director who misses two (2) Board meetings in succession will be deemed to be *in absentia*; and, as such, his/her position will not count toward the calculation of a quorum. Upon such Director's subsequent attendance at a Board meeting, the Director will immediately be deemed to be no longer *in absentia*. Any Director voting by proxy shall not be considered *in absentia*; and, his/her position will count toward the calculation of a quorum.

Section 7 **Resignation and Removal of Board Directors.** Any Director of the Board may resign by giving written notice of his or her resignation to the President or Secretary of the Board. Such resignation shall be effective at the time specified in such notice, and acceptance shall not be necessary to make it effective. Any Director of the Board may be removed in the interests of BWSA by a two-thirds (2/3) vote of all Directors of the Board.

Section 8 **Vacancies.** Vacancies, however arising, shall be addressed by the Nominating Committee who will recommend candidates to the Board for appointment. The approval of a majority of all Directors of the Board is required to fill a vacant seat.

Section 9 **Ex Officio Directors.** The Board may designate ex officio directors by the vote of a majority of all the Directors of the Board. No ex officio directors shall have voting rights on the Board. Ex Officio Directors serve as close trusted advisors to the Board.

## **Article V: Officers**

- Section 1 **Officers.** The Officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board may also elect Assistant Vice-Presidents, Assistant Secretaries, and Assistant Treasurers; as it shall deem advisable. Any two offices may be held by the same person except those of President/Vice-President and President/Secretary.
- A. **President.** The President shall be the Chief Executive Officer of the Corporation; and, as such, shall supervise and control all of the business affairs of the Corporation. The President shall preside at all meetings of the Membership and the Board. The President shall perform such other duties as assigned to him/her by the Board. The President shall hold no other position as an officer.
- B. **Vice-President.** The Vice-President (or in the event there be more than one Vice-President, that Vice-President designated by the Board as having primacy over others) shall, in the absence of the President or the inability of the President to act, perform all the duties and have all the powers of the President. The Vice President shall perform such other duties as assigned by the President or the Board.
- C. **Secretary.** The Secretary shall keep the minutes of the meetings of the Members and of the Board in one or more books provided for that purpose; be custodian of the corporate records and seal of the Corporation; keep a roster of the Membership; issue all notices required to be given to Members and Directors; and perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Board.
- D. **Treasurer.** The Treasurer shall have charge and custody of all funds and securities of the Corporation; keep full and accurate accounts of receipts and expenditures in books of the Corporation provided for that purpose; render a financial report at each meeting for Members and Board; ensure adherence to the financial standards set forth in Article XI of these By-Laws; and, in general, perform all duties incidental to the office of Treasurer and such other duties as may be assigned by the President or Board.
- E. **Assistant Secretaries and Assistant Treasurers.** Assistant Secretaries and Assistant Treasurers shall perform those duties of the Secretary or Treasurer, respectively, in the event of the absence or inability of the Secretary or Treasurer to perform, and, perform all other duties as may be assigned by the President or Board.
- Section 2 **Term.** Each officer shall be elected for a two-year term not to exceed three consecutive terms.
- Section 3 **Elections.** The officers shall be elected by the Board at its Annual Meeting. The President and Treasurer are elected in odd years while the Vice President and Secretary are elected in even years.
- Section 4 **Removal.** Any Officer may be removed at any time by the affirmative vote of a majority of the Board.
- Section 5 **Vacancies.** A vacancy in any office shall be filled by the Board for the unexpired portion of the term.

## **Article VI: Committees**

- Section 1 **Standing Committees.** Standing Committees of BWSA shall be:
- A. **Executive Committee.** The Executive Committee shall have the power to act on behalf of the full Board between regular Board meetings, or in the case of emergency. This committee shall consist of the Officers of BWSA and other Board Directors as appointed by the Board. Actions taken by the committee must be ratified by the Board at its next meeting.
- B. **Nominating Committee.** A Nominating Committee of at least three (3) persons, but no more than five (5) persons, at least two of whom shall be a member in good standing but not be Board Director, shall be appointed by the President and confirmed by the Board. The Nominating Committee shall determine the needs of the Board and identify and recommend candidates to fill vacancies on the Board. The Nominating Committee shall identify a slate of officer candidates.
- C. **Audit and Finance Committee.** The Finance Committee shall annually examine the books and recordkeeping procedures, arrange for an annual audit, analyze income and expenditures in all areas of operation and report to the Board. This committee shall (1) monthly review the reconciliation of all bank accounts and financial statements prepared by the Treasurer. This committee shall review the annual budget prior to its presentation to the Board for final approval.

Section 2 **Special Committees.** The Board of BWSA may establish such Special Committees to perform specific tasks as the Board may from time to time deem necessary. Such Special Committees shall perform such duties as the Board may direct. The Board shall disband any Special Committee when its duties are complete or may disband a Special Committee and withdraw their authority whenever in the Board's judgment the best interests of BWSA will be served.

### **Article VII: Organization Assets**

Section 1 **Distributions and Compensation.** No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Officers, Directors, or other private person. However, the Corporation is authorized and empowered to pay reasonable compensation to any person or entity for *bona fide* services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No part of the activities of the Corporation shall be the furtherance of any political party or candidacy.

Section 2 **Activities.** Notwithstanding any other provision of these articles, the Corporation shall not engage in any business or conduct any activity 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 of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law, or (B) by a Corporation, contributions to which are deductible under SECTION 170 (C)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

Section 3 **Dissolution.** Upon the dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively in accordance with the purposes of the Corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under SECTION 501 (C)(3) of the Internal Revenue Code and any amendments thereto, as the Board shall determine. Any such assets not so disposed shall be disbursed and distributed by a Court of Proper Jurisdiction in the city or county in which the principal office of the Corporation is then located, exclusively for such purposes and to such organizations, as set forth herein.

### **Article VIII: Amendment to By-Laws**

Section 1 **Amendments.** These By-Laws may be amended or repealed only, by a vote of two-thirds (2/3) of the Directors entitled to vote at a regular or special meeting duly convened after notice to the Membership of the purpose.

### **Article IX: Personal Liability**

Section 1 **Liability.** A Member, Director, or Officer shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless such person has breached or failed to perform the duties of the office as provided by Section 5712 of the Pennsylvania Non Profit Corporation Law of 1988, as amended, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Nothing contained herein shall limit the personal responsibility or liability of a Member pursuant to any civil or criminal statute with respect to the non-payment of Federal, State, or local taxes.

Section 2 **Insurance.** The Corporation may pay for the cost of Director and Officer liability insurance.

### **Article X: Hearings and Appeals**

Section 1 **Rights.** The Corporation acknowledges the rights of all persons affected to have a fair hearing and appeal regarding any matter of discipline.

Section 2 **Disciplinary Matters.** All hearings shall be heard by a hearing panel appointed by the President with the approval of the Board. The accused shall be notified in writing as to the date, time, location and reason for the hearing. The notice shall also include the name(s) of the accuser(s) and any witnesses who shall testify against the accused. The notice shall be sent by certified mail and postmarked no less than 14 days prior to the scheduled date of the hearing. The accused shall have the right to present

evidence in defense, use the help of counsel, and confront their accuser(s). The decision of the hearing panel shall be mailed by certified mail within 10 days of the hearing date. The decision shall include all evidence considered and the reasoning for the decision

Section 3 **Appeal of Disciplinary Matters.** Appeal of disciplinary matters shall be made in writing and received via certified mail by the Board within ten (10) days upon receipt of the findings of the hearing panel. The Board must schedule the appeal hearing within thirty (30) days of receipt of the appeal. The appeal hearing shall afford all parties involved the same privileges as outlined in the “Disciplinary Matters” section of this article. The appeal hearing will not be held to reexamine the evidence, but to insure that the hearing examined all evidence presented and was conducted according to procedure as set forth in the above paragraph. The findings of the appeal hearing shall be sent via certified mail within ten (10) days of the hearing date. All decisions of the Board shall be final.

Section 4 **Appeal of Non-Disciplinary Matters.** A hearing shall be held by a panel composed of at least three (3) Directors of the Board. The appeal must be made in writing and sent via certified mail to the Board. The letter should include the reason for the appeal and any evidence believed to be relevant to the issue at hand. A hearing shall be scheduled within 30 days of receipt of the appeal. The appeal hearing must allow all parties to present evidence on their behalf and requires that both parties provide the other with a list of witnesses and evidence to be presented against them. The finding of the appeal hearing shall be sent by certified mail within ten (10) days of the hearing date. The decision shall include all evidence considered and the reasoning for the decision. All decisions of the Board shall be final.

#### **Article XI: Financial Management**

Section 1 **Oversight.** The Audit and Financial Committee shall have primary financial management oversight of the association.

Section 2 **Fiscal Year.** The Corporation shall operate on a fiscal year beginning July 1 and ending June 30 of the following year.

Section 3 **Contracts.** All contracts or other agreements binding on the Corporation shall be signed by the President or Vice-President and attested to by the Secretary or Assistant Secretary in accordance with an approved resolution from the Board unless execution has been specifically delegated by the Board to some other Officer or agent of the Corporation and except as otherwise set forth in these By-Laws.

Section 4 **Accounts.** The Corporation shall have a minimum of two financial accounts: an operating account and an investment account. The size of the operating account will vary depending on the extent and scope of BWSA activities.

Section 5 **Ownership of Accounts.** BWSA shall caption such accounts only in the name of the Corporation, and never in an individual’s name. Accounts must be located at institutions insured by either the FDIC or other similar federal entity. All accounts shall not exceed the maximum amount for which they are insured. All checks or other withdrawals from such accounts shall require the signature of two (2) authorized Officers. However, more than two (2) such Officers may be registered with the institution at any given time.

Section 6 **Borrowing.** No officer, agent or employee of BWSA shall have any power or authority to borrow money on its behalf, to pledge its credit, or to pledge its property, except to the extent of the authority delegated to such officer, agent, or employee by a resolution of the Board.

Section 7 **Power to Appoint Agents.** The Board shall have power to appoint such agents as the Board may deem necessary for transactions for business of the MWCDC.

Section 8 **Removal of Agents.** Any agent may be removed with just cause by a two-thirds vote of the Board.

Section 9 **Audits.** All accounts shall be audited at least every two (2) years by an independent Certified Public Accounting firm, which is otherwise not affiliated with the Corporation or any of its Directors.

Section 10 **Records.** Corporation financial transactions shall be conducted and Corporation financial records shall be maintained in accordance with applicable state and federal law. Corporation records shall not be destroyed until after the minimum lengths of time required by state and federal law. Association financial reports should be prepared and presented at monthly meetings.

Section 11 **Income.** BWSA is nonprofit and no part of BWSA income is distributable to its Directors or Officers, and BWSA shall not have or issue shares of stock or pay dividends.

**Acknowledgements**

The Undersigned Corporate Officers, of the Baldwin Whitehall Soccer Association, Inc. acknowledge that these corporate By-Laws are amended as of August 31, 2004 in accordance with Article VII, Section 1.

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President

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Vice President

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Secretary

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Treasurer