

# SOUTHERN PARKLAND YOUTH ASSOCIATION BYLAWS

## ARTICLE I -- NAME

- Section 1           The name of this organization is to be “Southern Parkland Youth Association”, but it will also be known as South Parkland Youth Association and SPYA. The registered office of the corporation shall be P.O. Box 370, Fogelsville, PA 18051.

## ARTICLE II – PURPOSE

- Section 1           The Southern Parkland Youth Association is organized exclusively for charitable purposes within the meaning of that term under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United State Internal Revenue Law). No part of the net earnings of SPYA shall serve to the benefit of, or be distributed to its members, trustees, officers, or other private persons except that SPYA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as stated above.
- Section 2           The purpose of SPYA is to sponsor, direct and coach athletic programs for the youth of the Parkland School District and the surrounding areas together with the fostering of good fellowship, respect for authority, sportsmanship, and to provide a drug, tobacco, and alcohol-free environment.

## ARTICLE III – MEMBERSHIP, DUES, CONTRACTS, & REGISTRATION

- Section 1           Membership is open to any family who resides in the Parkland School District and surrounding areas. Membership is obtained by registering a child for a SPYA sponsored program and paying the appropriate fee. Membership in the association will be twelve (12) months from the date of the most recent registration and fee payment.
- Section 2           All fees, including late fees, will be set by the Commissioner for the individual sport and all fees will be approved by the Board of Directors.
- Section 3           All eligible members in good standing may participate in any program provided by SPYA upon registering and paying a registration fee for that program, provided that they meet the player requirements and there are adequate facilities and coaches available.
- Section 4           A fee will be returned only if the child is unable to participate in that sport. Unable to participate shall be defined as:
- (a) Moving out of the area prior to the start of a season
  - (b) Injury prior to the start of a season
  - (c) Any other reason as approved by the Commissioner of the sport, the President and/or the First Vice-president. The commissioner will be responsible for notifying the treasurer.

## ARTICLE IV – OFFICERS AND DIRECTORS

- Section 1           The Board of Directors is to be charged with the general supervision of SPYA, its affairs and its funds. The Board of Directors shall carry out the purpose and direct the policies of SPYA. Each member of the Board of Directors is expected to participate on at least one standing committee.
- Section 2           The Board of Directors shall consist of the immediate past president and a maximum of twenty-four (24) directors of SPYA. The immediate past president will retain a position on the Board of Directors for one year after leaving office.

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- Section 3        The officers of this SPYA shall be the following:
- (a) President
  - (b) First Vice President
  - (c) Second Vice President
  - (d) Secretary
  - (e) Treasurer
- Section 4        Indemnification:
- (a) Any director or officer of SPYA shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless:
    - An officer has breached or failed to perform the duties of his/her office and
    - The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

## ARTICLE V – DUTIES OF OFFICERS

- Section 1        President
- (a) Administrative Officer - preside at meetings and maintain order therein
  - (b) Ensure legal and ethical integrity of SPYA
  - (c) Coordinate and obtain permits/authorization for township/school district facility usage
  - (d) Maintain observance of By-Laws, Rules and Regulations
- Section 2        First Vice President
- (a) Perform all duties of President in President's absence
  - (b) Responsible for organizing and overseeing all standing committees.
  - (c) Assure verification and possession of clearances and credentials on all head and assistant coaches
- Section 3        Second Vice President
- (a) Perform all duties of President in President's and First Vice President's absence
  - (b) Conduct meetings in absence of President and First Vice President
  - (c) Responsible for organizing and overseeing any Ad Hoc Committees and Special Activities
  - (d) Other responsibilities as assigned by the Board of Directors
  - (e) Oversee Grange building reservations and usage
- Section 4        Secretary
- (a) Responsible for keeping accurate record of all proceedings
  - (b) Responsible for preparing and communicating the agenda for all meetings
  - (c) Responsible for conducting all elections
  - (d) Responsible for all external correspondence for the Board of Directors
  - (e) Responsible for reporting minutes of any urgent, disciplinary or impromptu officer meetings
  - (f) Provides a current set of bylaws for review at the first Board Meeting of the year for all members present
  - (g) Provides meeting minutes from previous meeting to Board of Directors and visitors a minimum of seven (7) days before the next scheduled meeting.
- Section 5        Treasurer
- (a) Responsible for all moneys – cash flow, accounts payable and accounts receivable
  - (b) Responsible for keeping an accurate set of books – accounting, reporting and auditing
  - (c) Responsible for Budget Process, Insurance and United Way
  - (d) Responsible for providing report of accurate finances at monthly Board Meeting

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(e) Conduct meetings in absence of President and Vice Presidents

## ARTICLE VI – ELECTIONS

- Section 1 To be eligible to be nominated for the Board of Directors, members must attend three (3) general membership and/or board meetings within a six (6) consecutive month period.
- Section 2 In order to be nominated as an officer, the nominee must be a member of the Board of Directors.
- Section 3 One half of the Officers shall be elected at each annual December meeting for a term of two (2) years. In even number years the President, Second Vice President and Secretary; in odd number years the First Vice President and Treasurer shall be elected.
- Section 4 Nominations for officers must be made prior to November 30<sup>th</sup>.
- Section 5 Elections of Officers to be conducted at the December board meeting.
- Section 6 Only members of the SPYA Board of Directors may participate and vote in the election of Officers and related matters (nomination of candidates, election, casting of ballots, etc.).
- Section 7 A plurality (most votes) of Board Directors present at the December meeting is required to elect an officer. A proxy must be carried to the meeting if unable to attend and presented to the Secretary for verification.
- Section 8 In the event an office becomes vacant more than 60 days prior to elections because of resignation, death, impeachment or otherwise, it is to be the duty of the President or presiding officer to nominate a person to fill that vacancy for the remainder of the term and the Board of Directors will vote on the candidate to fill the vacancy at the next Board of Directors meeting.
- Section 9 Directors may be elected to hold only one office.
- Section 10 In the event of a tie, the current officers will find resolution through a second ballot.

## ARTICLE VII – IMPEACHMENT OF AN OFFICER, DIRECTOR, COMMISSIONER OR MEMBER

- Section 1 Members of the Board of Directors, including any officer, may be removed if absent from three (3) consecutive Board of Directors meetings. Valid reasons (illness, business engagement, etc.) to be acceptable excuses must be submitted to secretary prior to meeting. Secretary to track attendance and notify delinquent members.
- Section 2 After three (3) consecutive unexcused absences the secretary will inform the Board member via email regarding their attendance record. Failure to respond to the notice within five (5) days will result in the recommendation for removal from the Board at the next scheduled meeting.
- Section 3 Any member of SPYA may be sanctioned or banned for failure to comply with The Code of Conduct (**see Addendum A**) or failing to uphold the purpose of SPYA according to Article 2.
- Section 4 A written petition, signed by five (5) members shall be presented to the Board of Directors. The Board will appoint two (2) board members to discreetly investigate the charges presented and validity. The charges are to be presented to the member in a written statement and evaluated at the next Board meeting. A 2/3 vote of Board of Directors present as a quorum is required to expel a member or impeach an officer.

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## ARTICLE VIII – BUDGET, PURCHASING AND ACCOUNTING

- Section 1 At the January board meeting, Commissioners are responsible to present their individual sport's budget for approval by the Board of Directors.
- Section 2 Commissioners are responsible for their sport's purchases and overall budget control.
- Section 3 The treasurer must review all purchases before payment is to be made. Any discrepancies will be brought to the Board of Directors for review.
- Section 4 Purchases not included in or in excess of an approved budget must be authorized by the Board of Directors.
- Section 5 There may be no solicitation of funds or equipment for the purpose of benefitting any individual person or team without prior permission of the Board of Directors.
- Section 6 The primary colors of the Association are Red, White and Gray with Black being used as an accent color. These colors only apply to teams that play against other organizations. Any variation of this color scheme must be approved by the Board of Directors.
- Section 7 The authorized independent accounting firm will review all budgets and report to the Board of Directors on a monthly basis or as determined necessary by the accounting firm. The accounting firm will present the monetary facts to the auditor. The accounting firm will prepare the necessary tax forms for timely submission.

## ARTICLE IX – STANDING COMMITTEES AND COORDINATORS

- Section 1 Standing committee chairpersons to be appointed by Board of Directors. The Board of Directors, by a majority vote, may reject the appointment of a chairperson. The new chairperson will organize his/her committee of volunteers.
- Section 2 Standing committees may include, but are not limited to, bylaws, finance, disciplinary, commissioner recruitment, technology and include each individual sport: girls field hockey, tackle football, boys basketball, girls basketball, boys soccer, girls soccer, girls softball, boys baseball, boys lacrosse, girls lacrosse, NFL flag football, cheerleading (the chairperson to serve as Commissioner for that sport) and others as approved by the Board of Directors.
- Section 3 The Commissioners:
- (a) Shall have complete charge of the program they head in accordance with the purpose and code of conduct of SPYA.
  - (b) Shall be responsible to see that all equipment is inspected for their sport prior to issue.
  - (c) Shall be responsible to see that all equipment is promptly returned to the SPYA at the end of their sports season.
  - (d) Shall submit a proposed budget for the following year to the Board of Directors at the January meeting.
  - (e) Shall be required to become a member of the Board of Directors within six months of appointment.
  - (f) Shall be responsible for providing representation of their sport at the Board Meetings.
  - (g) Shall be required to provide a written/electronic report to the Secretary for the agenda to be included in the minutes prior to the monthly meeting.
  - (h) Shall be responsible for attending or assigning a designee to attend any required league meetings.

## ARTICLE X – MEETINGS

- Section 1 All regular meetings shall be held once a month at 8:00 p.m. or any other regularly scheduled time set by the Board of Directors at the January meeting. Changes can be made up to 30 days before a scheduled meeting, but all Directors must be notified by phone or email and the new

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time must be publicized on the website.

- Section 2 Special meetings for urgent or disciplinary matters may be called by the President or upon request of five (5) members of the Board of Directors and only that specific business for which the special meeting was called is to be transacted. Minutes from that meeting are to be discreetly recorded and distributed to the Board of Directors within 3 days.
- Section 3 A quorum to consist of 50 percent plus one (1) of the directors including one (1) officer.

## ARTICLE XI – ORDER OF BUSINESS

- Section 1 The order of business at all regular meetings of SPYA to be:
- (a) Attendance check – quorum check.
  - (b) Discussion and approval of the minutes of the last meeting.
  - (c) Report of Officers
  - (d) Reports of Commissioners
  - (e) Old Business
  - (f) New Business
  - (g) Good and Welfare
  - (h) Adjournment
- Section 2 Roberts Rules of Order to be used in conducting the meeting.

## ARTICLE XII – GENERAL PROVISIONS

- Section 1 All correspondence concerning the activities of SPYA or any conduct by its officers or members in their role with SPYA shall be subject to review by the Board of Directors.
- Section 2 The financial records of SPYA shall be audited at the end of each calendar year by an independent 3<sup>rd</sup> party accounting firm.
- Section 3 Upon the dissolution of the association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the association, dispose of all of the assets of the association exclusively for the purposes of the association 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 of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Lehigh County, exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XIII – AMENDMENTS

- Section 1 In order to amend or add to these By-Laws a member of the Board of Directors must submit the proposed amendment in writing at a regular board meeting of SPYA. Such amendments or additions must be signed by three (3) members.
- Section 2 When presented, the Secretary shall read the amendment or addition under the heading of new business. The amendment or addition shall be voted on at the next Board meeting. A 2/3 vote of the Board of Directors present making a quorum shall be required for adoption of an amendment or addition.
- Section 3 Bylaws shall be review biannually by the bylaws committee.

Revisions respectfully submitted by the By-Laws Committee:

**SOUTHERN PARKLAND YOUTH ASSOCIATION BYLAWS**

Lisa Brunnabend  
Anthony Fragassi  
John Gill  
Jonas Tolliver  
Timothy Smith  
Kristina Godusky

Approved as a valid copy of By-Laws as of June 10, 2019.

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Date

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Officer

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Officer

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Officer

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## **Addendum A: SPYA Code of Conduct**

(to be attached if/when file found or organizational C of C established)