

**BY-LAWS**  
**OF THE**  
**HEMPFIELD YOUTH ASSOCIATION**

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**ARTICLE I: NAME**

The name of the corporation shall be the Hempfield Youth Association (“Organization”), a Pennsylvania non-profit corporation.

**ARTICLE II: MISSION**

The Organization’s mission is to provide certain sports programs for youth residing in the Hempfield School District; to teach basic skills; sportsmanship, friendship, team work, respect for authority, and to engage in any and all activities related to the foregoing.

**ARTICLE III: STATUS AS A NON-PROFIT ORGANIZATION**

**SECTION 1: PURPOSE**

Notwithstanding any other provisions of these By-Laws, the Organization has received approval to act as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (the “Code”), pertaining to non-profit and charitable organizations, and is formed exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Code, or subsequently enacted tax law applicable to non-profit and charitable organizations, and shall not carry on any activity not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code. The Organization is also classified as, and has received approval from the Internal Revenue Service to act as, a purely public charity under Section 509(a)(2) of the Code. No part of the net earnings of the Organization shall inure to the benefit of its members, trustees or officers, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Organization), and no member, trustee or officer of the Organization, or any private individual shall be entitled to share in the distribution of any of the Organization’s assets upon the dissolution of the Organization.

## **SECTION 2: ELIGIBLE YOUTH**

All persons eighteen (18) years of age or under residing in the Hempfield School District are eligible to play in the Organization's various activities and sports programs; provided, however, that exceptions to these age and residency requirements may be made from time to time upon approval of the Board of Trustees of the Organization (the "Board of Trustees"). The activities and sports programs provided and operated by the Organization include, without limitation:

1. Intramural Baseball;
2. Travel Baseball;
3. Intramural Softball;
4. Travel Softball;
5. Intramural Boys' and Girls' Basketball;
6. Travel Boys' and Girls' Basketball; and
7. Volleyball

The aforementioned sports leagues are collectively referred to herein as the "Sports Programs". This list is subject to change from time to time upon approval of the Board of Trustees. All participants in any of the Sports Programs must abide by these By-Laws and any and all other rules, regulations and/or policies adopted by the Organization.

## **SECTION 3: RULES AND REGULATIONS PERTAINING TO SPORTS PROGRAMS**

The Board of Trustees (or its designee), including any committee organized by the Board of Trustees, shall adopt rules, regulations and policies for each of the Sports Programs.

## **ARTICLE IV: ORGANIZATIONAL MEMBERSHIP**

### **SECTION 1: CLASSES OF MEMBERSHIP**

Membership in the Organization shall consist of two classes: (1) regular membership and (2) honorary membership. Neither regular members nor honorary members shall be entitled to vote on matters pertaining to the Organization. All members shall be provided the opportunity to address the Board of Trustees regarding any matter pertaining to the Organization during the Board of Trustees' regularly scheduled meetings, as set forth in Article V, Section 6.A hereof.

## **SECTION 2: REGULAR MEMBERSHIP**

Regular membership, which includes all members of the member's immediate family (collectively, a "Member"), shall be open to all parents and guardians of a person participating in one or more of the Organization's Sports Programs (a "Participant"). Membership fees shall be included within the registration fees assessed for each of the Organization's Sports Programs. Membership in the Organization must be renewed on an annual basis and runs from October 1 through September 30 of each calendar year (the "Membership Year"); except that for any Sports Programs whose season extends beyond the end of the Membership Year, the Membership Year shall be extended to the end of such Sports Programs for any Participants (and their family) therein. All fees must be paid to be a member of the Organization. Notwithstanding the foregoing, the Organization shall not deny any eligible youth (as defined in Article II, Section 2 hereof) the opportunity to participate in any Sports Program based upon a genuine and demonstrated inability to pay the registration fees. Hardship cases shall be determined on a case by case basis by the Board of Trustees.

## **SECTION 3: HONORARY MEMBERSHIP**

The Organization shall have honorary members which shall include the following:

A. Any entity, organization or individual that sponsors any of the Organization's Sports Programs and/or other activities (each a "Sponsor") shall be granted honorary membership.

B. Any coach or any member of the Board of Trustees, who is not a family member of a Participant in one or more of the Sports Programs, shall be granted honorary membership.

C. The Board of Trustees may nominate and select individuals for appointment as lifetime members. In selecting lifetime members, the Board of Trustees shall consider individuals who have supported the Organization, either financially or through time volunteered in working to build and/or improve the Organization's facilities or Sports Programs or who have otherwise demonstrated substantial support for the Organization.

The foregoing are collectively referred to herein as "Honorary Members".

## **SECTION 4: TERMINATION OF MEMBERSHIP**

A. A Member's, including an Honorary Member's, membership in the Organization may be terminated by the Board of Trustees due to unsportsmanlike conduct; conduct that is deemed inappropriate to the Organization; willful disregard of these By-Laws, any of the Organization's rules, regulations or policies; and/or conduct that is otherwise contrary to the Organization's Mission (each an "Event of Misconduct").

B. Upon the occurrence of any Event of Misconduct, the Board of Trustees shall consider the matter and, if satisfied that the Event of Misconduct warrants, shall vote upon whether to terminate the membership of the Member(s) or Honorary Member(s) involved in the Event of Misconduct. Prior to the vote on whether to terminate a membership, the Board of Trustees shall: (1) notify the Member(s) or Honorary Member(s) involved in the Event of Misconduct of the Trustees' decision to vote on whether to terminate the membership; (2) inform such Member(s) or Honorary Member(s) of a description of the Event of Misconduct; and (3) shall provide such Member(s) or Honorary Member(s) the opportunity to address the Board of Trustees (whether at regular or special meeting) regarding the Event of Misconduct. The Board of Trustees shall then vote upon whether to terminate the membership. If two-thirds (2/3) or greater of the Trustees voting on the matter vote in favor of termination, the Member's or Honorary Member's membership shall be terminated (the "Terminated Member"). Unless otherwise determined by the Board of Trustees, termination of a membership prohibits participation by the Terminated Member (including all persons included within the membership) in any of the Sports Programs or other activities of the Organization.

C. Any Member who fails to pay any registration fee (except where a hardship has been determined to exist) and/or any coach or other individual who fails to return equipment and/or other property belonging to the Organization shall be prohibited from participating in any of the Sports Programs until the fee is paid and/or the equipment or property is returned, as applicable. Failure to resolve the matter in a reasonably timely manner shall constitute an Event of Misconduct.

D. A Terminated Member may petition the Board of Trustees for reinstatement as a Member or Honorary Member. The Board of Trustees will consider the request and will vote on whether to reinstate the Terminated Member. The Terminated Member shall be reinstated upon the approval of two-thirds (2/3) or greater of the Trustee's voting on the matter. In the event the Trustees approve the reinstatement, the Terminated Member shall be reinstated to his/her previous class of membership. In the event the Trustees do not approve the reinstatement of the Terminated Member, such Terminating Member may not again request reinstatement for the duration of that Membership Year.

## **ARTICLE V: GOVERNING BODY**

### **SECTION 1: BOARD OF TRUSTEES**

The members of the Board of Trustees shall consist of not more than twenty (20) members (each a "Trustee"). The Trustees shall include the following:

- A. Officers: President, Vice-President, Secretary and Treasurer;
- B. Immediate Past President;
- C. Intramural Head Baseball Coordinator;
- D. Intramural Head Softball Coordinator;
- E. Intramural Head Boys' Basketball Coordinator;
- F. Intramural Head Girls' Basketball Coordinator;
- G. Travel Head Baseball Coordinator;
- H. Travel Head Softball Coordinator;
- I. Travel Head Boys' Basketball Coordinator;
- J. Travel Head Girls' Basketball Coordinator;
- K. Equipment Coordinator;
- L. Web Site Coordinator;
- M. At-large members – the number of at large members shall be not less than two (2), but may be as many as necessary to fill all vacancies on the Board of Trustees. The initial at-large members shall be appointed by the President at the first regular meeting following the approval of these By-Laws, with the approval of a majority of the Trustees voting on the matter.

### **SECTION 2: DUTIES OF THE BOARD OF TRUSTEES**

The Board of Trustees shall act as the governing body of the Organization and

shall supervise all of its affairs. It shall have the power to fill vacancies in: (A) any office of the Organization, including all of those listed in Article V, Section 1.A - L above, except the office of President, who shall be succeeded by the Vice-President; and (B) any vacancy on the Board of Trustees. The Board of Directors shall execute the Organization's mission, purpose, rules, regulations and policies and shall act only in accordance with these By-Laws.

### **SECTION 3: TERM OF OFFICE, REMOVAL FROM OFFICE AND FILLING OF VACANCIES**

A. Trustees shall assume their official duties in October following their election and shall serve for a term of three (3) years or until their successors are chosen and qualified. A Trustee may be reappointed by the Board of Trustees to successive three (3) year terms following the expiration of such Trustee's term.

B. A Trustee may be removed from office for any of the following:

1. Refusal to uphold the decisions and/or policies of the Board of Trustees; or
2. Conduct unbecoming an individual involved in administering a youth sports program; or
3. Acting in any manner intended to disrupt, hinder or deceive the Board of Trustees in the performance of its duties; or
4. Refusal, or inability, to perform duties as a Trustee in an adequate manner; or
5. Failure to attend three (3) consecutive regular meetings of the Board of Trustees or failure to attend at least six (6) regular meetings of the Board of Trustees in any given Membership Year.

A motion for removal of a Trustee must be made in writing to the President (or the Vice-President if the President is affected by the removal motion), at least ten (10) days prior to a meeting of the Board of Trustees and signed by at least six (6) Trustees. Removal of a Trustee requires a two-thirds (2/3) majority vote of all of the Trustees.

C. Vacancies on the Board of Trustees shall be filled as soon as reasonably possible on an interim basis. The President has the authority to nominate any

person to fill a vacancy as an interim Trustee (each an “Interim Trustee”). The President shall present the proposed Interim Trustee to the existing Trustees at any regular meeting of the Board of Trustees and shall give all Trustees prior notice (electronic or otherwise) of the name of the proposed Interim Trustee to be presented at the meeting. Upon the approval of a majority of the Trustees present and voting on the matter, the Interim Trustee shall become a voting member of the Board of Trustees and shall hold such position until the annual election is September or such Interim Trustee vacates the office or is removed from office in accordance with these By-Laws.

#### **SECTION 4: EXECUTIVE COMMITTEE**

A. The officers named in Article V, Sections 1.A and 1.B shall comprise the Executive Committee.

B. The Executive Committee shall set the agenda for the Board of Trustee meetings. The Executive Committee shall possess and exercise all the executive powers of the Board of Trustees in compliance with such instructions, if any, as may from time to time be given by the Board of Trustees and shall report its work to the Board of Trustees at its next meeting.

C. Except as otherwise provided by the Board of Trustees or by applicable law, the Executive Committee shall be empowered to act for the Board of Trustees between meetings of the Board.

#### **SECTION 5: DUTIES OF THE OFFICERS**

A. The President shall preside over the Board of Trustees, preside over all Board meetings, have general and active management of the affairs of the Organization, be a member ex officio of all standing committees, and perform all other duties, as required by the Board of Trustees. The President and the Treasurer are authorized to execute any bonds, mortgages, notes, contracts, or other legal documents, as approved by the Board of Trustees. In the case of absence, vacancy or incapacity of any other officer, the President shall perform the duties of that office during such absence, vacancy or incapacity.

B. The Vice-President shall perform such duties as required by the President or the Board of Trustees. In addition, in the case of absence, vacancy or incapacity of the President, the Vice-President shall exercise the powers and perform the duties of the President during such absence, vacancy or incapacity, and upon the death, removal or resignation of the President, shall become the President of the Organization.

C. The Secretary shall maintain a current list of the Board of Trustees, shall keep the minutes of all meetings of the Organization and shall maintain an up-to-date copy of the By-Laws, together with all amendments thereto. The Secretary shall be the custodian of all previous records of the Organization and shall have charge of all papers pertaining to the office of the Secretary. The Secretary shall also distribute the meeting agenda and meeting minutes in accordance with Article V, Section 6.B.

D. The Treasurer shall safely keep all monies, securities, title deeds, and other valuable belongings of the Organization. He or she shall keep full, accurate and permanent account of the receipts and expenditures of the Organization in books belonging to it, and shall assure the deposit of all funds of the Organization in such depositories as may be directed by the Board of Trustees. The Treasurer, together with the President, shall manage and disburse the funds of the Organization under the general supervision of, and in accordance with the policies and directions of, the Board of Trustees. The Board of Trustees shall determine what officers' or other persons' signatures are required for Organization checks (which may or may not include the signature of the Treasurer); provided, however, that at least two persons' signatures shall be required for all expenditures or checks over \$250 or more. The Treasurer shall also render to the Board of Trustees at its regular meetings, and whenever otherwise required, accounts of all his or her transactions as Treasurer, and of the financial condition of the Organization. At the expiration of his or her term, the Treasurer shall deliver to his or her duly qualified successor all of the Organization's property in his or her custody, together with an inventory thereof. The Treasurer shall be the chair of the Finance Committee, which shall comprise at least three (3) Trustees in addition to the Treasurer.

## **SECTION 6: MEETINGS OF THE BOARD OF TRUSTEES**

A. Regular meetings of the Board of Trustees shall typically be held on the second Monday of each month at the Hempfield High School, or at such time and place as determined by the Board of Trustees. The Board of Trustees shall conduct its normal business at the regular meetings and shall vote on such matters as may properly come before it. The regular meetings of the Board of Trustees shall be open to the public; provided, however, that when considering certain matters (e.g. personnel matters, some financial matters, sponsorship discussions, etc.), the Board of Trustees may vote to meet in private as an Executive Committee of the Whole. Except when the Board is meeting as an Executive Committee of the Whole, a minimum of fifteen (15) minutes of each regular meeting shall be available for the public to address the Board of Trustees.

B. Special meetings of the Board of Trustees may be called by the President of the Organization or upon the written request of at least three (3) Trustees. The Trustees requesting such special meeting shall include in their written request a

detailed explanation of the reason for their request.

C. At least three (3) days prior to the regular or special meeting of the Board of Trustees, the Secretary shall provide to each Trustee: (1) notice of each regular and special meeting; (2) a meeting agenda (which has been approved by the President, or his/her designee); and (3) the minutes of the previous meeting. In the case of a special meeting, the Secretary shall also distribute to each Trustee a detailed explanation for such meeting.

## **SECTION 7: QUORUM**

A quorum for a regular meeting or special meeting of the Board of Trustees shall consist of at least nine (9) Trustees, including a minimum of two (2) officers of the Organization.

## **SECTION 8: VOTING**

Each Trustee shall be entitled to one (1) vote upon any matter voted upon by the Board of Trustees; provided, however, that a Trustee must be present to cast his or her vote. Voting by proxy or absentee ballot shall not be permitted. Unless otherwise stated herein, all votes of the Board of Trustees shall be carried by a simple majority vote.

## **ARTICLE VI: ELECTIONS**

### **SECTION 1: NOMINATING COMMITTEE**

The President shall appoint a Nominating Committee Chair and nominating committee with the approval of a majority of the Trustees present and voting. The nominating committee shall consist of five (5) individuals. The nominating committee shall present in September annually a slate of: (A) proposed trustees to fill vacancies on the Board of Trustees, and (B) candidates for those positions listed in Article IV, Section 1(A) through (L) whose members' terms will expire at the end of the then current year or those positions which are vacant.

### **SECTION 2: OTHER NOMINATIONS**

Nominations may be made from the floor by any Trustee at any meeting at which nominations for any office of the Organization or the Board of Trustees are accepted or considered, provided the nominee is present and accepts the nomination.

## **ARTICLE VII: COMMITTEES**

\_\_\_\_\_ Committees shall consist of: (1) standing committees; (2) special committees; and (3) ad hoc committees. Unless otherwise specified herein, the chair of each standing committee shall be appointed by the President at or immediately following the October Board of Trustees meeting annually. A chair of a committee may be appointed successively as the returning chair of such committee. The chair of each standing committee shall select the members of their respective committees, subject to these By-Laws and approval of such committee members by the Executive Committee. Each committee shall consider matters and issues (within its purpose) pertaining to the Organization. The standing committees shall consist of the following:

- A. Nominating Committee;
- B. Audit Committee;
- C. By-Laws Committee;
- D. Coaches Committee;
- E. Finance Committee; and
- F. Facilities and Grounds Committee.

Special committees and ad hoc committees may be formed from time to time by the Board of Trustees and will expire when directed by the Board of Trustees. No committee, whether standing, special or ad hoc, shall have the authority to act on behalf of the Organization or to bind the Organization unless such authority is specifically granted to such committee by the Board of Trustees.

## **ARTICLE VIII: SPORTS PROGRAM COORDINATORS**

### **SECTION 1: COORDINATORS**

Coordinators are the leaders of their respective Sports Programs and are responsible for all aspects of their respective Sports Programs. Coordinators shall prepare an annual budget for their respective Sports Program and shall present such budget to the Board of Trustees for approval. The Coordinators shall have the authority to approve all expenditures associated with their respective Sports Program provided such expenditures are within the approved budget guidelines. Coordinators shall not have the authority to authorize any expenditure in excess of \$500, or expenditures in the aggregate of \$1,000 or greater, without approval by the Board of Trustees, unless such expenditure(s) was/were specifically set forth in the budget and approved by the Board of Trustees. The Coordinators shall also be responsible for maintaining and updating the rules and regulations applicable to their respective Sports Program. Such rules and regulations shall be posted on the Organization's website.

### **SECTION 2: SUB-COORDINATORS**

Coordinators may appoint several persons as sub-coordinators within a particular Sports Program to carry out certain specified duties within the Sports Program. Coordinators shall specifically set forth the duties of any and all such sub-coordinators and shall monitor the performance of those duties. Persons appointed as sub-coordinators shall be approved by the Board of Trustees. Sub-coordinators may be removed by the Coordinator for that particular Sports Program or by the Board of Trustees.

## **ARTICLE IX: COACHES**

### **SECTION 1: QUALIFICATIONS OF COACHES**

All head coaches must be nineteen (19) years of age or older. Assistant coaches may be under the age of nineteen (19) only if supervised at all times by a coach greater than nineteen (19) years of age.

### **SECTION 2: APPOINTMENT**

All head coaches shall be recommended by Coordinators to the Coaches Committee. There is no limit on the number of years an individual may coach.

### **SECTION 3: SUSPENSION**

The Coaches Committee shall have the power, in its discretion, to recommend suspension of any coach. The recommendation for suspension by the Coaches Committee shall be presented to the Board of Trustees, who shall vote on whether to suspend the coach. Suspension by the Board of Trustees may need not result in termination of a coach's membership within the Organization. Any suspended coach desiring reinstatement must petition the Board of Trustees. In the event that a suspension is accompanied by a termination of the coach's membership in the Organization, reinstatement shall not be granted unless or until such coach's membership is reinstated in accordance with Article IV, Section 4 hereof.

### **SECTION 4: RESPONSIBILITIES**

In addition to his/her duties as coach of a team within their respective Sports Program, each head coach shall be responsible for the conduct of the personnel associated with his or her team.

### **SECTION 5: COSTS**

The Organization shall provide to each head coach all equipment necessary for

such coach's team to participate in their respective Sports Program. If a coach feels that additional equipment is necessary, he/she should request such items from the Coordinator for their respective Sports Program, who, if satisfied that such request is reasonable, will pass along such request to the Equipment Coordinator.

#### **ARTICLE X: PRESERVATION OF CERTAIN ORGANIZATION ASSETS**

Any funds donated to the Organization for purposes specified or restricted by the donor shall continue, if possible, to be devoted to the original purpose for which the funds were donated, and the funds so donated shall be accounted for separately. If it is not possible to use the funds for the purpose specified or restricted by the donor, then the donor, heirs, successors, or assigns should be consulted, if at all possible. If it is impossible to consult with the donor, heirs, successors, or assigns, then the funds shall be used for the purpose of providing programs that are consistent with the vision and mission of the Organization, after obtaining such approvals, if any, as may be required by law.

#### **ARTICLE XI: SAFE CHILD POLICY**

The Organization shall adopt a Safe Child Policy, which shall be in writing and shall be approved by the Board of Trustees. All Organization Members and Honorary Members shall abide by this Safe Child Policy. The Organization's Safe Child Policy shall be reviewed annually by the Board of Trustees and amended or restated as determined by the Board of Trustees.

#### **ARTICLE XII: AMENDMENTS TO BY-LAWS**

Any amendment proposed to the By-Laws shall first be brought to the By-Laws Committee. The By-Laws Committee shall prepare language necessary to give effect to the proposed amendment and shall pass on the proposed amendment to the President along with a recommendation as to whether the Board of Trustees should adopt the proposed amendment and shall state its reasons for such recommendation. The President shall forward the proposed amendment and the By-Laws Committee's recommendation to each of the Trustees. The proposed amendment shall then be voted on at the next regular meeting and shall require the approval of two-thirds (2/3) of the Trustees to adopt the proposed amendment.

#### **ARTICLE XIII: DISTRIBUTION OF ASSETS IN THE EVENT OF DISSOLUTION**

##### **SECTION 1: ENDOWMENTS**

In the event of a dissolution of the Organization, or the winding up of its affairs, or other liquidation of its assets, funds donated to the Organization's restricted or unrestricted endowments shall continue to be accounted for separately and shall continue to be utilized, if at all possible for purposes consistent with those of the donors. If it is not possible to use the funds for the purpose specified or restricted by the donor, then the donor, heirs, successors, or assigns shall be consulted, if at all possible. If it is impossible to consult with the donor, heirs, successors, or assigns, then the funds shall be used for the purpose of providing programs that are consistent with the vision and mission of the Organization, after obtaining such approvals, if any, as may be required by law.

## **SECTION 2: OTHER PROPERTY**

In the event of a dissolution of the Organization, the Organization's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property; all assets remaining after all debts and expenses of the Organization have been paid or adequately provided for shall be conveyed or distributed by the Board of Trustees to one or more organizations qualifying for exemption afforded by Section 501(c)(3) of the Code. Any assets not so distributed shall be disposed of by a court of competent jurisdiction within the Commonwealth of Pennsylvania to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.