

LUYAA CONSTITUTION AND BYLAWS

Amended June 2009

ARTICLE I- NAME

The name of the Corporation shall be the LINGANORE OAKDALE URBANA YOUTH ATHLETIC ASSOCIATION, INC., hereinafter referred to as the 'Corporation'.

ARTICLE II- PURPOSE

2.01- To organize and promote athletic and recreational programs on intramural and competitive levels on the basis of good sportsmanship and fair play; these standards are to be observed at all times.

2.02- To offer those programs to all interested youth in the Linganore and Urbana High School districts; any exceptions to be made at the discretion of the Board of Directors.

2.03- To provide an opportunity for our children to learn the fundamentals of their respective sports and under competent leadership, to enjoy participation and competition in organized leagues so that they may become better persons. To develop positive social values and character traits, good citizenship, physical and mental health, and a knowledge, appreciation and interest in sports. It is the goal of LUYAA to instill the will to win and the courage to accept defeat, with emphasis on clean play, safety, and sportsmanlike conduct.

2.04- To take into consideration, first and foremost, the health, welfare and ability of each individual participant whenever possible.

2.05- To raise, receive, invest and disburse funds and hold property for the purpose of the Corporation; no part of the income or assets of the not-for-profit corporation shall inure to the benefit on any private individual or member.

2.06- Support civic betterment and may lease, build or support the leasing/building of athletic complexes within the community.

ARTICLE III- MEMBERS

3.01- Membership: Membership of the Corporation shall be open to 1) the parents or legal guardians of participants in the Corporation's activities and 2) other interested persons 18 years of age or older.

3.02- Fees: Annual membership fee (to expire December 31 of each year) and shall be determined by the Board of Directors and entitles bearer to 1) vote in general membership meeting proceedings of the organization and 2) eligibility for members' children to participate in activities of the organization. If the Board of Directors deems it necessary to change the annual membership fee, it may do so by 1/3 majority of the total board at a regular or special board meeting. No membership shall be deemed transferable or assigned within the association.

Activity fees for the children of Officers of LUYAA, members of the Board of Directors, Sport Commissioners, and others as approved by the Board of Directors, will be waived in lieu of time provided to the organization.

Hardship Cases- In keeping with the corporate mission statement and purpose, the corporation desires that no child be prevented from participation in a sports program based solely on an inability to pay membership or registration fees due to hardship. Upon request of the parent or legal guardian of an eligible youth, the Board of Directors will review, on a personal and confidential basis, a waiver of membership and/or registration fees based on hardship. If the Board determines that a hardship does exist, the corporation will waive or reduce the registration and/or membership fees depending on the degree of hardship and/or offer the parent, legal guardian, or youth an opportunity to volunteer some free time to assist with various duties in consideration for a waiver in reduction of fees.

3.03- Vote: Each paid membership shall entitle bearer to one vote in general membership meeting proceedings and must be in good standing. In the event membership taken out in the name of Mr. and Mrs., one or the other may exercise one vote.

3.04- Good Standing: A member or player is considered in good standing if all fees have been paid in full and all volunteer duties have been completed, the player and parents have abided by all LUYAA and sport originations rules and regulations, as well as all parent and player codes of conduct, and all uniforms and equipment have been returned in good condition.

3.05- Bad Standing: The Board of Directors may place a member or player in bad standing by a majority vote if a member or player has not abided by section 3.04 or has conducted themselves in any behavior detrimental to the core purpose of the Corporation as determined by the Board of Directors. If a member or player is deemed in bad standing the member or player at

the Board of Directors sole discretion may have the following happen but limited to: being allowed to participate as a coach, attend practice, attend games, vote in Board Elections or hold any LUYAA position. The Board of Directors may at their sole discretion give some or all of the above mentioned penalties or implement any action that they deem necessary. A member or player will be placed back in good standing only by a majority vote of the Board of Directors.

ARTICLE IV- BOARD OF DIRECTORS

4.01- Number: The Board of Directors of the Corporation shall consist of eleven members elected by the general membership. Any change in the number of the Board of Directors must be decided by a majority vote of the general membership. The immediate past President may be retained as an advisor to the Board of Directors, but shall have no voting privilege. At no time shall the Board of Directors consist of more than 6 individuals from a given school district (i.e. Urbana or Liganore)

4.02- Term: The Board of Directors shall be elected for a term of two years.

4.03- Nominations: Nominations to the Board of Directors may be made by a nomination committee to be appointed by the existing Board of Directors, should the Board of Directors choose.

4.04- Vacancies: Any vacancy in the Board of Directors/Executive Board may be filled for the unexpired term by a two-thirds approval of the remaining Board of Directors. Any vacancy in the position of Executive Board, occurring by resignation, removal or otherwise, shall be filled by a member nominated by the President for the remainder of the original term. The President shall advise the Board of Directors of the nomination at the next general membership meeting or Special Board meeting called for that purpose. Such nominations shall be effective as of the date of the meeting, with approval by the Board of Directors by two-thirds vote to reflect a majority. In the event the President does not fulfill their term of office, the Vice President shall assume the role of President and the Board of Directors shall meet and elect and interim Vice President from the remaining members of the Board of Directors. The interim President and Vice President shall complete the remainder of the original term.

4.05- Election:

a) The members of the Board of Directors shall be elected by the general membership at the annual meeting by a majority vote. Each Director shall hold office until his/her term expires and until his/her successor shall have been duly chosen and qualified, or until he/she shall have resigned, or shall have been removed in the manner provided herein.

Candidates who run for election to the Board of Directors MUST submit the following at least 30 days prior to the date of the election:

Name

Address

Occupational and Education History

A brief statement why the candidate is interested in serving.

Candidates may also be asked to answer additional specific questions concerning issued which the Association is or may be facing. The questions, if any, will be published at least 60 days before the date of the semi-annual meeting.

b) To qualify to run for election to the Board of Directors, a candidate must be a Member in Good Standing with the Association.

4.06- Powers: The business of the Corporation shall be conducted by and managed by its Board of Directors, which may exercise all of the powers of the Corporation except as are by statue, by the charter, or by the Constitution and Bylaws, conferred upon or reserved to the members. The Board of Directors shall keep full and fair accounts of its transactions.

4.07- Meetings: The Board of Directors shall meet as soon as possible following the annual meeting to elect officers. The Board of Directors shall meet once a month minimum, at a time and place as designated by the President. Special meetings of the Board of Directors may be called at any time by the President or a Board member that shows just cause for such meeting and has support of majority of the existing directors.

4.08- Notice of Meetings: Except as provided in Article 4.07, notice of the place, day and hour of every regular and special meeting shall be given to such directors three days or more in advance of the meeting by delivering to him/her personally, or by sending the same to him/her by telephone, or by e-mail unless required by resolution of the Board of Directors. Notice may be waived by any director. Any meeting of the Board of Directors, regular or special, may adjourn from time to time to reconvene at the same place or some other place and no notice need be given of any such adjourned meeting other than by announcement.

4.09- Quorum: The number of Directors who shall be present at any meeting in order to constitute a quorum for the transaction of business or any specified item of business shall be at least a simple majority of all of the elected Directors then in number. The number of votes of elected directors that shall be necessary for the transaction of any business at any meetings of the Directors shall be a simple majority of those present.

4.10- Compensation: Director Fees and expenses of attendance, if any, may not be allowed to Directors for attendance at each regular or special meeting of the Board of Directors, and Directors as such, shall not receive any other compensation for their

services except as may be authorized or permitted by a vote of the Board of Directors. The Board of Directors is empowered to compensate individuals for services outside the scope of their individual duties as a volunteer.

4.11- Liability: Any person made a party to any action suit or proceeding by reason of the fact that he, his testator, or intestate is or was a Director or Officer of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by hire in connection with any defense of such action suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action suit or proceeding that such Director or Officer is liable for misconduct in the performance of his/her duties.

4.12- Removal: Any member of the Board of Directors missing three consecutive meetings without valid reason shall have his membership reviewed by the Board of Directors. The President may appoint a replacement of such member, with two-thirds approval of the Board of Directors, at any regular or special meeting, if deemed necessary.

ARTICLE V- OFFICERS

5.01- Executive Officers: The Board of Directors shall choose a President and Vice President from among the Board members, and a Secretary and Treasurer who need not be directors. Any vacancy in any of the above offices may be filled for the unexpired term by two-thirds approval of the Board of Directors at any regular or special meeting.

5.01/A- Term of Executive Officers: The term of office of the President of the Board of Directors shall be one year from the date of the semi-annual meeting at which he/she is elected. Should the term of the President of the Board of Directors expire before his/her term in the presidency of the Board of Directors expires, a new President will be elected by the Board of Directors. The terms of office of the remaining Executive Officers will be concurrent with the terms of the President. (Whenever a President is elected, an entire new slate of Executive Officers will be elected.)

5.02- President: The President shall preside at all meetings of the members and the Board of Directors at which he/she shall be present. He/She shall have general charge and supervision of the business of the Corporation. The President may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments, except in the case in which the signing thereof shall have been expressly delegated to some other Officer or agent of the Corporation. He/She shall perform all duties incident to the office of President of the Corporation, and such other duties as from time to time may be assigned to him/her by the Board of Directors.

5.03- Vice President: The Vice President, at the request of the President, or in his/her absence, or during his/her inability to act, shall perform the duties and exercise the functions of the President, and when so acting, shall have the powers of the President. The Vice President shall have such other powers and perform such other duties from time to time as may be assigned to him/her by the Board of Directors or the President.

5.04- Secretary: The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in books provided for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall be custodian of the records of the Corporation. The Secretary shall see that the Corporation seal is affixed to all documents requiring such, the execution of which on behalf of the Corporation, under its seal, is duly authorized and when so affixed may attest the same, and in general, shall perform all duties incident to the Office of Secretary of a Corporation and such other duties as may from time to time be assigned to him/her by the Board of Directors of the President.

5.05- Treasurer: The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit or cause to be deposited in the name of the Corporation, all monies or other valuable effects in such bank, trust company or other depositories as shall from time to time be selected by the Board of Directors. He/She shall render to the President and to the Board of Directors whenever required or requested an account of the financial condition of the Corporation, and in general he/she shall perform all duties incident to the Office of the Treasurer of a Corporation, and such other duties as from time to time may be assigned to him/her by the Board of Directors or the President.

5.06- Committees: The Board of Directors may from time to time appoint such committees, as it may deem desirable. Each such committee shall hold office for such period and perform such duties as the Board of Directors or President may prescribe. The Board of Directors may also from time to time authorize any committee to appoint and remove sub-committees and prescribe the duties thereof.

5.07- Removal: Any officer of the Corporation may be removed with just cause by a unanimous vote of entire Board of Directors at a meeting called for that purpose. Just cause being behavior detrimental to the core purpose of the Corporation as determined by the Board of Directors and/or general membership.

ARTICLE VI- MEETINGS

6.01- Semi-Annual Meetings: The Corporation shall hold semi-annually a special meeting of the members for the election of Directors and for the transaction of general business on the first or second Thursday in the months of June and December each

year, if not a legal holiday or in conflict with a special event. In such cases, the meeting will be held the third Thursday in the month of June or December. Such meetings shall be a general meeting that is to say, open for the transaction of any business within the powers of the Corporation. Public written notice of semi-annual meetings shall be tendered not less than fifteen days prior to the date of the annual meeting. Annual meetings shall be open to all members and general public, and shall be advertised as such. Being placed on the LUYAA website shall serve as public written notice.

6.02- Special Meetings: At any time in the interval between semi-annual meetings, special meetings of the members may be called by the majority of the Board of Directors. Public notice of such a meeting shall be given as expediently as possible. Being placed on the LUYAA website shall serve as public written notice.

ARTICLE VII- VOTING

7.01- Ballots: For the purpose of electing Directors, secret ballots will be used. For the purpose of conducting general business at the annual meeting or a special meeting of the general membership, a count of valid memberships will be administered.

7.02- Quorum Members: The number of votes of members shall be necessary for the transaction of business or of any specified item of business at any meeting of the members, including amendments to the Article of Incorporation, Constitution and By-laws, or the giving of any consent, shall be equal to at least a simple majority of the currently paid-up members present. The Board of Directors may not overturn the decisions of the general membership.

ARTICLE VIII- FINANCES

8.01- Checks, Drafts, etc.: All checks, drafts and orders for the payment of money, notes, and other evidence of indebtedness issued in the name of the Corporation shall, unless otherwise provided by resolution of the Board of Directors, be countersigned by such officers of Board Members as the Board may direct.

8.02- Annual Reports: A full and true statement of the affairs of the Corporation shall be submitted at the annual meeting of the members and recorded in the minutes of that meeting. Such statement shall be prepared by the President of the Corporation.

8.03- Fiscal Year: The fiscal year of the Corporation shall be from July 1 through June 30, unless otherwise provided by the Board of Directors.

8.04- Seal: The Board of Directors shall provide a suitable seal bearing the name of the Corporation, which shall be in charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof.

8.05- Bond: The Board of Directors may require any officer, agent or employee of the Corporation to give bond to the Corporation, conditioned upon the faithful discharge of his duties, with one or more sureties and in such amounts as may be satisfactory to the Board of Directors.

8.06- EXCLUDED

8.07- Insurance: The Board of Directors shall review, maintain, and update all insurance policies necessary to protect the corporation and the volunteers, and to remain compliant with what is considered as generally acceptable insurance policy guidelines for a non-profit youth sports organization. The President may appoint an insurance committee to review the insurance policies and coverage with qualified insurance representatives once a year prior to the policy renewal date. The committee shall provide a report to the Board of Directors no later than one general membership meeting prior to the renewal date.

ARTICLE IX- STAFF

9.01- Permanent Staff Positions: The following permanent staff positions will be appointed by the President and confirmed by a simple majority of the Board and will serve until a letter of resignation is received, removal by the Board or the position is not deemed necessary as determined by the Board.

9.01/A- Athletic Director (optional): Responsibility will be to enforce the policies and procedures of the organization as approved or amended by the Board of Directors. The Athletic Director is the liaison between the sports programs and the Board of Directors. The primary function of this position will be to assist the Sports Commissioners with concerns and complaints before they come to the Board of Directors. The Athletic Director, along with the Sports Commissioners, will also be responsible for the coordination and use of facilities, including signing facility request forms and acting as liaison.

9.01/B- Sports Commissioners: The Sport Commissioner will be responsible for all aspects of their sport, including, but not limited to, budgeting, planning, coordination, field allocation, daily operations, and the like. Sport Commissioners are responsible for enforcing all policies and procedures, approved or amended by the Board of Directors. The Sport Commissioner will appoint such temporary staff as necessary to implement, operate and administer individual season programs. The

appointment and/or termination of coordinators, temporary staff, and all coaches, shall be at the sole discretion of the commissioner, but must be approved by a simple majority of the Board of Directors. All appointments, nonetheless, automatically expire with the completion of the duties of the particular season. The Sport Commissioner will also be responsible for maintaining an inventory of all athletic equipment and uniforms used by their sport and procurement of such new equipment as deemed necessary. Inventories and purchases must be presented to the Board of Directors at the completion of each season along with final budget, and prior to the start of a new season along with the proposed budget. The term of the Sport Commissioner will continue until a letter of resignation is accepted, or is voted out of office by a simple majority of the Board of Directors.

9.01/C-Director of Membership/Registration: Whose duty it will be to conduct registration for all programs, collect all applicable fees or refer delinquent parties to the Board of Directors for action or exemption, disseminate the information acquired at registration to the staff directors and to the Board of Directors, maintain a current roster of all paid members of the organization to include name, address, phone number and names and ages of all children in the family, and collect membership fees.

9.01/D- Director of Fundraising (optional): Whose responsibility it will be to establish, coordinate, promote, and administer all fundraising activities including but not limited to soliciting donations from business and service organizations, and to manage the fundraising account. Activities must be approved by the Board of Directors. This position may be delegated to each sport, and/or supplemented through the Corporation with this appointment.

9.01/E- Director of Concession Operations (optional): Administration of operation of concessions at all LUYAA events. This administration includes purchase and distribution of product inventories and maintenance of financial accounts and funds generated by and necessary to the concession operations. This position may be delegated to each sport, and/or supplemented through the Corporation with this appointment.

9.01/F- Ambassador the Board of Education (optional): Whose responsibility it is to represent the organization and the Board of Directors to the Frederick County Board of Education, especially in regards to the use of facilities.

9.01/G- Director of Public Relations and Publicity (optional): Whose responsibility it is to promote the organization, see that a newsletter is published and distributed a minimum of 3 times per year, represent the organization to outside groups and generally see that publicity favorable to LUYAA is made known to the members and the general public.

9.02- Temporary Staff: The President of the Board of Directors or a simple majority of the Board may create and appoint any temporary staff positions they see fit. These temporary positions will expire at the annual meeting unless re-appointed by the subsequent Board or President.

9.02/A- Temporary Staff Selection: All temporary staff positions will be open to all qualified individuals. Openings will be posted on the LUYAA website prior to appointment. Application for any staff positions may be made by presenting a resume of qualifications and past experience to the President of the Board of Directors for consideration.

9.03- Selection: All staff positions will be open to all qualified individuals. Application for any staff positions may be made by presenting a resume of qualifications and past experience to the President of the Board of Directors or to the athletic director for consideration.

9.04- Removal: Any staff member and/or coach, permanent or temporary, whether appointed or approved by the Board or any Sports Commissioner can be removed with just cause (just cause being behavior detrimental to the core purpose of the Corporation as determined by the Board of Directors and/or the general membership), by a two-thirds vote of the Board of Directors. Removal can occur at a special meeting called for that purpose by vote of a simple majority of the Board of Directors, or at the monthly or semi-monthly Board meeting. Any dismissal approved by the Board can be temporarily overridden with the receipt of a petition representing greater than 33% of the participants in a given sport (petitioners must be paid members). The petition must be presented to the Board within 7 days after original termination date; a special meeting shall be called for petitioners to present their case to the Board for reconsideration. Board will then reconvene in private and vote again on dismissal. Decision of the Board will be final at this point.

ARTICLE X- PARLIAMENTARY PROCEDURE

“Simple Majority” equals greater than 50% vote. “Majority” equals greater than 66.6% vote. The President shall break any tie vote occurring on any transaction voted on by the Board of Directors.

ARTICLE XI- AGENDA

The agenda for all meetings, unless otherwise stated prior to that meeting shall be as follows:

- Call to Order by Presiding Officer
- Roll Call (for Board meetings only)
- Reading of Minutes
- Treasurer’s Report

- Reports of Committees
- Old Business
- New Business
- Announcements
- Adjournment

ARTICLE XII- AMENDMENTS

Any and all provisions of this Constitution and By-laws may be altered or repealed by a two-thirds vote of the members present and new By-laws adopted by a two-thirds vote of the members present at any annual meeting of the members, or at a special meeting called for that purpose. No proposition to amend shall be acted upon unless written notice fully describing the proposed amendment is given to all members of the Association at least thirty (30) days prior to the annual meeting or special meeting called for that purpose where the vote is to be taken.

ARTICLE XIII- MISCELLANEOUS PROVISIONS

13.01- Internal Financial Audit: A professional auditing firm shall be appointed, as deemed necessary, by the President of Board of Directors, to examine and otherwise audit all of the financial records and transactions during a specific fiscal year(s). The written report of the audit shall be added, along with any appropriate comments, etc., to the official minutes of such meeting by the Secretary.

13.02- Dissolution of Corporation: In the event of the dissolution of the Corporation for any reason and by any means, all assets or other property shall be deeded to, or otherwise transferred to, in equal shares, to Linganore and Urbana High Schools, and their feeder schools without any charge whatsoever or of any kind, for use by these schools for athletic and recreational programs. Should such an occasion present itself, it shall be the duty of the then currently presiding Officers of the Corporation to appoint, from among their group, a committee of no less that three persons to meet with the Principals of those schools involved or their duly authorized representatives and to arrange for the necessary details, to their satisfaction, for the manner and time in which the assets and other property of the Corporation shall be freely distributed to those schools for the use and purposes as described and provided for previously in this section.

APPROVED, by the Board of Directors of the LINGANORE URBANA YOUTH ATHLETIC ASSOCIATION, INC., in a semi-annual general membership meeting this Eleventh day of June, 2009. This document supersedes all previous ones.