

ARTICLE I - NAME

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

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ARTICLE II - PURPOSE

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

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

ADD NEW

2.06 – Lease construct and maintain fields and support facilities.

ARTICLE III - MEMBERS

3.02 - Fees: Annual membership fee (to expire December 31 of each year) shall be \$25.00 and entitles bearer to 1) one 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 2/3 majority vote of the total board at a regular or special board meeting.

More than one membership per family may be authorized.

Additional fees per activity may be assessed as deemed appropriate by the Board of Directors.

Activity fees for the children of: Officers of LUYAA, Members of the Board of Directors, Sport Commissioners, and other as approved by the Board of Directors, will be waived in Lieu of time provided to the organization.

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) one 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 **a 2/3 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 other as approved by the Board of Directors, will be waived in lieu of time provided to the organization.

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

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 is taken out in the name of Mr. and Mrs., one or the other may exercise one vote.

ADD NEW 3.04

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 organizations rules and regulations as well as all parent and player codes of conduct and all uniforms and equipment have been returned in good condition.

ARTICLE IV - BOARD OF DIRECTORS

4.01 - Number: The Board of Directors of the Corporation shall consist of eleven (11 members elected by the general membership. Any change in number of the Board of Directors must be decided by a majority vote of the general membership.

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The Board of Directors shall try to consist of equal members of the school districts (ie Oakdale, Liganore and Urbana) if possible. The President and Board should take this into consideration when replacing a member who has resigned or has been removed.

4.02 - Term: The Board of Directors shall be elected for a term of eighteen months.

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 will be made by a nomination committee to be appointed by the existing Board of Directors.

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 so choose.

4.04 - Vacancies: Any vacancy in the Board of Directors may be filled for the unexpired term by a two-thirds approval of the remaining Board of Directors.

4.04 - Vacancies: Any vacancy in the Board of Directors. Officers may be filled for the unexpired term by a two-thirds vote of the remaining Board of Directors.

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, 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 a majority of the existing directors.

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 a 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 leaving the same at his/her residence or usual place of business, or in the alternative by mailing such notice seven days or more before the meeting, postage prepaid, and addressed to him/her his/her last known post office address, according to the records of the Corporation, 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, or some other place and no notice need be given of any such adjourned meeting other than by announcement.

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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.

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.**

4.12 - Removal: Any member of the Board of Directors missing three consecutive meetings without valid reason shall have his membership reviewed by a committee. This committee shall be appointed by the President for the purpose of reviewing delinquent attendance and making recommendations to the Board of Directors for replacement of such member(s) if deemed necessary.

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 vote of the Board of Directors, at any regular special meeting, if deemed necessary.

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ARTICLE V - OFFICERS

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 By-laws 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, 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 or the President.

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5.07 -- Removal: Any officer of the Corporation may be removed with cause by a vote of two-thirds of the entire Board of Directors at a meeting called for that purpose.

5.07 - Removal: Any officer of the Corporation may be removed for any reason by a 2/3 vote of the entire Board of Directors at a meeting called for that purpose.

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 Thursday in the months of June and December each year, if not a legal holiday. In such case, the meeting will be held the second 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.

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.**

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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.

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. **(Special Executive sessions shall be exempt from public notice)** 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.**

ADD NEW

8.06 - Financial Institutions: All monies received by the corporation shall be deposited in a bank and/or an approved financial institution, approved by the Board of Directors, and all disbursements shall be approved by the Board and made by checks signed by the Treasurer or co-signed by the President or Vice President.

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 the election of a new President or removal by the Board.

9.01 – Permanent Staff Positions: The following permanent staff positions will be appointed by the President and confirmed by a 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: Whose responsibility it 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 solve concerns and complaints before they come to the Board of Directors. The athletic director, along with the Ambassador to the Board of Education (See §9.01F), will also be responsible for the coordination and use of facilities, including signing facility request forms and acting as liaison. The Athletic Director will assist commissioners with education and training for all coaches.

9.01/A - Athletic Director (optional): Responsibility will be to **encourage** 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, may also **assist in** the coordination and use of facilities, including signing facility request forms and/or- acting as liaison. 9.01/B - Sport Commissioners: The sport commissioner will be responsible for all aspects of their sport, including: budget, planning, coordination, field allocation, daily operation, and completion of the program that they are in charge of. 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 of coordinators and all head coaches and coordinators must be approved by a simple majority of the Board of Directors and automatically expires 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 and uniforms as approved by the Board of Directors in operating budgets. Inventory of equipment must be presented to the Board of Directors prior to and at the completion of each season. 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.

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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 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/D - Director of Fund Raising: Whose responsibility it will be to establish, coordinate, promote and administer all fund raising activities to benefit the organization, to manage fund raising account. Activities must be approved by the Board of Directors. Also, solicitation of donations from business and service organizations within the Linganore/Urbana area. This position may be provided by each sport or through the entire organization

9.01/D - Director of Fundraising (optional): Whose responsibility it will be to establish, coordinate, promote, and administer all fund raising activities including but not limited to soliciting donations from business and service organizations, and to manage the fund raising 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.

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9.01/E - Director of Concession Operations: 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 operation. This position may be provided by each sport, or through the entire organization.

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 to the Board of Education: 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/F - Ambassador to 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: Whose responsibility it is to promote the organization, see that a newsletter is published and distributed at a minimum of 3 time 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.

9.01/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 subsequent Board or President.

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ADD NEW 9.02/a

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.

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9.04 - Removal: Any staff member permanent or temporary, whether appointed by the Board, the President, any permanent or temporary staff director and whether or not confirmed by the Board can be removed with cause, by a two-thirds vote of the Board of Directors at a special meeting called for that purpose by vote of simple majority of the Board of Directors or by petition signed by fifty paid members.

9.0 - Removal: Any staff member and/or coach, permanent or temporary, whether appointed or approved by the Board or any Sports Commissioner can be removed **for any reason** 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 2/3 vote of the Board of Directors, or at the monthly or semi-monthly Board meeting.

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ARTICLE X - PARLIAMENTARY PROCEDURE

Rules of Order" shall be the procedure on "Roberts all matters for the proper conduct and order of business at any and all meetings.

Change to:

"Roberts Rules of Order" shall be **just a guideline** on all matters for the proper conduct and order of business at any and all meetings.

The President shall break any tie vote occurring on any transaction voted on by the Board of Directors.

ARTICLE XIII - MISCELLANEOUS PROVISIONS

13.01 - Internal Financial Audit: A committee of three members at large and/or a professional auditing firm shall be appointed each year by the President to examine and otherwise audit all of the financial records and transactions during the preceding fiscal year. This audit shall be conducted subsequent to the date on which the preceding fiscal year ended, and prior to the annual meeting scheduled during the month of June, and shall include review of the tax information and/or other returns and reports prepared by the Treasurer for such year just ended. The audit committee shall render an oral and written report on the results and findings of their examination and review to the members present at such meeting during June of each year. The written report of the audit committee shall be added, along with any appropriate comments, etc., to the official minutes of such meeting by the secretary.

13.01 - Internal Financial Audit: A professional auditing firm shall be appointed, as deemed necessary by the **President or 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.