

BOILING SPRINGS YOUTH ATHLETIC ASSOCIATION

BY-LAWS

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ARTICLE I - NAME AND PURPOSE

The name of the league is Boiling Springs Youth Athletic Association (hereinafter referred to as “BSYAA”).

Purpose and Philosophy

The purpose of this non-profit organization shall be to promote, provide, maintain, and govern athletic programs for young people between the age of 3 and 15 of age. These efforts will provide the fellowship, physical fitness, good sportsmanship, training, and sponsorship of young athletes. A key component to accomplishing this goal is through demonstrations of good character by our adult volunteers.

Operation as Tax Exempt Organizations; Exempt Activities

- (a) BSYAA will operate as an organization within the meaning of Section 501(c)(3) of the Internal Revenue Code (“the Code”)
- (b) BSYAA will neither have nor exercise any power, nor will it engage directly or indirectly in any activity, that would invalidate its status as a tax-exempt organization with the meaning of Section 501(c)(3) the Code.
- (c) Notwithstanding any other provision in these Bylaws, no director, officer, employee, or agent of BSYAA is permitted to take any action or carry on any activity by or on behalf of BSYAA, which is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) the code.
- (d) No part of the net earnings of the league may inure to the benefits of, or be distributable to, any director, office, employee, or agent of BSYAA.
- (e) No director, officer, employee, or agent of neither BSYAA nor any private individual will be entitled to any distribution or division of the remaining property or proceeds of BSYAA.
- (f) If BSYAA dissolves, the balance of the money and property received by BSYAA, after payments of all the debts and obligations of the league, must be used, distributed, or transferred exclusively to an organization or organizations with a substantially similar purpose(s) to those for which BSYAA is organized. The Executive Board will choose the exact organization(s) for such a distribution.
- (g) BSYAA executive board should be made up of independent members and never over 49 percent or majority of the executive board, so the executive board should not be in business or a personal relationship that could be perceived as a conflict of interest. No immediate family members will serve on the board.
- (h) BSYAA will do a yearly review of all vendors, suppliers, and partners, and executive board members will notify and document any potential conflict of interest. Any time a vote is needed for any of the above that would be considered a conflict of interest (family, employment, business relationships); the affected board member should declare their interest and will step away leaving the room

during the whole discussion of the matter, and return after invited back from another board member when a ruling has been made.

ARTICLE II - MEMBERSHIPS

- (a) Members of BSYAA are comprised of any persons who subscribe to the constitution and bylaws of BSYAA and request membership, all elected officials of BSYAA including past presidents of BSYAA, any commissioner or coach of BSYAA, and the Board of Directors.
- (b) The Association shall conduct an annual enrollment of members, but persons may be admitted to membership at any time.
- (c) Only members in good standing of BSYAA shall be eligible to participate in its business meetings and to serve in any of its elective or appointive positions.
- (d) To be elected or appointed to any office one must have been a member in good standing of the association for at least 6 months.
- (e) Each member of BSYAA shall pay annual dues of \$10.00 per household.
- (f) Perspective members may join BSYAA by petitioning the President, Vice-President, Secretary, Treasurer, Parliamentarian, or Membership Committee, declaring subscription to the Constitution and bylaws and paying dues.
- (g) Members in good standing is defined as those members not under censure by BSYAA and having attended three general membership meetings in same calendar year.

ARTICLE III - BOARD OF DIRECTORS

General Powers

The affairs of BSYAA will be managed by or under the direction of its Board of Directors. The Board of Directors shall set all reasonable and appropriate fees necessary for the operation of BSYAA. Fees shall be payable at time of registration and any event cost shall be payable prior to player participation in the event.

Board of Directors

The board of directors shall be President, Vice President, Secretary, Treasure, and Parliamentarian. The board of directors will be the elected members of the association; each executive officer has one (1) vote on any question before the board of directors. The boards of directors govern the by-laws, state and federal laws and the policies and procedures of the association. The Board of Directors require a 3/5 vote on any business presented to the Board of directors. Unanimous electronic written consent is permitted, but only goes in effect after all 5 board of directors have signed their consent, and only if signature is authenticated.

Executive Board

The Executive board of BSYAA shall be the board of directors and the chair of each committee that was appointed by the board of directors. Each Executive Officer has one (1) vote on any question before the executive board.

Appointed Members

The appointed members of the Board of BSYAA shall be the Commissioners, or Committee Chairs. All appointed members shall be a minimum of eighteen (18) years of age. Appointed members shall be appointed by a majority vote of the board of directors.

Terms,, Qualifications, Duties, and Limitations

- (a) **Number:** The Number of Executive Officers of the league will remain five officers
- (b) **Qualifications:** Board Members need not to be residents of South Carolina but need to be members of BSYAA.
- (c) **Duties:** All Board members shall consistently serve BSYAA in good faith consistent with the goals of BSYAA. This includes executing the task of their office and consistently attending meetings during their term in office.
- (d) **Limitations:**
 - a. No part of the net earnings of BSYAA shall inure to any member of the board, nor to any other private person, excepting solely such reasonable compensation that the league shall pay for services actually rendered, or allowing by the league as a reasonable allowance for authorized expenditures on behalf of BSYAA.
 - b. No substantial part of the activities of BSYAA shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and BSYAA shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
 - c. BSYAA shall not lend any of its assets to any member of the board, or guarantee to any person the payment of a loan by and officer of BSYAA.
 - d. At all times the Executive board majority will be independent members, and never over 49 Percent will be related in personal or business.

Elections

- a) **When:** Elections shall be held at the November meeting. The poll shall be open for a minimum of two (2) hours, from 6:00PM until 8:00PM.
- b) **How:** All persons voting will be asked for identification and recorded as having received a ballot from the secretary. All marked ballots shall be placed within a

sealed ballot box. The ballots shall be counted and newly-elected officers announced prior to the conclusion of the meeting.

- c) **Counting:** Ballots will be counted by the nominating committee in an undisclosed location, and they will present the results to the floor.
- d) **Terms:** Terms for elected officers shall be one year beginning December 1st of the year elected and ending November 30th one year later. Officers may serve multiple terms, but no more than four consecutive terms in the same office.
Voting: Voters must be present to cast a vote during the allotted time. No Proxy or absentee voting.
- e) **Tie:** In the event of a tie in an elected office, there will be a run-off election 72 hours from the event.

Resignation

- a) Any Officer may resign at any time by giving written or verbal notice to the President or the Secretary of the league.
- b) **Effective Date:** An Officer's resignation will take effect when the notice is delivered unless the notice itself specifies a future date. Moreover, unless the notice specifies otherwise, the acceptance of an Officer's resignation is not necessary to make it effective.

Removal

Any elected member of the Board of Directors may be removed from the Board and forfeit their position for failing to carry out expected duties or conduct detrimental to BSYAA via the following process:

- a) A written complaint must be presented to the Board of Directors.
- b) The complaint will be reviewed and investigated by the executive officers. If sufficient justification exists, a hearing before the full board will be held. Legal advice will be sought from professional legal counsel, allowing due process.
- c) A motion for the removal, with cause, of one or more members of the Board of Directors may then be made at any general or special meeting.
- d) If motion to remove one or more officers is passed, the Director(s) sought to be removed and all members of the league will be notified no less than twenty (20) days prior to the next general meeting where a removal vote will occur.
- e) Removal from office requires a $\frac{3}{4}$ majority vote of the voting members present at the general meeting. An Officer's removal will be held without prejudice to his or her contract rights, if any.

Any appointed member, commissioner, may be removed from office by a majority vote of the Executive Board, and after showing cause and sufficient justification exist, the appointed member, commissioner should be allowed due process.

Vacancies

Any Vacancy occurring in the Board of Directors may be appointed by the Board of Directors at a special meeting called for that purpose. A quorum must be present unless all current members of the Board of Directors are present. Appointed officers shall be appointed by a majority vote by the elected officers. Each director elected to fill a vacancy will hold office for the duration of the unexpired term of his predecessor in office.

Director Conflict of Interest

- (a) If a transaction is fair to BSYAA at the time it is authorized, approved, or ratified, the fact that any director of BSYAA is directly or indirectly a party to the transaction is not grounds to invalidating the transaction.
- (b) In a proceeding contesting the validity of a transaction described, the person asserting validity has the burden of proving fairness unless:
 - a. The material facts of the transaction and the directors or relationship where disclosed or known to be Board of Directors, and the board authorized, approved or ratified the transaction by the affirmative votes of a majority of disinterested officers, even though the disinterested officers did not constitute a quorum; or
 - b. The material facts of the transaction and the director's interest or relationship were disclosed or known to the members entitled to vote, if any, and they authorized, approved, and ratified the transaction without counting the vote of any member who is an interested director.
- (c) **Quorum, Voting:** The presence of the director, who is directly or indirectly a party to the transaction, or a director who is otherwise not disinterested, may be counted in the determining whether a quorum is present but may not be counted when the board of officers take action on the transaction.
- (d) **Indirectly.** A director is "indirectly" a party to a transaction if he or she either:
 - a. Had a material financial interest in the entity with which the transaction is occurring; or
 - b. Is an officer, Director, or general party with the entity with which the transaction is occurring.
- (e) **Great Exception.** If a director of the league is also an officer or director of both parties to a transaction involving the grant or contribution, without consideration, from one entity to the other, the director is not "indirectly" a part to the transaction so long as the director does not have a material financial interest in the entity that receives the grant or contribution.

Powers and Duties

President

The President will:

- (a) Be the principal executive officer of BSYAA and assume responsibility for the Board's operations.
- (b) Ensure that all orders, resolutions, and directives of the Board of Directors are carried into effect.
- (c) Preside at all board meetings.
- (d) Enforce the By-Laws and any amendment to them, enforce state and federal laws.
- (e) Appoint all committees and serve as an ex-officio member of all communities.
- (f) Cast the deciding vote in the event of a tie vote at Board meetings.

Vice President

- (a) Have all the powers and perform all the duties of the President in the absence or incapacity of the President.
- (b) Be subject to the same restrictions as the president.
- (c) Assist the president in the discharge of duties as the president may direct.
- (d) Preside at all meeting in the absence of the president.
- (e) be responsible for the proper conduct of all regular and special elections.

Treasure

- (a) keep full and correct account of receipts and disbursements in the books belonging to BSYAA, and must deposit all moneys and other valuable effects in the name and to the credit of BSYAA, in the bank(s) designed by the Board of Directors.
- (b) Will dispose of funds of BSYAA as may be ordered by the Board, taking proper vouchers for such disbursements, and must render to the President and the Board of Directors, whenever they may require it, an account of all his or her transactions as treasure and the financial condition of the league.
- (c) Perform any other duties assigned to him or her by the President.
- (d) Maintain BSYAA's official bank account(s) and make monthly reports at the regular schedule meetings indentifying the previous months receipts, disbursements and current balance(s).
- (e) Sign all checks issued from BSYAA bank account and ensure that the appropriate countersignature of another board member(s) has been made.
- (f) Maintain printed record of all receipts and disbursements.
- (g) Accounts shall be examined annually after November 30th by an auditing committee of not less than two members appointed by the executive committee. This committee shall sign a statement that they find the treasure's report correct or incorrect.

- (h) File appropriate documentation with government agencies to maintain not for profit and/or tax-exempt status, or with the league accountant to make sure it is filed properly and timely.
- (i) Make sure insurance premiums are paid on time and accurately

Secretary

The secretary will:

- (a) Act as Secretary of the Board of Directors.
- (b) Give, or cause to be given, all notices in accordance with the provisions of these bylaws or as required by law.
- (c) Read the minutes and attendance of each meeting and submit a written and electronic report by the next meet.
- (d) Supervise the custody of all records and reports and will be responsible for the keeping and reporting of adequate records of all meetings of the Executive Board written and electronically.
- (e) Maintain an official copy of BSYAA's By-Laws.
- (f) Perform such other duties as may be assigned from time to time by the president.

Parliamentarian

The parliamentarian will:

- (a) Shall advise the president or presiding officer on questions on Parliamentary Law and matters of procedure.
- (b) He should be assigned a seat near the presiding officer for convenient consultation and should always be referred to as the "Parliamentarian".
- (c) Should always be knowledgeable of the bylaws and the Parliamentary Laws that govern BSYAA and state/federal compliance laws for non-profit status.

ARTICLE IV - COMMITTEES AND DIRECTORS

Committees Roles, Duties, limitations

- (a) The Executive Board is here to support the Chair "Commissioner or Director" and its committee, not to micro-manage them in their duties. The board gives authority to the appointed chair "Commissioner or director" to operate within its roles and duties, and limitations.
- (b) Roles –
 - a. Chair or Director– Is to serve over the committee that they serve, report back to the Board of Directors of any issues that need resolution.

- b. Committee – To assist the Chair in helping with the goals of the league with in that committee.
 - c. Athletic Committee – Each major sport will have its own committee, and the Athletic Committee will be made up of any coach of that sport.
- (c) Duties -
- a. Will operate within the Bylaws and BSYAA policies and procedures
 - b. Will manage schedules for their sport (if applicable)
 - c. Will manage coaches within their sport (if applicable)
 - d. Will handle all parent, coach issues and report them to the Board of Directors as soon as possible
 - e. Will operate with the rules of their Specific sport (if applicable)
 - f. Will operate with their approved budget (if applicable)
 - g. Seek permission from the board of directors anything not outlined in their duties, in the BSYAA policies and procedures

Nomination Committee

- a) There shall be a nominating committee composed of three (3) members; one of whom shall be selected by the executive committee from its body and shall serve as chair of the committee and two (2) shall be elected by the members present at the regular meeting in the month of September at least two month prior to the election, for any offices that are open for election or re-election.
- b) The nominating committee shall nominate one eligible person for each open office to be filled and shall report its nominees at the October monthly meeting at least 30 days before the election, at which time additional nominations may be made from the floor.
- c) Officers shall be elected by the BSYAA members and a simple majority vote at the regular meeting in November of each year. Their terms of service begin December 1st.
- d) Only those persons who signified their consent to serve if elected shall be nominated for or elected to such office.

Other Committees

The executive board may appoint any such committee as he or she deems necessary for the operation of the league. The executive board will appoint one (1) member to the chair of each committee. Committees need not be composed of members, but must report directly to the Board of officers.

Quorum; Voting

A majority of the entire committee will constitute a quorum for committee action at any meeting of the committee. The act of the majority of committee members present and voting at a meeting at which a quorum is present will constitute the act of the committee.

Duties and Limitations

All committee members will serve at the direction of the Board of Directors. Each committee may only exercise the authority granted to it by the Board of Directors that are consistent with the goals of the committee.

ARTICLE V - MEETINGS

Regular Meetings

The Board of Directors will hold regular monthly meetings on the fourth Monday in each month at 6:30 PM unless otherwise provided by BSYAA or by the executive committee. Meetings schedules shall be published in the BSYAA newsletter or website at least seven (7) days prior to each meeting. Roberts Rules of Order, in its latest revision, shall govern at all meetings when consistent with the By-laws of BSYAA.

Special Meetings

Special meetings of the Board of Directors may be held at any time but only if they are properly noticed pursuant to Art. IV. Sec. (4). The meetings may be called by the president or request from any two (2) executive officers. Any member of BSYAA may request a special meeting by submitting a written request to the Board of Directors explaining the reason of that request. Special meetings of the Board of Directors will be held at the place specified in the call for the meeting. Committee meetings will be held at the discretion of the Chairman/director of the particular committee.

Notification of Meetings

- (a) Timing: Notice of each meeting must be delivered by or at the direction of the secretary to each director at least seven (7) day, but not more than sixty (60) days, before the day on which the meeting is to be held.
- (b) Delivery: Notice may be given electronically via facsimile, email, or other electronic delivery methods permitted by law.
- (c) All members with BSYAA will be notified of any meeting (7) days prior to the date of the meeting via newsletter, email, or other electronic delivery method permitted by law.

ARTICLE VI - Fiscal Year

The fiscal year of BSYAA shall begin December 1st and end the following November 30th.

ARTICLE VII - PARLIMENTARY AUTHORITY

Roberts Rules of Order Revised shall govern BSYAA in all cases in which they are applicable and in which they are not in conflict with these bylaws.

ARTICLE VIII - AMENDMENTS

Section 1: The Bylaws may be amended at any regular meeting of BSYAA by a two-thirds vote of the members present and voting, provided that the notice of the proposed amendment shall have been given at the previous meeting.

Section 2: A committee may be appointed to submit a revised set of Bylaws as a substitute for the existing bylaws only by a majority vote at a meeting of BSYAA, or by two-thirds vote of the executive committee. The requirements of a revised set of Bylaws shall be the same as in the case of an amendment.

ARTICLE IX – BSYAA POLICIES AND PROCEDURES / SPORTS RULES

- (a) BSYAA policies and procedures are automatically an article of the BSYAA By-laws and may be revised without amendment to this article by the board of directors.
- (b) Any revision of the policies and procedures must be submitted by the athletic committee or executive committee to the board of directors for a 3/5 majority vote for approval. If approved, they go in effect immediately and the revised policies and procedures will be notified to the membership at the next general membership meeting, no voting is needed.
- (c) Any action presented by the athletic committee to the board of directors receiving a 3/5 majority vote is the approved.
- (d) Any person violating the policies and procedures, which has been created to protect and fulfill the purpose of BSYAA, shall be in violation of these By-laws. The violator may be censured by the Board of Directors.

ARTICLE X -SPORTS FACILITIES

The facility is located at 2427 Bryant Rd. Chesnee SC. It is owned and operated by the association. Any major upgrades or changes to the facility will require the following steps.

- (a) Request made at the monthly meeting
- (b) A 3/5 vote from the Board of Directors
- (c) 30 days notice sent out to the members of BSYAA
- (d) 2/3 majority vote from the quorum at the following monthly meeting