



NORTHWESTERN YOUTH ATHLETIC ASSOCIATION, INC.
BY-LAWS
Effective September 01, 2017

ARTICLE I -- NAME AND LOCATION

1. The name of this corporation shall be the NORTHWESTERN YOUTH ATHLETIC ASSOCIATION, INC., hereafter referred to as "NYAA."
2. The registered office of the NYAA shall be 6497 Northwest Road, New Tripoli PA 18066; mailing address P.O. Box 7, New Tripoli, PA 18066.
3. The NYAA may also have offices at such other places as the Executive Board may from time to time appoint or the activities of the NYAA may require.

ARTICLE II -- PURPOSE

The purpose of the NYAA shall be to sponsor, direct and coach youth athletic programs (provided by the NYAA) which are not provided by the Northwestern Lehigh School District. It will be the intent of this organization to encourage and actively promote good sportsmanship, leadership, discipline and respect among the team members, parents, coaches and provide a drug-, tobacco- and alcohol-free environment for our youth.

It is the goal of the NYAA to see that every child, in every league, should participate in every game and play at least 25% of each sport season available.

ARTICLE III -- MEMBERSHIP

A. Eligibility

People living within the Northwestern Lehigh School District are eligible for NYAA membership. Membership in the NYAA shall be granted to the following: i) every individual residing at the address of a properly registered participant of an NYAA sanctioned sporting program, and/or ii) the legal guardian of a properly registered participant of an NYAA sanctioned sporting program. Membership commences upon the eligible Member(s) paying the applicable membership dues and signing the NYAA Code of Conduct prior to the November meeting. Membership automatically terminates and must be renewed on December 31 of each respective year.

B. Voting Rights

1. Members vote on the following NYAA matters:

- i) Election of Officers and Program Directors. For eligibility to vote in elections a member (including officers and directors) must attend four (4) of the eleven (11) scheduled meetings held between January 1 and November 30;
- ii) Adoption and amendments to the By-Laws; and
- iii) Expenditures in excess of \$5,000.00 which are not listed in the yearly budget.

2. Each Member is entitled to one vote in the above listed matters provided that the individual Member meets the following requirements:

- i) The Member is at least 18 years old;
- ii) The Member is present at the meeting during the casting of votes on the matter being voted upon;
- iii) The Member is in good standing and has paid all applicable membership dues and sport fees by the November meeting.

C. Membership Privileges

Members are expected to contribute time/effort toward the effective operation of the programs for which they are registered. In addition, and while maintaining a membership in good standing, they are entitled to participate in the following:

- a. Holding various office(s) or appointed position(s) of the NYAA
- b. Coaching or refereeing (with NYAA approved background check)
- c. Representation of the NYAA at functions/activities
- d. Attending Monthly or Special NYAA meetings
- e. Attending games and practices
- f. Voting rights subject to the conditions herein



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D. Monetary Support The NYAA offers monetary support for those who can provide evidence of financial need. The Executive Board will review and approve/reject all requests prior to the start of each season. Eligibility will be evaluated for each season, and prior qualification does not guarantee future qualification.

- a. The NYAA reserves the right to revoke membership privileges, including Monetary Support, when deemed necessary to maintain the furtherance of the NYAA purpose.
- b. Any participant who, without prior approval of the Executive Board, has not paid his or her membership dues and/or sport fees will not be able to participate in NYAA sanctioned activities.

E. Associate Members

People residing outside the Northwestern Lehigh School District are eligible to become Associate Member(s) of the NYAA, subject to the following conditions:

- a. The Director of the subject activity must approve participation of the Associate Member in the sport/team.
- b. The Associate Member must pay all applicable membership dues and sports fees.
- c. The Associate Member must participate in all applicable fundraising activities.
- d. Associate Members have no NYAA voting rights
- e. No regular NYAA Member(s) can be eliminated from a team to be replaced by an Associate Member, with the exception of specific league territories granted to the NYAA.

F. Responsibilities of Members Every Member and Associate Member of the NYAA has the responsibility to pay all dues and sports fees in a timely manner, insure all program participants are properly prepared for practices and games, and use suitable sportsmanship on and off the fields/courts. As a volunteer supported organization, Members and Associate Members are also expected to contribute time/effort toward the effective operation of the programs, and/or to provide monetary support to the NYAA.

G. Privacy Rights Every Member and Associate Member of the NYAA must respect individual rights of privacy, including but not limited to the Names, Postal Addresses, Phone Numbers, Email Addresses, Children's Names and ages, and any other Personally Identifiable Information which are collected or shared in the course of participation in an NYAA supported program. When provided during the course of registration or participation, this personal information remains the sole property of the NYAA. Usage of this personal information is strictly prohibited unless approved by a Program Director and the Executive Board.

H. Termination or Suspension for Good Cause

All Members and Associate Members shall conduct themselves in a manner which will promote and enhance the standing of the NYAA within the community, make it viable and always serve the best interest of our youth. Any Member or Associate Member that downgrades the NYAA, its teams, players, coaches, officers or program directors will have given sufficient cause for the suspension of any/all membership privileges and/or expulsion from the NYAA by a majority vote of the Executive Board.

Membership can be terminated or suspended temporarily or permanently as follows:

- 1) Prior to a regularly scheduled NYAA meeting, and under exceptional circumstances, membership can be indefinitely suspended with the approval of no less than two (2) Executive Board members. A hearing on the Member or Associate Member's suspension will be held in accordance with the provisions below at a special meeting convenient for the Executive Board in its sole discretion. In any event the hearing shall be held within 6 months of the suspension.
- 2) Membership may be terminated by voluntary resignation of the Member.
- 3) The Executive Board, by a majority vote shall have the authority to discipline, suspend or terminate a Member or Associate Member permanently or temporarily when the conduct of the Member or Associate Member is considered by the Executive Board to be detrimental to the best interest of the NYAA. Ground for termination/suspension includes, but is not limited to, non-compliance with NYAA rules, guidelines and/or policies.
- 4) The Member or Associate Member accused of conducting themselves in a fashion detrimental to the NYAA shall be notified of the special Executive Board meeting at which time the Member or Associate Member's conduct will be considered. The Member or Associate Member shall be given the opportunity to appear at the special meeting to answer the charges. The special meeting shall only be open to the

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Executive Board and the accused Member or Associate Member; the general membership shall not be permitted to attend.

5) Discipline applied to a Member or the Associate Member may include the loss of any or all of the membership privileges plus any other restrictions deemed appropriate by the Executive Board in its sole discretion.

6) The Executive Board may determine that the disciplining of a Member or an Associate Member shall affect the status or rights of another Member or Associate Member, whether youth or adult, depending on the circumstances surrounding the need for discipline.

7) All property owned by the NYAA shall be returned to the Secretary within 7 days of the effective date of a Member or Associate Member's termination and/or suspension.

ARTICLE IV -- OFFICERS AND DIRECTORS

A. Executive Board

The Officers of the NYAA shall comprise the Executive Board and shall consist of the President, First Vice President, Second Vice President, Treasurer and Secretary, Assistant Treasurer, and Assistant Secretary. Any action of the Executive Board requires four (4) votes with the exception of the removal of an Officer or Program Director which requires five (5) votes.

The functions of the Executive Board are:

To take any and all action on behalf of the NYAA in furtherance of the NYAA's ideals and purposes as set forth in these By-Laws which are not prohibited by law or otherwise and not expressly reserved for the Members. These actions shall include but not be limited to the following:

- a. To maintain financial records of the NYAA;
- b. To create and maintain a Code of Conduct and formal rules for the NYAA;
- c. To adopt an operating budget and to vote on non-budget expenditures which do not exceed \$5,000 (any non-budget expense in excess of \$5,000 are to be submitted to a vote of the membership as set forth herein);
- d. To purchase and maintain all insurance policies of the NYAA;
- e. To establish committees and define their duties; and
- f. To schedule and announce monthly meetings and special meetings.

B. Board of Directors

The Board of Directors shall consist of the Executive Board and the following Program Directors: Baseball Director (Youth Program -- Tball, Grasshopper, A, AA, AAA), Baseball Director (Connie Mack/Senior and Junior Legion Program), Cheering Director, Football Director, Soccer Director, Basketball Director, Softball Director, Volleyball Director, Field Hockey Director, Boys Lacrosse Director and Girls' Lacrosse Director. It will also include any other Program Directors that may be established by the Executive Board. It is strongly recommended that no one (1) person should hold more than one Program Directorship or other position within the NYAA due to possible conflict of interest, workload and effectiveness; however, should the situation arise, only one (1) vote may be cast by that individual.

C. Elections

Officers and Directors shall be elected at the November general meeting of the NYAA and will assume office in December, with the exception of winter sports where the new Program Director shall assist the existing Program Director for the duration of the winter sport season and shall assume the director's position at its conclusion. Election of new Officers will be held as the last item of business at the November meeting.

The terms of the Officers and Directors shall be for one (1) year except for the President, 1st Vice President, Secretary and Treasurer which will be for two (2) years. In the event of early termination or vacancy of an Executive Board Member or Sport Director, the appointed/elected Officer or Director will fulfill the original term of the position. Terms of the President and Treasurer will run concurrently. Terms of the 1st Vice President and Secretary will run concurrently.

D. Nominations

At the September meeting, the President shall appoint a Nominating Committee consisting of an Executive Board member and two (2) Members who are not on the Board of Directors. The Nominating Committee shall propose the names of the nominees to fill the vacancies due to the expiring terms in offices. All Nominating Committee reports shall be given to the Members at the October meeting.

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Nomination of Officers and Program Directors will also be accepted from Members at the November meeting.

E. Voting at Elections

Voting for elections shall be by secret ballot at the regularly scheduled November meeting, unless a nomination is unopposed.

F. Vacancies

For any vacancy of an Officer or Program Director that exists, the Executive Board shall have the responsibility for the administration of duties of the vacant office. In the event of a vacancy, the Executive Board reserves the right to appoint an interim Officer or Program Director until the position is filled by the next scheduled election. The Executive Board may at any regular meeting declare vacant the office of an Officer or Program Director and remove said Officer or Program Director if: i) he or she has been declared incapacitated by an order of court, ii) is convicted or indicted of a felony, iii) fails to accept such office either in writing or by attending a NYAA meeting within sixty (60) days of election, or iv) fails to attend three successive regular monthly meetings of the NYAA, without obtaining prior written approval of the Executive Board. The office shall be filled pursuant to the terms of these By-Laws.

G. Removal of Officers and Directors Officers and Program Directors may be removed of their office for cause shown by the Executive Board at any NYAA meeting by five (5) votes of the Executive Board.

ARTICLE V -- MEETINGS OF THE MEMBERS

A. Meetings

Meetings of the NYAA will be held at a predetermined location on the last Thursday of each month, or as otherwise designated by the Executive Board.

B. Special Meetings

Special meetings, including meetings of the Executive Board, will be called by the President with a minimum of 24 hours' notice. Business transacted at all Special Meetings shall be confined to the purpose stated in the notice.

C. Agenda

All regularly scheduled meetings shall be conducted under the following rules of order:

1. Signing in of all members
2. Secretary's Report
3. Treasurer's Report
4. Public Report
5. Directors' Reports
6. Committee Reports
7. Old Business
8. New Business
9. Open Discussion
10. Adjournment

ARTICLE VI -- DUTIES OF OFFICERS

A. President - Elected for a two year term

1. Exercising control over the monthly meetings and coordinating the efforts of all Officers.
2. Designating special committees and selecting committee chairpersons. This includes selecting an auditing committee or auditor at the November general meeting to review the Treasurer's books by January 15th or at any time one is deemed necessary.
3. Authorizing the purchase of emergency items. The limit of these expenditures shall be \$500.00 total per program each year. These expenditures must be explained and substantiated at the next monthly meeting.
4. Planning the overall growth and direction of the NYAA.
5. Signing checks together with the Treasurer.
6. Making or submitting public announcements.
7. Obtain permission for the NYAA's use of fields and facilities.
8. Submit an Administrative budget.

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B. First Vice President – Elected for a two year term

1. In the absence of the President, fulfilling the duties of the President and presiding at the NYAA meeting.
2. Assisting the President in his duties, when requested.
3. Serving as a representative of the Executive Board at standing committees, as requested by the President.
4. Co-sign checks when either the President or Treasurer is unavailable.

C. Second Vice President – Elected for a one year term

1. In the absence of the President and First Vice President, fulfilling the duties of the First Vice President and presiding at the NYAA meetings.
2. Assisting the President in his duties when requested.
3. Serving as representative of the Executive Board at standing committees, as requested by the President.

D. Treasurer - Elected for a two year term

1. Receiving, depositing and disbursing money as directed by the guidelines set by the NYAA at the first general meeting of the year.
2. Reporting on the financial status of the NYAA at each monthly meeting.
3. Preparing the books for the annual audit or when requested by the President.
4. Maintain appropriate insurance coverage under direction of the President.
5. Assist in development and maintenance of online program registration process.

E. Secretary - Elected for a two year term

1. Recording and submitting of the minutes at general monthly, By-Law, Executive, Budget and other Committee meetings.
2. Mailing announcements to officers and members of the NYAA regarding upcoming meetings or special events requiring their presence, if necessary.
3. Performing secretarial duties relating to typing and copying of the correspondence and announcements, at the request of the President.
4. The secretary will provide printed sets of current By-Laws at the NYAA's first general meeting of the year (January) for all members present and to all members of the Board of Directors. Copies of the By-Laws will be available to all members upon request.
5. The Secretary will send minutes of the regular meeting to all members of the Board of Directors prior to the next month's meeting.
6. Responsible for posting minutes, announcements and updates on the NYAA website.

F. Assistant Treasurer - Elected to a one year term

1. In the absence of the Treasurer, fulfilling the duties of the Treasurer.
2. Assisting the Treasurer in his/her duties, when requested.
3. Serving as a representative of the Executive Board at standing committees as required.

G. Assistant Secretary - Elected to a one year term

1. In the absence of the Secretary, fulfilling the duties of the Secretary.
2. Assisting the Secretary in his/her duties, when requested.
3. Serving as a representative of the Executive Board at standing committees as required.

ARTICLE VII -- DUTIES OF COMMITTEES AND PROGRAM DIRECTORS

A. Special Committees - Special committees may be appointed from time to time by the Executive Board who shall prescribe their duties and may delegate administrative functions to such committees.

B. Standing Committees: Program Directors

1. Only one elected Program Director per sport, except as indicated in Article IV.B. Program Directors are responsible for developing and maintaining the individual programs for which they are responsible, compatible with the NYAA's purpose. A Program Director may assign responsibilities to Assistants or Coordinators as needed to manage their program. Assigned Assistants and/or Coordinators' names and responsibilities will be submitted to the Executive Board prior to the open of the sport's registration.
2. Submit and seek approval of the Executive Board by the January meeting for program budget. Program Director will also submit and seek approval of the Executive Board by the open of the sport's registration: evaluations for try-out teams, draft procedures, code of conduct, player/parent

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expectations and parent meeting agenda.

3. Structure the program continuity and efficiency. If additional funds are needed over and above the allocated amount, Executive Board approval is required. All items not approved will not be reimbursed.

4. Submit copies of official rosters (if not available through online registration system), a program overview with player head counts by age and gender, and team schedules to the executive board before the first official game. Ensure all players are rostered with the NYAA and follow guidelines as set for the under Article II -- Purpose.

5. Secure and maintain a safe playing environment for all the players, by coordinating efforts between coaches and volunteers, so that equipment and supplies are available to maintain the program.

6. Submit monthly reports by writing to the Secretary at least two days prior to each monthly meeting.

7. Attend monthly NYAA meetings and remain an active participant.

8. Establish and Insure Compliance with Uniform Guidelines.

9. Form all Teams. Program Director should establish and make public the procedures by which teams will be formed, players selected. When Tryouts are required, evaluation of placement on teams should be based on published guidelines/procedures. No eligible Northwestern Lehigh player should be "cut" or otherwise prohibited from play in lieu of another Associate Member. "Playing up" decisions should be made by the Program Director, and should be carefully considered to insure fairness in playtime for all.

10. Assign Coaches. Program Director has authority to decide on Head Coaches and Asst Coaches for all teams.

Program Director and/or members of the Executive Board will not be appointed to Head Coach and/or Assistant Coach tryout/travel teams, unless it is a team outside their Directorship responsibilities.

Program Director and/or Executive Board Members will not evaluate for placement on tryout/travel teams, in which their child is a participant. 11. Baseball (Connie Mack/Senior and Junior Legion) will follow the guidelines of their respective Leagues and/or Club organizations as outlined in their Executive Board approved Standard Operating Procedures. The Director of Baseball (Connie Mack/Senior and Junior Legion) will maintain a permanent officer position of the Governing Board of their League and or Club organizations.

ARTICLE VIII -- DISBANDMENT

Should the NYAA disband, all monies and property owned by it shall be disbursed to the Northwestern Lehigh School District and/or Northwestern Recreation Commission.

ARTICLE IX -- BY-LAWS

The By-Laws shall be adopted or amended by a majority of the Members present and eligible to vote at the meeting where the By-Laws or amendment thereto are put to membership vote. Any Officer, Program Director, or Member shall be permitted to propose at a regular NYAA meeting new By-Laws or an amendment to the existing By-Laws to the Executive Board. The Executive Board shall consider and vote on whether the proposed new By-Laws or the amendment to the existing By-Laws should be submitted to a vote of the membership. If the Executive Board votes to submit the new By-Laws or amendment to the existing By-Laws to a vote of the membership the vote shall occur at the next regularly scheduled meeting after the proposal has been approved by the Executive Board. Notice shall be sent to all Members and proposed changes posted to the NYAA website informing them of the upcoming vote regarding the By-Laws one week in advance of the regular meeting. All Members shall be given an opportunity to comment on the proposed changes to the By-Laws at the regular meeting.

ARTICLE X -- SPONSORSHIP

From time-to-time, and in an effort to decrease expenses incurred to effectively manage NYAA programs and membership, sponsorships will be accepted with the following guidelines:

1. Program Directors are responsible for establishing clear guidelines for individual sponsors, including applicable fees and timelines, and follow applicable league guidelines,
2. Program Directors must utilize sponsorship funds or resources equitably across teams,
3. All Sponsors must be approved by the Executive Board.

ARTICLE XI - Liability of Directors and Indemnification of Directors, Officers and Employees

1. Any director or officer of the association shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless:

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- (A) The Director has breached or failed to perform the duties of his office under 42 Pa. C.S.A. 8363 (relating to standard of care and justifiable reliance); and**
(B) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

2. The association may indemnify each person who is or was a trustee, director, officer or employee of the association, or of any other association which he served as such at the request of the association, against any and all liability and reasonable expenses that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the association or such other association or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he may become involved, as a party or otherwise, by reason of his being or having been a trustee, director, officer or employee of the association or of such other association, or by reason of any past or future action taken or not taken in his capacity as such trustee, director, officer or employee, whether or not he continues to be such at the time such liability or expense is incurred, unless it is determined by a court that the act or failure to act, giving rise to the claim for indemnification, constitutes willful misconduct or recklessness. As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by, a trustee, director, officer or employee, other than amounts paid to the association itself or to such other association served at the association's request.

The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a trustee, director, officer or employee acted willfully or recklessly, except where there shall have been a judgment rendered specifically finding that the action or conduct of such trustee, director, officer or employee constituted willful misconduct or recklessness. Furthermore, any trustee, director, officer or employee referred to in this Article who has been wholly successful, on the merits or otherwise, with respect to a claim, action, suit or proceeding of the character described herein shall be entitled to indemnification as of right. The rights of indemnification provided in this Article shall be in addition to any rights to which any person concerned may otherwise be entitled by insurance, contract or as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

The association may advance funds on behalf of any trustee, director, officer or employee for defense referred to in this Article, providing, however, that any such advance shall only be made upon the condition that said funds so advanced will be repaid to the association in the event it is later determined that such trustee, director, officer or employee is not entitled to indemnification under this Article.

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