



## **Bylaws**

Date of Adoption: February 15, 2015

### **ARTICLE I - NAME**

**Section 1:** The organization shall be known as the “**FORT CHERRY YOUTH FAST PITCH**” (**F.C.Y.F.P.**), hereinafter referred to as “**the Association**”.

### **ARTICLE II – OBJECTIVES/MISSION**

**Section 1:** The objectives and purposes of the Association shall be as follows:

**A)** To provide opportunities for any girl residing in the Fort Cherry school district or surrounding areas to play softball.

**B)** To encourage development of good qualities in the girls such as hard work, discipline, good sportsmanship, honesty, and courage, so that they may be better, stronger, and happier in doing so, it is hoped that they will grow to be good, healthy, confident adults.

**C)** It should be understood that the attainment of exceptional skills is secondary, and that character development, and well-being of the girls, must always take precedence. These objectives will be achieved by providing supervised and competitive softball opportunities.

**Section 2:** Girls in the FCYFP softball program will be provided responsible adult leadership; participate at a level commensurate with their maturity and ability; be treated with dignity, respect, and understanding.

### **ARTICLE III - MEMBERSHIP**

#### **Section 1: Eligibility**

Any person sincerely interested in active participation in pursuit of the objectives of the Association may become a member.

## **Section 2: Classes of members**

### **A) Parent Members:**

Any parent of an eligible player within the prior 24 months, shall be a Parent Member, but shall have no rights, duties, or obligations in the management or the property of the Association.

### **B) Community Members:**

Any person interested in furthering the objectives of the Association may become a Community Member, only after completing a minimal 6 month consecutive service period and attending 50% of the meetings during that probation period.

## **Section 3: Voting Rights**

**A)** All **Parent Members** become Voting Members as long as they have a player registered or have had a player registered within the prior 24 months.

**B)** All **Community Members** become voting Members after completion of probationary period.

**C)** Hereinafter, Voting Members shall be referred to as Members in Good Standing

**D)** Voting Members vote on all Bylaw changes and election of the Executive Board.

## **Section 4: Suspension-Termination**

Members may be suspended or terminated by action of the Executive Board when the conduct of such person is considered detrimental to the best interest of the Association or from violating the FCYFP Code of Conduct as follows:

**A)** The Executive Board, by a two thirds vote of the entire Board.

**B)** All grievances or concerns against any member, manager, coach, player, or parent shall be made in writing and forwarded to the Association Secretary, or another member of the Executive Board, who will notify all involved parties by certified mail, within seven (7) days, as to the nature of the grievance. All grievances should include all necessary information to the complaint or concern, being as specific as possible. Persons having a grievance filed against them will have the right to present testimony regarding the grievance by notifying the Association Secretary of their desire to do so within seven (7) days of receipt of the grievance notice.

**C)** The Executive Board has the authority to enter into an Executive Session to discuss any grievances, but shall vote on the disposition of the grievance at an open meeting.

## **ARTICLE IV - MEETINGS**

**Section 1:** Meetings will be held monthly during season or as necessary, at a date, time, and place to be determined by the Executive Board. In the off season they will be held bi-monthly. Notice of such meetings will be advertised on the website and through the association's email distribution list.

**Section 2:** Special Meetings may be called by the Executive Board, or upon the written request of ten (10) members, within ten (10) days of such request being filed with the Association Secretary. The president may call a Special Meeting to deal with a specific subject. No other business other than that specified in the notice of the meeting shall be transacted at any special meeting. Notice of Special Meetings will appear on the website and through the association's email distribution list when possible. When such notification is not possible, the Executive Board will notify the team managers of the date and time of the Special Meeting, and the managers will have the responsibility of notifying their members on their roster of the meeting.

**Section 3:** Quorum -Four voting members will constitute a quorum for the transaction of business. At least four (3) members of the quorum must be members of the Executive Board.

**Section 4:** Voting –Only Members in Good Standing are entitled to vote at any meeting of the Association. Members need not be in Good Standing to participate in any discussion or debate at the meetings.

**Section 5:** Robert's Rules of Order shall govern all meetings with any exceptions as specifically stated in these bylaws.

## **ARTICLE V - EXECUTIVE BOARD**

**Section 1:** The Executive Board shall permanently consist of the following officers:

- A)** President
- B)** Vice President
- C)** Secretary
- D)** Treasurer
- E)** Financial Secretary

**Section 2:** The Executive Board may expand to include other positions by a two thirds vote of the existing Executive Board.

**Section 3:** The Executive Board shall meet prior to any meeting when necessary.

**Section 4:** The Executive Board Members shall manage all property and affairs of the Association under the guidelines and limitations of these bylaws, and other motions duly approved by the Association.

**Section 5:** At any time, a member of the Executive Board may resign by giving written notice to the Association.

## **ARTICLE VI - EXECUTIVE BOARDS' DUTIES AND POWERS**

### **Section 1: ELECTIONS**

Officers will be elected by the Voting Members at the regular meeting held in November. They will assume their offices immediately after the election and will

serve a two year term.

## **Section 2: PRESIDENT**

The President shall:

- A)** Schedule, preside at, and conduct all meetings of the Association.
- B)** Appoint members to serve on special committees.
- C)** Work with all support positions and committee chairpersons.
- D)** Serve as a member of all committees of the Association.
- E)** Assign duties not otherwise established by the Bylaws or the Executive Board.
- F)** Oversee and render decisions in the best interest of the organization.
- G)** Conduct the affairs of the Association and execute the policies established by the board.
- H)** Communicate to the Executive Board on such matters as deemed appropriate and make suggestions as may tend to promote the welfare of the Association.
- I)** Be responsible for the conduct of the Association in strict conformity to the policies, rules and regulations of the FCYFP.
- J)** Investigate complaints, irregularities and conditions detrimental to the Association and report to the Executive board as circumstances warrant.
- K)** Conduct an anonymous survey to seek out opinions of the girls in the program on the past season including such topics as tournaments, uniforms, coaching, etc., to be used for the betterment of the Association.

## **Section 3: VICE PRESIDENT**

The Vice President shall:

- A)** In case of absence or disability of the President, and provided he/she is authorized by the President/Executive Board so as to act, the Vice-President shall perform the duties of the President and while so acting, shall have all the powers of that office, and shall perform such duties as from time to time that may be assigned by the Executive Board or the President.
- B)** Review and receive registration forms for player candidates and assist the President in checking residence and verifying eligibility.
- C)** Verify and ensure that all coaches within the association have submitted their Manager's Registration and obtained their Act 33/34 Clearances prior to participating with any team functions.
- D)** Maintain an accurate and up-to-date record of player registrations and birth certificates.
- E)** Assist any board member with any duties as necessary.

## **Section 4: SECRETARY**

The Secretary shall:

- A)** Be responsible for recording the activities of the Association and maintain appropriate files, mailing lists, and records.
- B)** Perform such duties as are specifically set forth herein, in addition to such duties that are customarily assigned to the office of Secretary or as may be assigned to the Secretary by the Executive Board.
- C)** Handle all forms and applications for insurance policies and league affiliations, keeping policy and forms available.

- D)** Maintain a list of all regular members, voting members, officers, committee members, players and sponsors and give notice of all meetings of the Association.
- E)** Record and prepare the minutes of all regular and special meetings of the Association.
- F)** Conduct all correspondence and report said correspondence to the Executive Board and the membership.
- G)** Turn over all records and documents to the newly elected officers.
- H)** Handle grievances as described in Article III, Section 4, Letter B.
- I)** Upon the election of new officers, verify and/or change the address of our Domestic Nonprofit Corporation's Registered Office with the state of Pennsylvania via a form through the "State Documents" link on the FCYFP website. It must be listed as the home address of one of our officers.

## **Section 5: TREASURER**

The Treasurer shall:

- A)** Receive and deposit all monies into the depository designated by the Executive Board.
- B)** Keep records of receipts and disbursements of all monies; approve all payments from allotted funds and draw checks thereof.
- C)** Prepare a year-end Financial Report for the January meeting.
- D)** Keep books, reports and file returns based on an annual accounting period beginning January 1 and ending December 31 of every year in order to maintain our status as a nonprofit organization under Section 501(c)(3) of the Federal Tax Regulations.
- E)** Prepare a budget to present to the membership by the December meeting.
- F)** Prepare a Treasurer's Report for each regular meeting disclosing all balances, income, and expenses since the last regular meeting.
- G)** Update the address on file with the bank whenever a new Treasurer is elected.
- H)** Every January, update the D&B Business Credit Profile as necessary via the "Dun & Bradstreet" link on the FCYFP website.
- I)** Every year file a Registration Statement with the Pennsylvania Bureau of Charitable Organizations via the link on the FCYFP website for the solicitation of funds and to comply with the Solicitation of Funds for Charitable Purposes Act.

## **Section 6: Financial Secretary**

The Financial Secretary shall:

- A)** Prepare a year-end financial report for the January meeting.
- B)** Record and perform all second checks on debits and spending.
- C)** Maintain a list of all assets owned by the Association.
- D)** Work in conjunction with the Equipment Manager to coordinate the distribution of team equipment and/or field supplies. (Including field dry, lime, bases, and pitching plates, etc.) For each team.
- E)** Prepare a list of all team managers, coaches, and team rosters.
- F)** Oversee the Concession stand Manager
- G)** Assist any board member with any duties as necessary

## **ARTICLE VII - REGULAR BOARD**

**Section 1:** The Regular Board Members shall consist of the following positions:

- A)** Fundraising Director
- B)** Director of Development
- C)** Concession Stand Manager
- D)** Equipment Manager
- E)** Player Representative

**Section 2:** The Regular Board may expand to include other positions by a two thirds vote of the Executive Board.

**Section 3:** The Regular Board Members shall manage all property and affairs of the Association under the guidelines and limitations of these bylaws, and other motions duly approved by the Association.

**Section 4:** At any time, a Regular Board Member may resign by giving written notice to the Association.

**Section 5:** Regular Board members can vote on potential Bylaw changes, which shall be taken to the board for a final vote.

**Section 6:** The board shall accept only one Regular Board member vote per household.

## **ARTICLE VIII - REGULAR BOARD MEMBERS' DUTIES AND POWERS**

### **Section 1: ELECTIONS**

Regular Board Members will be elected by the majority vote of the Executive Board at the regular meeting held in March. They will assume their positions immediately after the election and will serve a two year term.

### **Section 2: FUNDRAISING DIRECTOR**

The Fundraising Director shall:

- A)** Be responsible for the directing and organizing of all fund raising projects approved by the Executive Board and the membership, excluding concession stands, and will ensure that fundraising solicitations meet federal and state law requirements and solicitation materials are accurate, truthful, and candid.
- B)** Present projects to be considered for fund raising purposes to the Association.
- C)** Immediately turn over to the Treasurer all funds collected for recording and deposit. All disbursements will be handled through the Treasurer and not from the funds collected.
- D)** Provide to the Executive Board upon completion of any fund raising project, a detailed report of project income and expenses, which the Secretary shall retain as part of the permanent records of the Association.

- E) Prepare an annual report on fund raising projects to be presented to the Association at the November meeting.
- F) The Fundraising Director will report directly to the Treasurer.

### **Section 3: DIRECTOR OF DEVELOPMENT**

The Director of Development shall:

- A) Organize and oversee any and all skill clinics, camps and educational opportunities and/or educational materials for the players, coaches, and/or parents of the Association.
- B) Provide guidance and mentoring to team coaches.
- C) Promote the Association within the community and help with public relations.
- D) Be an easily accessible person that maintains good rapport with administrators, coaches, parents and players.
- E) Work in conjunction with the High School Head Coach/Liaison as necessary.
- F) The Director of Development will report directly to the President.

### **Section 4: CONCESSION STAND MANAGER**

The Concession Stand Manager shall:

- A) Organize and oversee any and all functions that relate to the operation of the concession stands for any home games that our teams compete in.
- B) Present any needs or issues that need to be addressed or considered for the operation of concession stand functions to the Association.
- C) Immediately turn over to the Treasurer all funds collected for recording and deposit. All disbursements will be handled through the Treasurer and not from the funds collected so that an accurate recording of expenses and income can be reported.
- D) Provide to the Association an annual report of concession stand income and expenses for the year at the November meeting which the Secretary shall retain as part of the permanent records of the Association.
- E) The Concession Stand Manager will report directly to the Financial Secretary

### **Section 5: EQUIPMENT MANAGER**

The Equipment Manager shall:

- A) Organize and oversee any and all functions that relate to the distribution, storage, collection and replacement of all team equipment.
- B) If necessary, assist the Vice President – Slow Pitch and the Vice President – Fast Pitch with any field supplies including field dry, lime, bases, pitching plates, etc.
- C) Present any needs or issues that need to be addressed or considered in relation to team equipment to the Association.
- D) Provide to the Association an annual report providing the status of all team equipment, including new and replaced items for the year at the November meeting which the Secretary shall retain as part of the permanent records of the Association.
- E) The Equipment Manager will report directly to the Vice President.

### **Section 6: PLAYER REPRESENTATIVE**

The Player Representative shall:

- A) Be a registered Parent Member within the Association.
- B) Attend Association meetings when possible and represent the players on matters being discussed or voted upon by the Association.

- C) Be able to work with both players and board members.
- D) Be a good communicator that is dependable and responsible.
- E) The Player Representative will report directly to the Vice President.

## **ARTICLE IX – COMMITTEES**

**Section 1:** The Executive Board may establish a committee to assist in accomplishing a common purpose when necessary which will be composed of at least two Regular Members.

**Section 2:** Membership on the committee must be approved by the Executive Board.

**Section 3:** Any committee that is established will provide regular status reports on the progress of their purpose at the Association meetings.

**Section 4:** Possible committees may include, but are not limited to:

**A)** Improvement Committee - to make recommendations on where to apply funds from the Improvement Fund for updates to the fields, replacing team equipment, upgrading the concession stand equipment and/or any other items that the Association deem necessary.

**B)** Uniform Committee – to make recommendations on the selection, design and colors of the uniforms to be worn by our player members for the year.

**C)** Softball Fest Committee – to make recommendations for final approval by the Association and organize and oversee all approved activities that relate to our annual softball festival.

## **ARTICLE X – MANAGERS AND COACHES**

**Section 1:** Team managers will be appointed annually and approved by the Executive Board.

**Section 2:** All individuals wishing to be a manager or a coach must complete a Manager Registration Form on the website to be received by the Association no later than April 1st to be approved by the Executive Board at the April meeting.

**Section 3:** If more than one individual expresses an interest in a Manager position and only one position is available for that age group or division, Managers will be selected based on experience and ability to teach the players. Prior year management does not guarantee the same in subsequent years.

**Section 4:** After selection of the team, each manager or the board can select up to two (2) coaches. The 8 & under category can select up to three (3) coaches. The Coaches are responsible to the Manager, and the Manager is responsible for the actions of their Coaches by making sure they follow the FCYFP Code of Conduct. Each coach must complete the Manager Registration Form and submit their



clearances to the FCYFP. In the absence of the manager or Coaches, another individual may be asked by the Manager or Coaches to assist during such absences.

**Section 5:** All managers and coaches must submit their Act 33/34 Clearances along with their Manager Registration Form, which include a Criminal Background Check and Child Abuse History Clearance, prior to taking part in any team function. For Association purposes, these background checks will remain valid for two (2) years. The total cost for this background check is \$20 and is paid by the individual manager or coach.

**Section 6:** All Managers and Coaches shall abide by the FCYFP Code of Conduct approved by the Executive Board.

**Section 7:** Any violation by managers or coaches of the Association's rules, Bylaws or the FCYFP Code of Conduct will be considered just cause for those persons to be brought before the Executive Board for disciplinary action. Any action by a manager or coach while representing FCYFP that is deemed by the Executive Board to be unethical, indecent, immoral, obscene, unsportsmanlike, or adverse to the welfare of the Association will be considered just cause for suspension or termination from the position.

**Section 8:** A written statement of complaint must be submitted to the Association Secretary within ten (10) days of the alleged violation. The Board will conduct fact-finding to determine the validity of the complaint. Final disposition of the complaint will rest with the Executive Board.

**Section 9:** A coach can forfeit any girl's right to play in any game if they decide that such action is justified due to injury, parental interference, or for failure to comply with the FCYFP Code of Conduct. The description of any such forfeiture shall be presented in writing to the President within three (3) days of such forfeiture.

**Section 10:** All managers may develop and promulgate reasonable rules and regulations for the operation of their team, and shall enforce the FCYFP Code of Conduct developed by the Executive Board. Rules and regulations developed by the Manager must not conflict with this Code of Conduct.

## **ARTICLE XI - PLAYER MEMBERS**

**Section 1:** All teams shall be comprised of players residing within the Fort Cherry School district.

**Section 2:** With the approval of the executive Board, teams may add players to their roster who is not a resident of the Fort Cherry School District subject to the rules of the league in which the team plays.

**Section 3:** Players who can present proof of their intent to become a resident of the Fort Cherry School District at some point during the season will also be permitted to play, provided this does not violate league rules.

**Section 4:** If a player moves out of the district after being assigned to a team, they shall be allowed to finish that season with the Association, if they choose to do so, as long as it does not violate League rules.

**Section 5:** Players will be selected for teams in a manner to be annually determined by the Executive Board.

**Section 6:** All players shall adhere to the FCYFP Code of Conduct developed and approved by the Executive Board.

**Section 7:** The formation of Coach's teams for end of year tournaments is permissible only upon approval of the Executive Board. Participation of all players in tournaments must receive approval of the Executive Board.

## **ARTICLE XII – CONFLICT OF INTEREST POLICY**

**Section 1: Purpose** - The purpose of the conflict of interest policy is to protect the interests of the Association when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 2: Definitions**

**A) Interested Person** - Any officer or member of the Association, who has a direct or indirect financial interest, as defined below, is an interested person.

**B) Financial Interest** - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Association has a transaction, arrangement, or is negotiating a transaction or arrangement.
2. A compensation arrangement with any entity or individual with which the Association has a transaction, arrangement, or is negotiating a transaction or arrangement.

**C) Compensation** - direct and indirect remuneration as well as gifts or favors that are substantial.

A financial interest is not necessarily a conflict of interest. Under Article X, Section 4, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Section 3: Duty to Disclose** - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Board and members of the Association considering the proposed transaction or arrangement.

**Section 4: Determining Whether a Conflict of Interest Exists** - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Association meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members shall decide if a

conflict of interest exists.

**Section 5: Procedures for Addressing the Conflict of Interest -**

**A)** An interested person may make a presentation at the Association meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

**B)** The chairperson of the meeting shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

**C)** After exercising due diligence, the governing board or committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

**D)** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**Section 6: Violations of the Conflicts of Interest Policy**

**A)** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

**B)** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 7: Records of Proceedings -** The minutes of the Association meeting shall contain:

**A)** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Association's decision as to whether a conflict of interest in fact existed.

**B)** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 8: Periodic Reviews -** To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include whether partnerships, joint ventures, and arrangements with other organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **ARTICLE XIII – FINANCIAL POLICY**

**Section 1:** The Association shall decide all matters pertaining to the finances of the Association, and it shall be permanent policies to place all income in the Association's Treasury.

**Section 2:** All funds of the Association shall be deposited in a checking and/or savings account with a banking institution selected by the Association.

**Section 3:** Disbursements from Association accounts shall be made by the approval of at least two board members that have bank signatory power from the Association's bank account.

**Section 4:** The Executive Board may authorize emergency expenditures. The President shall have the authority to decide whether the expenditure is of an emergency nature. If necessary, the President may conduct a phone poll of the Executive Board to obtain approval for emergency expenditures.

**Section 5:** The Association will comply as a corporation under Section 501(c)(3) of the Federal Income Tax regulations by keeping, retaining and disclosing books, reports and file returns based on an annual accounting period beginning January 1 and ending December 31 of every calendar tax year using the cash method of accounting as required.

**Section 6:** The Association will ensure that fundraising solicitations meet federal and state law requirements and solicitation materials are accurate, truthful, and candid. Fundraising costs are to remain reasonable and will be included in any/all meeting minutes and made available to the public via the FCYFP website.

**Section 7:** If we get monetary donations from individuals or entities that are outside the state of Pennsylvania, we must check with the solicitation laws of that state to make sure we comply with any other state laws. This does not apply to federal grants.

## **ARTICLE XIV – ASSETS**

**Section 1:** All property that the Association owns and uses in its activities will have the information of it recorded and maintained by the Treasurer. Assets will be used for the benefit of the Association for its intended purposes and objectives.

**Section 2:** Required Information – the following information will be documented on all assets:

1. When and how the asset was acquired.
2. Whether any debt was used to acquire the asset.
3. Purchase Price
4. Cost of any improvements.
5. Deductions taken for depreciation, if any.
6. Deductions taken for casualty losses, if any, such as losses resulting from fires or storms.

7. How the asset was used.
8. When and how the asset was disposed of.
9. Selling Price
10. Expenses of Sale
11. Supporting Documentation including copies of checks, receipts, invoices, etc.

**Section 3:** Upon disposal of an asset, the Treasurer will refer to the Pennsylvania Attorney General at [www.attorneygeneral.gov](http://www.attorneygeneral.gov) for rules or regulations in relation to the disposal and will comply with those rules or regulations.

## **ARTICLE XV – AMENDMENTS TO BYLAWS**

**Section 1:** These bylaws may be amended from time to time as the membership of the Association sees fit. In order to amend any portion of the bylaws, it shall be necessary to obtain the vote of at least two thirds of the members in good standing at two consecutive regular monthly meetings.

**Section 2:** Any amendments will be documented in numeric order titled as follows with the “#” being a sequential number starting at 1.

### **Bylaws**

#### **Amendment #**

Date of Adoption: Month Day, Year

**Section 3:** When amending a specific item in the bylaws, the amendment needs to reference the Article, Section and/or Paragraph that is being amended and what the new language should be.

**Section 4:** If a motion to amend the bylaws is not approved, a motion to amend the same bylaws cannot be made for at least three months.