

Section 3) PURPOSE

To administer all organized youth sports in the town of Greene, Maine, for all Greene residents; to develop sportsmanship among all players for the betterment of their emotional and social well being; to teach the fundamental skills required for all sports administered by GYAA; to provide positive adult role models at all age levels; to facilitate the coordination of GYAA activities with allied community groups that administer and/or support athletic programs (e.g. Parks and Recreation Dept., Board of Education, Religious and other Community Organizations); to foster the growth of the Community and to do all other things necessary to the primary purpose of this non-profit corporation, which are granted by Section 501 (c) (3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Code) and by Title 13-B sections 101 et seq. of the Maine Revised Statutes Annotated as amended.

ARTICLE 2. POWERS OF THE CORPORATION

The corporation shall have and employ all powers conferred upon corporations which are exempted from taxes under Section 501 (c) (3) of the Internal Revenue Code and Title 13-B sections 101 et seq. of the Maine Revised Statutes Annotated.

ARTICLE 3. MEMBERSHIP

Section 1.) VOTING MEMBERS

GYAA recognizes two types of voting members, Directors and General Members. Directors shall be those persons constituting the Board of Directors. General Members shall be a.) any individual whose child has been registered for any GYAA activity during the current year, and b.) any individual who has volunteered, served or is serving in any capacity other than the Board of Directors, with GYAA during the current year and is not considered an Honorary Member. Voting members must have reached the age of 18.

Section 2.) NON-VOTING MEMBERS

GYAA recognizes the class of Honorary Member as a non-voting member. Honorary membership shall be given to any individual, organization, business etc., in or outside of Greene that supports or otherwise works with GYAA in accordance with it's primary purposes as previously defined. Honorary members may attend regular meetings and voice opinions accordingly, but may not vote.

Section 3). CONFLICT OF INTEREST

Any Member of the Board who has a financial, personal or official interest in, or conflict or even the appearance of a conflict, with any matter pending before the board; of such a nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will refrain from discussion and voting on said item.

ARTICLE 4. BOARD OF DIRECTORS

Section 1). DIRECTOR POSITIONS (FOR DUTIES SEE ARTICLE 7)

The Board of Directors of GYAA shall consist of the following elected positions: Chairman , Vice-Chairman, Secretary, Treasurer, Baseball Coordinator, Basketball Coordinator, Concessions Coordinator, Soccer Coordinator and Softball Coordinator.

SECTION 2). POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall be vested with all powers necessary to administer all activities and affairs of GYAA. They include, but are not limited to the following:

- a). the appointment, evaluation and removal of all coaches, umpires, volunteers or any other person or organization performing a service for GYAA;
- b). determination of organizational and fiscal policies of the corporation;
- c). approval of all budgets, proposals and expenditures;
- d). enforcement of all policies adopted by the corporation;
- e). establishment of any and all committees as may be necessary to conduct GYAA business;
- f). appointment, evaluation and removal of Board Members, Committee Members, and any other administrative appointees;
- g). oversight of the participation and behavior of players, parents and members, to include administration of the GYAA Grievance Procedure;
- h). oversight of the fiscal responsibility of the corporation including independent financial review of it's records as necessary.

SECTION 3). ELECTION OF BOARD MEMBERS

Election of all Board Members shall be held at the annual meeting. Any person wishing to run for election for the Board of Directors shall submit their name to the existing Board of Directors at least fourteen days prior to the date of the election. Candidates who run for election to the Board of Directors must submit the following:

Name

Address

Occupational and/or Education History

A brief statement of why the candidate is interested in serving.

In addition each Board member shall be required to annually submit a State of Maine Criminal Background check. The Board will pay the application fee not to exceed \$.

The members of the Board of Directors shall be elected by the general membership at the annual meeting by a majority vote. The Board of Directors shall be elected for a term of two years. No Board Member shall hold the same position for more than three consecutive terms. Any Member of the Board absent from three consecutive meetings without cause may have his/her office declared vacant at the discretion of the Board Members by majority vote. Each Director shall hold office until his/her term expires and until his/her successor shall have been chosen and qualified, or until s/he shall have resigned, or shall have been removed in the manner provided herein. 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.

SECTION 4). REMOVAL OF DIRECTORS

Any Director may be removed from office for violation of any but not limited to, the specific reasons set forth below. Any voting member may request removal of a Director. The Chairman shall advise the Director by written notice, at least seven days in advance, that a hearing is to take place regarding his/her removal. This notice shall indicate the basis for the request to remove. The Chairman shall moderate the hearing and decide when a vote is to be taken. The membership vote is final. In the event that the Chairman's removal is requested, the Chairman must be notified in writing by a document signed by at least three Board Members. A hearing shall take place and a vote in a similar fashion. In the event the Chairman's removal is being considered, the Vice –Chairman shall act as moderator of the hearing.

Some specific reasons for a general member or a board member to request that a Board Member be removed are as follows:

- a). habitual nonattendance of Board meetings without sufficient justification
- b). conduct detrimental to the best interests of GYAA
- c). malfeasance of office
- d). gross incompetence
- e). dishonesty

In addition to these reasons listed above, the board may consider any situation, which it considers detrimental to the GYAA organization, members, participants and parents of participants or any other situation which may arise.

ARTICLE 6. GYAA MEETINGS

Section 1). PUBLIC SESSION

All regular meetings of the Board of Directors shall be open to the public and shall be conducted more or less in accordance with Robert's Rules of Order, revised.

Section 2). ANNUAL MEETING

An annual meeting of the members shall take place in the month of September. The specific date, time and location of which will be designated by the chair. Written notices of the time and place of the annual meeting shall be prepared and posted conspicuously throughout the town of Greene by the Secretary at least seven days prior to the meeting. At the annual meeting the members shall elect the Board of Directors, receive reports on the activities of the association and determine the direction of the association for the coming year.

Section 3). REGULAR MEETINGS

GYAA shall hold regular meetings each month at a date and time to be determined by the Board of Directors. The annual election meeting may take the place of a regular monthly meeting or may be held separately at the discretion of the Board. An agenda shall be prepared by the Chairman and distributed by the Secretary at least seven days prior to the meeting.

Section 4). SPECIAL MEETINGS

Special meetings are all meetings other than regular or annual election meetings where corporation business is administered. Special meetings may be called at the request of a quorum as defined below, or by the Chair in an emergency.

Section 5). MODERATOR

The Chairman shall provide an agenda, and conduct and moderate all meetings. The Chairman shall decide when an issue has been discussed thoroughly and when and if a vote is necessary. The Chairman shall not vote upon any motion unless that vote is necessary to break a tie. The Chairman may decide to table a vote if s/he determines that it is in the best interests of GYAA. The tabling of a vote must be agreed to by a majority of the voting members present. Should the Chairman not be in attendance, the Vice-Chairman shall act in his/her place in accordance with the above.

Section 6). QUORUM

The members present at any properly announced meeting shall constitute a quorum.

Section 7). MAJORITY VOTE

Except as otherwise provided within the Bylaws, the act of a majority of all Directors and voting members present and voting shall constitute the act of the whole Board of directors and Voting Members. With the exception of the Chairman who votes only to break ties, each Director and Voting Member position represents one vote in GYAA business. If an individual holds more than one voting position, that individual shall exercise only one vote.

Voting by proxy shall be allowed under special circumstances, as determined by the Chairman, providing the Director or Voting Member requesting a vote by proxy is provided with a ballot no less than one week in advance of said vote, for all issues to be voted upon by the GYAA. While not all inclusive, the following reasons will be considered for accepting a proxy vote: illness, legitimate inability to attend the meeting, conflicting volunteer commitment. The Chairman shall be responsible for handling the proxy voting in an appropriate manner, and this vote shall be signed by the proxy voter and delivered to the Chairman for presentation at the meeting. The proxy vote shall be kept secret until the voters present have voted and it shall be counted as if the proxy voter was present.

Section 8). MINUTES

Written minutes shall be maintained by the Secretary of the Corporation for all meetings. Should the Secretary not be in attendance, the Vice-Chairman shall record the minutes. The Secretary will present the minutes to each Board member electronically, or in whatever fashion deemed appropriate by the Board, no later than five days prior to the next scheduled meeting. The minutes shall be available to any resident of Greene who requests them.

Section 9). ORDER OF BUSINESS

- a. attendance
- b. reading of the minutes of the prior meeting
- c. Reports from board members
- d. Reports from committee members
- e. Old and unfinished business
- f. New business
- g. adjournment

ARTICLE 7. DIRECTOR'S DUTIES

Section 1). Chairman

The Chairman shall set the agenda for meetings of GYAA and shall preside over all regular and special meetings of the Board of Directors, according to the procedures outlined in Article 6. S/he shall cast a vote to break all ties and shall provide and perform such other duties as may be prescribed by these bylaws or by direction of the Board of Directors.

The Chairman shall be specifically responsible for arranging, along with the Secretary, a time and place to conduct meetings; directing the Secretary to keep Board members, coaches, participants and interested parties informed as to all activities of GYAA, and to be the official spokesman for GYAA activities. If necessary the Chairman shall be the designated representative of GYAA at town meetings or legal proceedings involving a hearing or investigative matter. The Chairman's name and phone number shall be made available to any member, resident or participant for the purpose of answering questions related to GYAA activities.

Section 2). VICE-CHAIRMAN

The Vice-Chairman shall succeed to the powers of the Chairman in his/her absence. S/he shall act as the community affairs liaison, and shall directly administer the class of Honorary Member. S/he shall coordinate the activities of GYAA and the Greene Parks and Recreation Department. This shall include , but is not limited to, coordination of activities involving GYAA as they relate to Parks and Recreation Department interests, advising GYAA Board members on matters relating to Parks and Recreation Department policies and activities and coordination of GYAA participation in annual town owned field clean up days.

Section 3). SECRETARY

The Secretary shall keep written minutes of all meetings of the Board of Directors and all permanent records of the corporation. S/he shall notify all Board Members of meetings and shall handle publication of notices from GYAA. S/he will work with the Treasurer to coordinate all correspondence regarding solicitation of local merchants for fund raising activities etc. S/he in coordination with other Board Members shall

maintain all computer files containing registration forms, notices, letterheads and the like.

The Secretary shall be responsible for obtaining appropriate and adequate insurance coverage for GYAA on an annual basis. S/he shall assist the Treasurer regarding all Federal, State and Local financial and corporate filing requirements.

Section 4). TREASURER

a). DUTIES- The Treasurer shall have charge of all financial records and reports of the corporation. S/he shall be responsible for the timely filing of any and all State and Federal Tax Forms, reports, returns etc. S/he shall have available up to date financial reports at all Board Meetings including a Balance Sheet and Cash Flow Report for the most recent twelve month period showing the specifics for all activities administered by GYAA. The Treasurer shall coordinate GYAA Sponsor/Donor solicitation and fund raising where required.

The Treasurer shall oversee and administer all bank and investment accounts and administer all accounts payable and accounts management as directed by the Board. The treasurer shall also prepare an Annual Financial Report for the previous year presented for consideration at the annual meeting to each Board Member. Said report shall be made available upon request to any voting member.

b). PURCHASES -Together with the Chairman and Secretary, the Treasurer shall be authorized to sign checks on behalf of GYAA for expenditures voted upon and approved in writing by the Board of Directors. All purchases over \$500 should be competitively bid. Checks in the amount of \$500 or more shall require two signatures of the aforementioned Board Members. The Board of Directors shall be empowered to disperse GYAA funds not to exceed \$ without a vote of the general membership. The Chairman is authorized to write a check for up to \$200 to handle emergencies. Prior to the purchase another Board Member must consent to the purchase. This purchase must be reviewed by the Board at the next regularly scheduled meeting.

Section 5). BASEBALL, BASKETBALL, SOCCER, SOFTBALL, COORDINATORS

The Coordinator shall organize and supervise all activities related to the running of the pertinent GYAA sports program. This includes but is not limited to: 1). The recruitment, qualification and coordination of Head And Assistant Coaches; 2). The solicitation and registration of all participants; no participant shall be allowed to play until payment of the required registration fee; 3) After registration all participants shall be evaluated based on skills and assignments shall be made in conjunction with coaches. Every effort shall be made to distribute skill levels evenly among the teams; 4). The coordination of all equipment and uniform needs; and 5). Assisting coaches with all related activities, including the arrangement of umpires as required, coordination of field use for practices and games .

Section 6). CONCESSIONS COORDINATOR

The concessions coordinator shall administer the operation of concessions at all GYAA events. The administration includes, but is not limited to purchase and

distribution of product inventories and maintenance of financial accounts and funds generated by and necessary to the concession operation.

Section 7). GENERAL AUTHORITY

Any decisions involving the expenditure of funds, expansion or contraction of teams, changes in the mechanism of participation in a particular league, or consideration of activity policies that may be of public concern; shall be brought by the respective Sports Coordinator to the GYAA Board for approval. In all circumstances the Sports Coordinator shall discuss any changes with the Chairman who shall reserve the right to bring them to a vote of the membership for consideration.

ARTICLE 8. APPOINTED POSITIONS

SECTION 1). HEAD COACH

(up to one per team)

This position shall be appointed by the appropriate activity coordinator and approved only after the required state of Maine criminal background check. The Board shall pay the application fee for the requisite record check not to exceed \$. The Head coach is considered the most visible representative of the GYAA, and as such shall fully adhere to the GYAA Code of Conduct. The Head coach shall be given a roster of players and shall be responsible for scheduling and general organization of all functions related to the activity.

SECTION 2). ASSISTANT COACH

(up to two per team)

This position shall be appointed by the appropriate activity coordinator and approved only after the required State of Maine criminal background check. The Assistant coach shall succeed to the duties of the Head coach in his/her absence. S/he shall work with the Head Coach to assist in all duties.

SECTION 3). REMOVAL OF COACHES

Any coach may be removed from his/her position for violation of any but not limited to, the reasons set forth below:

- a). conduct inappropriate for an adult charged with supervising children
- b). incompetence
- c). gross neglect of supervisory responsibility
- d). dishonesty

In addition to the specific reasons listed above, a Member may consider any situation s/he feels is detrimental to the organization, other members, the participants or parents as grounds for taking action. Complaints regarding a coach shall be processed in accordance with the GYAA Grievance Procedure.

SECTION 4). GRIEVANCE COMMITTEE

When required by the GYAA Grievance Procedure, a chairperson and up to three members shall be appointed by the Board. The composition of the committee shall be evenly divided between Board Members and General Members.

ARTICLE 9. VOLUNTEER SERVICES

All board members, Coaches and other volunteers shall be non-compensated volunteers except for reimbursement for legitimate authorized out of pocket expenses. Umpires and other service providers may be compensated if it is in the best interests of GYAA and approved by GYAA. Any Board Member serving in a dual role as Board Member and Umpire for instance, shall not be compensated under any circumstances.

ARTICLE 10. AMENDMENT TO THE BYLAWS

Any bylaw may be amended or repealed by at least a two thirds vote of the members present and voting at any regular session of the Board, provided that written notice of the proposed amendment or repeal is sent in advance of such meeting by at least seven days. It shall be the Chairman's responsibility to add consideration of an amendment or repeal to the written agenda to be provided to each Board Member in advance of the meeting. The Secretary shall keep the original amended document and circulate copies to each Board Member.

ARTICLE 11. LIQUIDATION OF THE CORPORATION

The GYAA may be dissolved as a non-profit corporation upon at least a two thirds vote of the members present and voting. Written notices of the time and place of the meeting, indicating that dissolution is on the agenda, shall be prepared and posted conspicuously throughout the town of Greene by the Secretary; at least seven days prior to the meeting. The notice shall be the Chairman's responsibility and shall fairly state the reasons for consideration of such action.

In the event the dissolution is approved, the dissolution shall done in accordance with Maine law governing such actions and the remaining assets (if any) shall be applied and distributed as follows:

All liabilities and obligations of the corporation shall be paid, satisfied or discharged or adequate provision shall be made therefore.

Assets held by the corporation upon conditions requiring return, transfer of conveyance, which conditions occur by reason of dissolution, shall be returned, transferred or conveyed in accordance with such requirement.

All other assets shall be transferred by the board of Directors of GYAA to any alternate successor organization it deems to have the same stated purposes as this corporation. Said successor organization shall not have financial or administrative ties to any current GYAA Board Member at the time of dissolution.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors
on _____ 2009.

SECRETARY

DATED