

Johnstown Youth Athletic Association, Inc. By-Laws of the Organization

The By-Laws of the Johnstown Youth Athletic Association, Inc. (JYAA), as amended, will supersede any preceding By-Laws, either expressed or implied, and will be enacted as of the date of signing by the JYAA board. These By-Laws are to be filed with the Ohio Secretary of State's Office, and the most recently filed By-Laws will be followed in accordance with Ohio law.

Purpose

The purpose of the JYAA is to provide viable and competitive recreation sports programs to community children under the laws granted to this organization as a non-for-profit 501(c)3 corporation in the State of Ohio. The JYAA will provide a healthy environment for children to participate in organized programs where they are able to learn and openly participate in various sports.

All representatives of the JYAA are expected to perform the duties of the JYAA on a voluntary basis and will not be compensated, in any form, for the duties they perform. Contracted labor for special purposes, including umpires and referees, will be the exception to this guideline, as they are not considered representatives of the JYAA in that capacity.

Board Structure

A volunteer Board member can be any person that the appointed officers and board members feel would be beneficial to the structure of the board. Appointed Board members and officers will not be dependent on age, race, gender or location of residence. The Board must consist of at least four persons, but is not to exceed 9 total members (executive and non-executive members).

The Executive Board will be structured and lead by four officers; a President, Vice President, Treasurer and Secretary. No duties will be limited to any single position (but as a general guideline the Treasurer will be in charge of all financial reporting for the JYAA and the Secretary will be in charge of recording the board minutes and retaining all legal documentation for the JYAA), but no one individual may hold more than one executive officer position at any given time.

There is no standard term or term limit for any individual person to serve on the board or at any board position. The JYAA board must consist of at least four officers, or least four members consisting of officers and members when an officer position is vacant, at any given time.

JYAA board members are chosen or selected in a variety of ways. Board candidates are chosen to be on the board by existing board members. A candidate must be presented to the entire JYAA board and approved by a majority with at least two officers voting in favor of the candidate to join the board.

In the rare event that no person is a member of the board and all seats are vacant, the decision of electing a new JYAA President will be completed by popular vote within the community. To be eligible to vote, the person must have had a child (those in which they are the primary custodian of the child) registered into at least one program within two years from the date that the voting process begins. The voters must have some type of information that validates them as a caregiver for the registered child (as of the writing of these by-laws, the most obvious is an email attached to the child's account profile in the electronic sign up system being used to register participants for the sports programs). A place and time of voting must be published to the public and a popular vote must be taken by a JYAA representative. The community will vote for a new JYAA President, with the person receiving the majority of the votes being elected President, the runner-up being named Vice President. The newly appointed President will name a Secretary and the newly appointed Vice President will name a Treasurer to fulfill the requirement of having at least four board members in office to conduct business for the JYAA. Additional board members may be added and voted on as previously specified in the By-Laws once the four officers have been selected in this instance.

Any Board member can resign their appointment at any time with the resignation being presented to the Board in a regular meeting of the Board. The Board will elect to accept, or deny the resignation with normal voting as specified in these By-Laws.

The Executive Board also reserves the right to terminate a Board Member's appointment at anytime with or without just cause through a majority vote by the Executive Officers, including those appointments of Executive Officers. Only the four officers can vote to terminate the appointment of a board member. This includes the termination of officers, and the remaining officers must present a majority vote for the termination.

The board will hold monthly meetings in which the public will be invited to attend and participate in open discussions. The date and time of the meetings must be published in a source that is available to a majority of the community at anytime, such as web-page, social media sources or public notices. Each meeting will last no more than two hours. Any meeting may be extended with a motion, a second and an approval vote to extend the regular meetings past the two hour time limit.

A quorum of a meeting, in order for business to be voted upon by the Board in open meeting, must consist of a majority of board members present, with at least two persons being executive board members. If a quorum is not obtained within fifteen minutes of the start of the regular public meeting, the meeting may be canceled and the business before the board will be conducted at the date of the next regular public meeting.

Responsibility of JYAA Board Members

Board members are responsible to manage the overall activities of the JYAA, proper safekeeping of its assets and provide advice and guidance in any subject brought up to the board either during regular meeting or in informal settings. Board members are expected

to behave accordingly within the community, and become a source of positive information for the community with respect to JYAA activities.

Each board member (including executive officers) will be expected to vote on all motions made to the board. A motion is expected to be made by a board member, seconded by another board member and a call for a vote is to be made by the Secretary. The votes will be recorded by the Secretary and the results, whether approved or disapproved, will be recorded both verbally and in the minutes of the regular meeting.

There may be incidents where a board motion and vote needs to be made outside of the regular meetings. If a board vote is taken outside of the regular board meeting, the motion and results are to be entered, by the Secretary, into the minutes of the next regular meeting. These motions and results will be read aloud during the Secretary's report in the monthly meeting.

If a motion fails to receive a "second", the motion will be withdrawn and no vote will be taken by the Board. When voting, each board member must answer in a "yes" or "no" vote, or explicitly "abstain" from the vote. Abstaining from the vote will be recorded, by the Secretary, as such and will not be counted as a yes or no vote. A board member may abstain for any reason they wish, either because they do not know whether to vote yes or no, because they do not have an opinion, or because the motion made conflicts with their duties as a board member. The most obvious choices for the latter of abstaining are; the Treasurer voting to approve the Treasurer's report, the Secretary approving the minutes of the previous meeting, or a board member voting to approve a contract, appointment or positions that would personally benefit them. Other situations will arise, and the determinations on whether any board member should abstain from voting will be determined on a case-by-case basis, if needed. All conflicts of interest are to be disclosed by the board member with the conflict at the time the board motion is presented.

In the event that a board member makes a motion, seconds a motion or casts a vote for a motion, and the board discovers that the member should have abstained instead, the action taken by the board member will be withdrawn. Depending on the action, another board member may choose to take that action instead (such as make the motion or second a motion) but the vote of the offending member will be withdrawn. There is no time limit on when the board can take action on the motion when made in this manner. Any action or correction to the motion, or vote, will be entered into the next regularly scheduled meeting and noted as such in the meeting minutes.

There is expected to be incidents where a motion is made, seconded and the recording of votes ends in a tie. In the cases of a tie, the board may first choose to call upon any absent board members to vote on the motion, if they did not previously vote, until a majority is obtained, or the Board may choose to allow the President to submit a second vote on the motion to obtain a majority and both votes by the President, even if they are different, will be recorded to achieve a majority. Whichever method is used to break the tie, it must be approved by the board to resolve and recorded accordingly. The Secretary will accurately reflect the actions in the minutes.

No officer or board member can be held personally liable for negative results of good intentions. If the board makes a decision based on the best information presented to them, and the results are less than positive, then the board member(s) are not to be held personally liable. Though all actions that are considered to be illegal, and known to be illegal by the board member(s) will be reported to the proper authorities and dealt with at their discretion.

Other than the termination of board member appointments, all board members at any given time must be included in every motion made for board vote.

Structure of JYAA Management

The JYAA is to be managed by an appointed Board that will manage the overall activities of the JYAA. The board is lead by the President of the JYAA, who will act as the corporation’s chief executive officer.

Each sporting program is expected to be organized and managed, under the direction of the Board, by a commissioner of the individual sport. The commissioner will be appointed by the Board, and that commissioner is responsible for micro-managing the activities of the respective sport. The commissioner will be responsible for organizing sign-ups, team selections, presentation of coaches, and the daily activities of the sport in which they have been appointed to manage. The commissioners are expected to attend regular board meetings throughout the year, and provide a report of some sort to the board on their respective sport.

The coaches will be chosen through various methods, but will mostly be comprised of parents that express interest in volunteering to be the coach of their child’s team(s). The coaches will be chosen by the commissioner and presented to the Board for final approval. Each coach will be required to submit a background check before the Board can approve their position as coach, exceptions must be noted by the Board in the minutes as they apply.

Disclosure of Board Minutes and Financial Records

Any member of the community, community being defined as someone residing in the area in which the JYAA services in its normal operations, can obtain the corporation’s financial records, minutes or legal documentation by requesting it at a regularly scheduled meeting, if items are not available on the JYAA’s website or another website. The JYAA is not required to provide anymore information than is presented to the public at its regularly scheduled meetings, but may do so as a courtesy to the individual requesting the information. The JYAA will comply with any request presented, through court documentation, by Federal or State authorities, or through rulings of the Court of Law.

Dissolution of Corporation

The JYAA will operate as a not-for-profit organization, therefore, no earnings of its operations can be distributed to its members, officers, board members or their affiliates in any form. In the event of dissolution of the Corporation and with all debts paid, the Corporation, which has no shareholders, must give all assets to a viable 501(c)3 charitable organization that directly benefits the Johnstown, Ohio community

Any amendments to these By-Laws will require a unanimous approval of the respective Board and filed with the Secretary of State of the State of Ohio under the laws of the State of Ohio.