

**NAVARRE YOUTH SPORTS ASSOCIATION, INC.**  
**BY-LAWS**

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**ARTICLE I - NAME**

This organization shall be known as the Navarre Youth Sports Association, Inc., a Florida not-for-profit corporation, hereinafter referred to as “Sports Association” or “NYSA.”

**ARTICLE II - OBJECTIVE**

Section 1. The objective of the Sports Association shall be to implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage, and respect for authority, so that they be well adjusted, stronger and happier children and will grow to be good, decent, healthy and trustworthy citizens.

Section 2. All Directors, Officers and Members shall bear in mind that the attainment of exceptional athletic skills or the winning of games is secondary, and the molding of future citizens is of prime importance. In accordance with Section 501-C-3 of the Federal Internal Revenue Code, the Sports Association shall operate exclusively as a nonprofit educational organization providing a supervised program of competitive games. No part of the net earning shall inure to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene on any political campaign on behalf of any candidate for public office.

**ARTICLE III - MEMBERSHIP**

Section 1. Eligibility. Any person sincerely interested in actively participating in NYSA in order to further the objective of this organization may apply to become a Member, unless otherwise stated.

Section 2. Classes. There shall be the following classes of Members:

a. Member Definition - For purposes of these By-Laws, a “member” is defined as any family with any number of children (one or more) participating in NYSA sports/recreational program. Each family is entitled to cast one vote as a member. Each family can designate one parent to cast the member vote for the family. In cases of blended families, or children with parents living in separate homes, the children(s) parents shall designate which parent shall be the designated family member to cast votes as a NYSA member. NYSA may request or require families to

designate in writing the family member who is authorized to cast the member vote. A single adult without children (over 18) may become a member for an amount set by the Board.

- b. Players Members - Any player candidate meeting the requirements of the Sports Association shall be eligible to compete and participate in sports activities, but shall have no vote, duties or obligations in the management or in the property of the Sports Association.
- c. Regular Members - Any dues paying member in good standing. The secretary shall maintain the role of membership to qualify voting members.
- d. Honorable Members (optional) - Any person may be elected as an Honorary Member by the unanimous vote of all the Directors present at any duly noticed and held meeting of the Board of Directors but shall have no rights, duties or obligations in the management of NYSA or in the property of the Sports Association.
- e. Sponsor Members - Any person not a Regular Member who makes financial contribution to the Sports Association may, by a majority vote of the Board of Directors, become a Sponsor Member, but such person shall have no rights, duties or obligations in the management of NYSA or in the property of the Sports Association.

Section 3. Other Affiliations. Members, whether Regular or Player, shall not be required to be affiliated with another organization or group to qualify as Members of the Sports Association.

Section 4. Suspension or Termination. Membership may be terminated by resignation or by action of the Board of Directors.

- a. The Board of Directors, by a two-thirds vote of those present at any duly noticed and constituted meeting, shall have the authority to discipline, suspend or terminate the membership of any Member of any class when the conduct of such person is considered detrimental to the best interest of the Sports Association. The Member involved shall be notified of such meeting, informed of the general nature of the charges and be given an opportunity to appear at the meeting to answer such charges. Termination or suspension shall be enforced by the future Board of Directors for the full duration of the termination or suspension.

#### ARTICLE IV - DUES

Section 1. Dues for Regular, Honorary and Sponsor Members may be fixed at such amounts as the Board of Directors shall determine prior to the beginning of any membership period. The Membership period is to run from **October 1 to September 30** and shall constitute the NYSA's

fiscal calendar year. New Member dues will be prorated and billed quarterly (every three months of the year).

Section 2. Members who fail to pay their fixed dues by **October 1**, or otherwise are in arrears on his or her dues as of October 1 of any calendar year, will be dropped from the membership rolls.

## **ARTICLE V - MEETINGS**

Section 1. Annual Meeting. The Annual Meeting of the Members of the Sports Association shall be held by the third week of October in each year for the purpose of electing Officers, Directors, receiving reports and for the transaction of such other business as may properly come before the meeting.

Section 2. Notice of Membership Meeting. Notice of Annual Meeting of the Members may occur by posting the information at the NYSA website or may be mailed to each Member at his last recorded address at least ten (10) days in advance setting forth the place, time and purpose of the meeting; or in lieu thereof, notice may be given in such form as may be authorized by the majority of the members present at an annually convened meeting.

Section 3. Special Meeting. Special Meetings of the Members may be called by the Board of Directors or by the Secretary or President at their discretion. Upon the written request of ten (10) Members, the President shall call a Special Meeting to consider a specific subject. No other business other than that specified in the Notice of the Meeting shall be transacted at any Special Meeting of the Members for a membership meeting.

Section 4. Quorum. The presence in person or by proxy of one-third of the Members of NYSA shall be necessary to constitute a quorum for a membership meeting.

Section 5. Voting. Only Regular Members shall be entitled to vote at a meeting of the Sports Association at which the general membership are asked to vote.

Section 6 - Proxies. Each Member, with proof of valid membership, shall be entitled to one vote in person or by proxy. All proxies must be in written form and notarized and may be withdrawn at any time by the proxy maker and proxies shall only be valid for 90 days from the date of the proxy.

Section 7. Rules of Order. Roberts Rules of Order shall govern the proceeding of all meetings.

## **ARTICLE VI - BOARD OF DIRECTORS**

Section 1. Board and Number. The management of the property and affairs of the Sports Association shall be vested in the Board of Directors. Number of Directors shall be twelve (12). The Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors have been duly elected and qualified by majority vote of the

members present at a duly noticed membership meeting. The Directors will elect their officers for the upcoming year at the next scheduled Board of Directors meeting, after the Annual Membership Meeting, which cannot be held later than seven (7) days following the Annual Meeting.

- a. The Board shall receive at the Annual Meeting of the Members of the Sports Association a report (“Report”), verified by the President and Treasurer or a majority of Directors, showing the total amount of real and personal property owned by NYSA, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding, the date of the report and the manner of the acquisition.
- b. The Board shall keep a list of the names and places of residence of the person who have been admitted to the membership in the Sports Association during the year.
- c. The Report shall be filed with the official records of the Sports Association and an abstract thereof entered in the minutes of the proceedings of the Annual Meeting.
- d. The Board shall keep written minutes of each membership meeting and Board meeting.
- e. Only one person per family shall sit on the Board of Directors at any given time. Nothing herein prevents more than one family member sitting at some time on the Board as long as more than one family member does not sit on the Board at the same time.

Section 2. Term of Office. Directors will be elected for a two-year term. In order to accommodate staggered terms for one-half of the Board (6), the Board may seat one year Board seats in order for half of the Board to continue into a second year when the other half (6) are coming to the end of their terms. This process will allow for some Board continuity from year to year. All officers shall serve a two (2) year term.

Section 3. Vacancies. If any vacancy occurs in the Board of Director by death, resignation or otherwise, it will be filled within thirty (30) days at an open meeting and voted upon by the majority of the Board of Directors present at a noticed Board meeting. Any vacancies occurring within sixty (60) days of annual meeting will be filled at the Annual Meeting. Notification of vacancies will be announced in the local paper and NYSA website.

Section 4. Resignation Procedures. Any Directors wishing to resign their position must submit their resignation in writing to the President. A “cooling off period” of three (3) days after submission of resignation to the President is required prior to finalizing resignation and the resignation may be withdrawn at anytime within the three (3) day cooling off period.

Section 5. Meeting, Notice and Quorum. At any regular meeting, any Executive Officer may, whenever any of them deems it advisable, and the Secretary shall, at request of five (5) Directors,

issue a call for a Special Meeting of the Board. Special meetings are open to the membership except that any meeting between the Board and Legal Counsel or its accountant shall be privileged and restricted to the Board membership and its Legal Counsel/accountant. At open Board meetings, the Board may allow a time in the meeting for membership comments and questions. No minutes are to be kept of any privileged meeting with Legal Counsel or accountant. Any Board Member missing three (3) consecutive meetings or six (6) meetings over a ninety (90) day period will, at the discretion of the majority of the Board, be terminated. Secretary will notify Member by mail of two consecutive unexcused absences. Notification of not being present at a meeting must be given to an officer of NYSA twenty-four (24) hours prior to that meeting. The only exceptions to the twenty-four (24) hour notification will be job related, hospitalization, or an extended illness, and all absences will be reviewed by the Board of Directors. Notice of each meeting shall be given by the Secretary to each Director by telephone or personal notice twenty-four (24) hours preceding the meeting.

Section 6. Duties and Powers. The Board of Directors shall have the power to appoint Standing Committees. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Sports Association as it may deem proper.

- a. The Board shall have the power by a two-thirds vote of those present at any Regular or Special Meeting to discipline, suspend or remove any Director or Officer or Committee Member of the Sports Association in accordance with the procedure set forth in Article III, Section 4(a).

### **ARTICLE VII - EXECUTIVE BOARD**

Section 1. The Executive Committee shall consist of all Executive Officers who shall be President, Vice President, Secretary or Treasurer and one Board Member.

Section 2. The Executive Committee shall, at the request of the President of the Board of Directors, investigate complaints concerning the managers and coaches and make a report to the Board of Directors within seven (7) days of the initial request.

Section 3. Any recommendations made by the Executive Committee must be approved by a two-thirds vote of the Board of Directors before implementation.

### **ARTICLE VIII - COMMITTEES**

Section 1. The Board of Directors, at its discretion, may appoint and organize committees to further the purposes of NYSA and the Board. Committees shall report to the Board and committees will not have any authority to act for NYSA without the express permission of the Board. Committee action does not and will not supersede the authority of the Board.

## **ARTICLE IX - OFFICERS, DUTIES AND POWERS**

**Section 1. Election.** Within seven (7) days following the Annual Meeting, the majority of Directors present at a noticed Board meeting, provided there is a quorum, shall meet for the purpose of electing Officers and appointing Committees for the ensuing year.

**Section 2. Officers.** The Officers of the Sports Association shall consist of a President, one (1) or more Vice Presidents, a Secretary, and a Treasurer, all of whom shall hold office for the ensuing year or until their successors are duly elected (regulation 1 (b)). The Board of Directors may appoint such other Officers or Agents as it may deem necessary or desirable, and may prescribe the powers and duties of each.

**Section 3. President Responsibilities.** The President shall:

- a. Conduct the affairs of the Sports Association and execute the policies established by the Board of Directors.
- b. Present a written report of the condition of the Sports Association at the Annual Meeting prior to Officer Elections.
- c. Be responsible for the conduct of the Sports Association in strict conformity to the policies, principles as agrees to under the conditions of Charter issued to the Sports Association by that organization.
- d. Designate, in writing, others Officers if necessary, to have power to make and execute for/and in the name of the Sports Association such contracts and leases with prior approval of the Board.
- e. Investigate complaints, irregularities and conditions detrimental to the Sports Association and report thereon to the Board of Executive Board as circumstances warrant.
- f. Coordinate with Committee and Leave Commissions in the preparation of operating budgets of each sport prior to commencement. Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.
- g. Examine the application and supporting proof-of-age documents of every player candidate and certify to the residence and age eligibility before the Player may be accepted for tryouts and selection.

**Section 4. Vice President Responsibilities.** In case of the absence or disability of the President, and provided he/she is authorized by the President of the Board to so act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of the office, and

shall have such other duties as from time to time may be assigned to him/her by the Board of Directors or by the President. The Vice President is also responsible for ensuring that each Board Member is a Chairman of a Committee.

Section 5. Secretary Responsibilities. The Secretary shall:

- a. Be responsible for recording the activities of the Sports Association and maintain appropriate files, mailing lists and necessary records.
- b. Maintain a list of all Regular, Sustaining and Honorable Members and give notice of Annual Meeting of the Sports Association.
- c. Keep the Minutes of the Meetings of the Members, the Board of Directors and the Executive Board, and cause them to be recorded in a book kept for that purpose.
- d. Shall conduct all correspondence not otherwise specifically designated.

Section 6. Treasurer Responsibilities. The Treasurer shall:

- a. Perform such duties as are herein specifically set forth or may be assigned by the Board of Directors.
- b. Record all monies and securities and deposit same in a depository approved by the Board of Directors.
- c. Keep records for the receipt and disbursement of all monies and securities of the Sports Association and make all payments from allotted funds and draw checks thereof.
- d. Coordinate with Committee and League Commissioners in the preparation and submission of operating budgets. Prepare an annual budget under the direction of the President for submission to the Board of Directors at the Annual Meeting.
- e. Be responsible for having the books reviewed by a Certified Public Accountant in the absence of an Oversight Committee. The review must be submitted to the Board within fourteen (14) days prior to the Annual Meeting.
- f. Coordinate with Santa Rosa County officials if the County wishes to conduct an audit of NYSA financial affairs.

## **ARTICLE X - MANAGERS, COACHES AND UMPIRES**

Section 1. Coaches shall be chosen prior to tryouts in accordance with Commissioner Committee's rules. They shall be appointed annually by the President, with the approval of the Board of Directors, and shall be responsible for the selection of their teams and for their actions on the field.

Section 2. While holding such office, the President should not manage or coach. The President should not umpire. Should they choose to coach, they are exempted from any vote or decision concerning operation or management of their league.

## **ARTICLE XI - ELECTION OF BOARD**

Section 1. The election of the Board of Directors shall take place at the annual membership meeting to elect directors to fill director positions created by end of director terms or unfilled vacancies. Any director named to the Board to fill out an existing Board member term due to resignation or recall, shall be required to submit his or her name for election if she or he wishes to continue to sit on the Board.

Section 2. The Board will appoint a nomination committee who shall submit notice to the membership sixty (60) days prior to the election and consist of members in their first year on the Board or as otherwise determined by the Board of Directors.

Section 3. Thereafter, those members who are in good standing and current on payment of dues, may submit their names in writing/email to the board along with a brief biography. The Board will publish the names of members interested in a Board seat, along with any biography, to the membership at least (5) days before the annual meeting. Publishing of candidate names may be satisfied by posting the names and information at the NYSA website or by mailing or email to the NYSA membership.

Section 4. Prior to the annual membership meeting, members on good standing may submit to the Board in writing nominations to fill Board vacancies.

Section 5. The election of Directors at the annual meeting will be by written ballot and submitted to the Board by tabulation by a two member ballot election sub-committee approved by the Board. The sub-committee shall then count the votes and deliver the results to the Board for announcement to the members at the annual meeting.

- a. All ballots shall be kept with the official records of the NYSA for two years.
- b. All voting shall be plurality voting and not cumulative voting. For example, if three Board positions are open, three names must be submitted and not three votes for one member.





## **ARTICLE XII - FINANCIAL AND ACCOUNTING**

Section 1. The Board of Directors shall decide all matters pertaining to the finances of the Sports Association, and it shall place all income in a Common League Treasury, directing the expenditures of same in such manner as will give no individual or team an advantage over those in competition with such individual or team.

Section 2. The Board shall not permit the contribution of funds or property to individual teams, but shall solicit same for the Common Treasury of the Sports Association, thereby to discourage favoritism among teams and to endeavor to equalize the benefit of the Sports Association. The Board of Directors shall exempt recognized "travel teams" or other programs approved by the NYSA.

Section 3. The Board shall not permit the solicitation of funds unless all of the funds so raised be placed in the Sports Association Treasury.

Section 4. The Board shall not permit the disbursement of Sports association funds for other than the conduct of activities relative to sports in accordance with the policies set forth by the Board of Directors.

Section 5. No Director, Officer or a Member of the Sports Association shall receive, directly or indirectly, any salary, compensation or emolument from the Sports Association for services rendered as Director, Officer or Member unless approved by the majority of dues paying members at the annual meeting of the membership.

Section 6. All monies received shall be deposited to the credit of the Sports Association in the chosen bank, and all disbursements shall be made by check. All checks shall be signed by the Sports Association Treasurer and such other Director as the Board of Directors present shall determine.

Section 7. The fiscal year of the Sports Association shall begin on the first day of October and shall end on the last day of September and the Board shall have a certified public accountant to provide annual accounting of the NYSA finances and prepare appropriate tax returns.

Section 8. Upon dissolution of the Sports Association and after all outstanding debts and claims have been satisfied, the Members shall distribute the property of the Sports Association to such other organization or organizations maintaining an objective similar to that set forth herein, which are or may be entitled to exemption under Section 501(c) of the Internal Revenue Code or any future corresponding provisions or donate the property of the NYSA to a charitable or governmental entity.

## **ARTICLE XIII - AMENDMENT**

Section 1. These By-Laws of NYSA may be amended by and through affirmative vote of the majority of the Board members present at a duly authorized meeting of the Board of Directors and

any such amendment shall be published to the members and the amendment kept with the official records of NYSA.

These By-Laws have been approved by the Board of Directors through majority vote of the Board members this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

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ATTEST: Secretary of NYSA