

## **BY-LAWS OF THE JIM THORPE YOUTH SOCCER ASSOCIATION, INC.**

### **ARTICLE I: NAME; AUTHORITY**

1. The name of the organization shall be **Jim Thorpe Youth Soccer Association, Inc.**, hereinafter referred to as the "Association."
2. The Association is a nonprofit corporation formed under the Pennsylvania Nonprofit Corporation Law of 1988, as amended.
3. The Association's registered office shall be located at Harbor Business Compliance Corporation, 1830 Colonial Village Lane, Lancaster, PA 17601. The Board may update the registered office or mailing address as needed, with notification to all relevant parties.
4. The Association's Federal Employer Identification Number (EIN) is **99-5019507**.

### **ARTICLE II: PURPOSE**

1. The purpose of the Association is to promote and operate youth soccer programs and to further other civic purposes as defined under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and consistent with section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE III: BOARD OF DIRECTORS**

#### **Section 1: Composition of the Board**

1. The Board of Directors shall consist of five (5) members.
2. Two (2) of these members shall be elected by the current Board of Directors, hereinafter referred to as "Board-Elected Directors."
3. Three (3) of these members shall be community representatives, elected annually by the active voters in the organization, hereinafter referred to as "Community-Elected Directors."

#### **Section 2: Election of Board-Elected Directors**

1. New Board-Elected Directors shall only be elected when a vacancy arises due to resignation, removal, or their position otherwise becomes vacant. In such cases, the remaining four (4) Board members shall elect a successor by a majority vote at the next regularly scheduled Board meeting or at a special meeting called for that purpose.
2. New Board-Elected Directors shall take their seats immediately following their election.

#### **Section 3: Election of Community-Elected Directors**

1. The Community-Elected Directors shall be elected annually by eligible coaches and committee members. To be eligible to vote, coaches must have been active for at least 75% of the prior fiscal year, and committee members must be considered active by the rules of their respective

committees. All eligible voters must be in good standing with the organization and have completed all necessary volunteer requirements, including background checks. Only those eligible to vote may run for Community-Elected Director seats.

2. Elections for Community-Elected Directors shall be held in May prior to the end of the fiscal year. Notice of the election and the list of eligible candidates shall be provided to all eligible voters at least thirty (30) days prior to the election.
3. Votes shall be cast by secret ballot. The method of ballot collection, whether paper or electronic, shall be determined by the Board of Directors and communicated to all eligible voters at least thirty (30) days prior to the election. The candidate(s) receiving the highest number of votes shall fill the available Community-Elected Director seats. Results shall be announced within seven (7) days following the close of voting.
4. Community-Elected Directors shall take their seats at the first meeting of the fiscal year following their election.

#### **Section 4: Term of Office**

1. Board-Elected Directors shall serve indefinite terms and continue to hold their positions until they resign, are removed, or their position otherwise becomes vacant.
2. Community-Elected Directors shall serve one-year terms, with elections held annually in May. There are no term limits for Community-Elected Directors; they may be re-elected each year without restriction.

#### **Section 5: Vacancies**

1. In the event of a vacancy on the Board of Directors:
  - a. A vacant Board-Elected Director seat shall be filled by a majority vote of the remaining Board members at the next regularly scheduled Board meeting following the acceptance of the resignation. The successor shall serve until they resign, are removed, or the seat otherwise becomes vacant.
  - b. Community-Elected Director seat: A vacant Community-Elected Director seat shall be filled by a special election held within thirty (30) days of the vacancy. Eligible voters shall be notified of the vacancy and the election at least ten (10) days in advance.
2. Candidate Recommendations:
  - a. For Board-Elected Director vacancies, the remaining Board members may recommend potential candidates.
  - b. For Community-Elected Director vacancies, any eligible voter may stand for election, following the same procedures outlined for regular annual elections.

## **Section 6: Removal of Directors**

1. Board-Initiated Removal:
  - a. A director may be removed for cause by a vote of at least four (4) out of five (5) members of the entire Board of Directors. Written notice of the proposed removal shall be provided to all directors at least ten (10) days prior to the meeting at which the vote will take place.
2. Grounds for Removal:
  - a. Grounds for removal include, but are not limited to, failure to attend at least 50% of, or two consecutive, regularly scheduled Board meetings within a fiscal year without prior notice and approval from the Board; undisclosed conflicts of interest; actions detrimental to the Association; or behavior that disrupts the effective operation of the Board or the Association.
3. Voter-Initiated Removal via Petition:
  - a. If 75% of the eligible voters, as defined in Article III, Section 3, sign a petition calling for the removal of a Board member:
    - i. The Board shall be required to conduct a formal vote on the removal within thirty (30) days of receiving the petition.
    - ii. The voting threshold for removal shall be reduced from a supermajority to a simple majority vote of the entire Board of Directors.
    - iii. Eligible voters shall be notified of the petition process and the results of the Board vote on removal within seven (7) days of the vote.

## **Section 7: Meetings and Quorum**

1. The Board of Directors shall hold regular meetings monthly, with additional meetings scheduled as needed. Special meetings may be called by the President or by a majority of the Board members with at least seven (7) days' notice to all directors.
2. A quorum for the transaction of business, including the election of directors, shall consist of a majority of the total number of directors currently serving on the Board.
3. In the event that vacancies leave the Board with fewer than three (3) members, the remaining directors shall constitute a quorum. During this period, the remaining directors may only conduct routine business and facilitate the appointment, or election of new directors to fill vacancies.
4. Executive Sessions: The President of the Board of Directors shall have the authority, with the approval of at least two additional Board members, to call Executive Sessions. These sessions may only be held to discuss sensitive matters, including personnel issues, pending litigation, contractual negotiations, or matters requiring confidentiality for legal or ethical reasons. No binding votes or policy implementations shall take place during executive sessions.

5. Parliamentary Procedure: Robert's Rules of Order shall form the basis of parliamentary procedure not specifically amended or changed by these By-laws.
6. Virtual Meetings: The Board of Directors may conduct meetings via virtual or hybrid formats, including video or teleconferencing, provided all participants can hear and be heard. Any votes or actions taken during such meetings shall be considered valid, provided all other meeting requirements are met.

### **Section 8: Director Compensation**

1. Directors serve without compensation but may be reimbursed for pre-approved expenses.

## **ARTICLE IV: OFFICERS AND DUTIES**

### **Section 1: Officers of the Board**

1. The officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer. Officers shall be elected by the Board from among its members, except for the Treasurer, who may be appointed as provided in IV.1.2.
2. The Board may appoint a Treasurer who is not a member of the Board of Directors, provided that such an individual possesses the necessary qualifications to manage the Association's finances effectively. A non-director Treasurer shall not have voting rights on the Board unless otherwise elected as a director.
3. At the first meeting of each fiscal year, the Board of Directors shall hold an annual reorganization, during which all officer positions shall be open for election. Officers shall be elected by a majority vote of the Board and shall serve for a one-year term or until their successors are duly elected and qualified.

### **Section 2: Duties of Officers**

1. **President:** The President shall preside over all Board meetings, represent the Association in dealings with external entities, and ensure that the Association's objectives are pursued effectively and in a timely manner.
2. **Vice President:** The Vice President shall support the effective operation and development of the Association, working to ensure its activities align with its objectives. They shall assist the President in administrative duties, provide oversight as needed, and address concerns from participants and parents. The Vice President shall perform the duties of the President in their absence or as delegated.
3. **Secretary:** The Secretary shall maintain accurate records of all meetings, including minutes, ensure proper notification of meetings, and handle all official correspondence.
4. **Treasurer:** The Treasurer shall manage the Association's finances, ensuring proper fiscal oversight and compliance with 501(c)(3) tax requirements. The Treasurer's responsibilities include, but are not limited to:

- a. Assisting in the preparation of all budgets in collaboration with the Finance Committee and presenting these budgets to the Board for review and approval.
- b. Monitoring all expenditures and reporting all disbursements at each Board meeting.
- c. Submitting regular financial reports to the Board, ensuring transparency and accountability.
- d. Preparing financial records for annual audits and coordinating with a certified public accountant for all necessary tax filings.
- e. Collaborating with the Finance Committee to ensure proper oversight and fiscal responsibility, including the prudent management of financial resources, compliance with financial policies, and maintenance of transparency in all financial matters.

## **ARTICLE V: DISBURSEMENTS AND FINANCIAL OVERSIGHT**

### **Section 1: Disbursements**

1. Any expenditure exceeding \$500 may be approved only by a motion duly made, seconded, and adopted by a majority vote of the Board of Directors with a quorum present at a regular, special, or emergency meeting.
2. Operational expenditures below this threshold may be authorized by policy and shall be ratified at the next board meeting.

### **Section 2: Issuance of Checks**

1. Association checks may be issued only with the signatures of two individuals:
  - a. Two Board members
  - b. One Board member and the Treasurer, if the Treasurer is not serving as a director.

### **Section 3: Maintenance of 501(c)(3) Status**

1. The Association shall obtain and maintain a 501(c)(3) tax-exempt status through the proper and timely filing of all necessary tax forms. This responsibility shall be budgeted annually as an administrative expense, and the process shall be outsourced to a certified public accountant.

### **Section 4: Fiscal Year and Registration Fees**

1. The fiscal year of the Association shall start on June 1st of each year.
2. Registration fees shall be determined and billed as decided semiannually by the Board of Directors.
  - a. The Board may set different dates and terms for the spring season and fall season as deemed necessary.

3. The Association, by resolution of the Board of Directors, may adjust the fiscal year and modify the terms for collecting registration fees.

### **Section 5: Financial Reporting**

1. The Treasurer shall prepare and present financial reports at each Board meeting, including a profit and loss statement, budget updates, and balance sheets. The treasurer shall present additional reports upon Board request.
2. The Association shall conduct an annual financial audit, overseen by the Finance Committee or a qualified external auditor, if deemed necessary by the Board.

## **ARTICLE VI: COMMITTEES**

### **Section 1: Establishment of Committees**

1. The Board of Directors may establish committees as needed to assist in the operation of the Association. The Board of Directors shall appoint committee chairs, and each committee shall report to the Board.
  - a. The Board retains final authority over the Association's resources and may accept, reject, or modify the recommendations of any committee.

### **Section 2: Finance Committee**

1. A Finance Committee shall consist of at least three (3) members, including the Treasurer.
2. This committee shall prepare the annual budget, conduct internal audits, and ensure financial oversight.
3. The proposed budget shall be submitted to the Board for approval by May 1st of each year.
4. The Board may reopen an approved budget for modification within 30 days of newly elected Board members taking their seats, provided that such action is approved by a majority vote.

## **ARTICLE VII: GRIEVANCE PROCEDURE**

1. All grievances shall be submitted to the Board of Directors in writing, detailing the nature of the issue and any relevant supporting information. Grievances may be submitted via email or physical mail to the Board's designated contact.
2. The Board of Directors shall review all submitted grievances at the next scheduled meeting or at a special meeting called for that purpose. The Board shall decide on all disciplinary matters by a majority vote of the entire Board of Directors.

## **ARTICLE VIII: AMENDMENTS OF BY-LAWS**

1. These By-Laws may be amended by a resolution adopted by a vote of a majority of the entire Board of Directors plus one (1) additional vote.
2. Proposed amendments shall be submitted in writing to all directors at least ten (10) days prior to the meeting, at which the proposed amendments will be considered.

## **ARTICLE IX: DISSOLUTION OF THE ASSOCIATION**

### **Section 1: Procedure for Dissolution**

1. The Association may be dissolved by a resolution adopted at a special meeting with a vote of a majority of the entire Board of Directors plus one (1) additional vote.
2. Notice of such a meeting shall be provided to all Board members in writing at least thirty (30) days in advance, specifying that the purpose of the meeting is to discuss and vote on the dissolution of the Association.
3. Upon dissolution, the Board shall be responsible for closing the Association's affairs, including payment of debts and distribution of remaining assets.

### **Section 2: Distribution of Assets**

1. Upon dissolution, no part of the Association's earnings or assets shall inure to the benefit of, or be distributed to, any of the Board members, officers, or other private persons, except that the Association shall be authorized to pay reasonable compensation for services rendered.
2. All remaining assets of the Association, after the payment of debts and obligations, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to a local government entity for a public purpose.
3. Specifically, the remaining assets may be distributed to:
  - a. A non-profit organization with purposes similar to those of the Association.
  - b. A civic organization focused on youth sports or other community-enhancing activities.
  - c. A local government entity for purposes related to youth development, recreation, or other civic functions.
4. The recipient(s) of such assets shall be determined by the Board of Directors at the time of dissolution with a vote of a majority of the entire Board of Directors plus one (1) additional vote.
5. Final Reporting and Legal Filings:

- a. The Treasurer shall prepare a final financial report, which shall be presented to the Board of Directors, detailing all financial transactions related to the dissolution, including the settlement of debts and the distribution of remaining assets.

**ARTICLE X: ADOPTION OF BYLAWS**

1. We, the undersigned, being the initial directors of **Jim Thorpe Youth Soccer Association, Inc.**, hereby adopt and approve the foregoing Bylaws as the official Bylaws of the Association, effective as of **10/16/2024**.

**Jamie Ciabattari, Initial Director**

Signature: \_\_\_\_\_

Date: 10/16/2024\_\_\_\_\_

**Christian Bartulovich, Initial Director**

Signature: \_\_\_\_\_

Date: 10/16/2024\_\_\_\_\_

**Daryl Brown, Initial Director**

Signature: \_\_\_\_\_

Date: 10/16/2024\_\_\_\_\_

**Ryan Fatzinger, Initial Director**

Signature: \_\_\_\_\_

Date: 10/16/2024\_\_\_\_\_

**Daniel Hummel, Initial Director**

Signature: \_\_\_\_\_

Date: 10/16/2024\_\_\_\_\_