

LOUYAA CONSTITUTION AND BYLAWS

(Amended December 7, 2016)

ARTICLE I- NAME

The name of the Corporation shall be the LINGANORE URBANA YOUTH ATHLETIC ASSOCIATION, INC., hereinafter referred to as the 'Corporation'. Trading as LINGANORE OAKDALE URBANA YOUTH ATHLETIC ASSOCIATION INC. "LOUYAA"

ARTICLE II- PURPOSE

2.01- To organize and promote athletic and recreational programs on intramural and competitive levels on the basis of good sportsmanship and fair play; these standards are to be observed at all times.

2.02- To offer programs to interested youth primarily in the Linganore, Oakdale, and Urbana High School Districts, not to deny interested youth outside these primary districts the opportunity to compete for LOUYAA within the guidelines set by LOUYAA, affiliated leagues, and the oversight of the Board of Directors.

2.03- To provide an opportunity for our children to learn the fundamentals of their respective sports under competent leadership and to enjoy participation and competition in organized leagues so that they may become better persons. To develop our children's positive social values, character traits, good citizenship, physical and mental health, knowledge, interest, and an appreciation in sports. It is the goal of LOUYAA to instill the will to win and the courage to accept defeat, with emphasis on clean play, safety, and sportsmanlike conduct.

2.04- To take into consideration, first and foremost, the health, welfare and ability of each individual participant.

2.05- To raise, receive, invest and disburse funds and hold property for the purpose of the Corporation; no part of the income or assets of the not-for-profit corporation shall benefit any private individual or member.

2.06- Lease, build, or support leasing/building of athletic structures/buildings/complexes within the Linganore, Urbana, Oakdale school districts in furtherance of the purposes of the Corporation.

2.07- The Corporation shall operate exclusively for charitable purposes in accordance with and limited by applicable federal and state tax laws.

ARTICLE III- MEMBERS

3.01- Membership: Membership of the Corporation shall be open to 1) the parents or legal guardians of participants in the Corporation's activities and 2) persons 18 years of age or older located in the Linganore, Urbana, and Oakdale district

3.02- Fees: Annual family membership fee shall be determined by the Board of Directors and entitles the payees to 1 vote in the general membership meeting proceedings of the Corporation and eligibility for members' children to participate in activities of the Corporation. If the Board of Directors deems it necessary to change the annual membership fee, it may do so by two-thirds vote. No membership shall be deemed transferable or assigned within the Corporation.

Activity fees for the children of Officers of LOUYAA, members of the Board of Directors, Sport Commissioners, and others as approved by the Board of Directors, will be waived in lieu of time provided to the Corporation.

Hardship Cases- In keeping with the corporate mission statement and purpose, the corporation desires that no child be prevented from participation in a sports program based solely on an inability to pay membership or registration fees due to hardship. Upon request of the parent or legal guardian of an eligible youth, the Board of Directors will review, on a personal and confidential basis, a waiver of membership and/or registration fees based on hardship. If the Board determines that a hardship does exist, the corporation may waive or reduce the registration and/or membership fees depending on the degree of hardship and/or offer the parent, legal guardian, or youth an opportunity to volunteer some free time to assist with various duties in consideration for a waiver in reduction or fees.

3.03- Vote: Each paid annual family fee shall entitle the payees of that fee, if in good standing, to one vote in general membership meeting. .

3.04- Good Standing: A member or player is considered in good standing if all fees have been paid in full and all volunteer duties have been completed. The players and parents must abide by all LOUYAA and affiliated league rules and regulations, as well as the parent and player codes of conduct.

3.05- Bad Standing: The Board of Directors, by two-thirds vote, may place a member or player in bad standing if a member or player has not abided by section 3.04 or has conducted themselves in any behavior detrimental to the core purpose of the Corporation as determined by the Board of Directors. The Board of Directors has the power to revoke membership and eject members from the Corporation by a two-thirds vote of the Board of Directors. If a member or player is deemed in bad standing the member or player is subject to any sanction or penalties that the board of Directors deems necessary. At the Board of Directors discretion may be subject to the following provisions: A member or player may be placed back in good standing by a two-thirds vote of the Board of Directors.

ARTICLE IV- BOARD OF DIRECTORS

4.01- Number: The Board of Directors of the Corporation shall consist of twelve members elected by the general membership.

4.02- A Board of Directors is a body of elected or appointed members who jointly oversee the activities of a [Corporation](#). The board acts on behalf of, and is subordinate to, the Corporation's full membership. The board is elected by the membership and is the highest authority in the management of the corporation.

4.03- Term: The Board of Directors shall be elected for a term of 3 calendar years commencing on the date of the Annual election held at the first meeting in June, in which they are elected to for a maximum of three consecutive terms. A BOD member may be reelected/appointed after a year break in service.

4.04- Nominations: The Board of Directors will select a nominating committee to acquire and propose candidates. The President and Vice President will appoint no less than three members to serve on this committee. This committee shall advertise elections, collect candidate information, verify candidates meet criteria, and recommend those candidates for inclusion on the ballot. The Board of Directors shall vote to accept each candidate's nomination by majority vote

4.05- Vacancies: Any vacancy in the Board of Directors/Officers may be filled for the unexpired term by a unanimous approval of the remaining Board of Directors. The Board of Directors will conduct a ballot vote to validate unanimous approval. Any vacancy occurring by resignation, removal or otherwise, shall be filled by a member successfully nominated by the Board of Directors, within thirty days of the vacancy, for the remainder of the original term. In the event the President does not fulfill their term of office, the Vice President shall assume the role of President and the Board of Directors shall meet and elect an interim Vice President from the remaining members of the Board of Directors. The interim President and Vice President shall complete the remainder of the original term of the President.

In the event a nomination is not successful, the Board of Directors will continue its nomination process to fill the vacancy by presenting a new nominee within a subsequent thirty day period.

4.06- Election: The individual members of the Board of Directors shall be elected by the general membership at an annual meeting by majority vote. Each Director shall hold office until her/his term expires and her/his successor shall have been duly chosen and qualified, or until she/he shall have resigned, or shall have been removed in the manner provided herein.

To be considered for candidacy in a Board of Directors election:

The Board of Directors will solicit candidate submissions through (but not limited to) emails and the LOUYAA website a minimum of 60 days in advance of an annual meeting. The Board's nominating committee will review and recommend to the Board the candidates to be placed on the ballot.

Those wishing to be considered for candidacy must meet the following set of conditions:

- Be a LOUYAA member in good standing
- Submit to a criminal background investigation as per Article 9.03
- Attend two Board of Directors meetings within 120 days of the election
- Submit letter of candidacy, in person, at a regular Board meeting a minimum of 21 days prior to the scheduled election

At a minimum, letters of candidacy must include this information:

- Name
- Address
- Phone Number
- Email Address
- Occupation and Education History
- Highlight any experience with youth athletics, youth organizations, or financial management
- Description of the candidates LOUYAA involvement
- Statement explaining why candidate is interested in serving on the Board of Directors

Candidates for election will be notified and capsules of each candidate's submissions will be posted on the website a minimum of 15 days prior to the election.

Candidates failing to pass a background check as defined in Article 9.03 or found to have committed acts of moral turpitude will be automatically disqualified from the ballot.

Election Process

Board will notify general membership of election a minimum of 30 days in advance of any annual election and will post capsules of candidate submissions on the LOUYAA website a minimum of 15 days prior to the election. All member families will be entitled to one vote in any general membership

election. The election meeting will be called to order promptly at the announced time. Those arriving more than 15 minutes late will not be eligible to vote unless approved by the majority of Board of Directors due to unforeseen circumstances.

The election meeting agenda will consist of:

- Opening remarks
- Candidate remarks, not to exceed five minutes each
- Distribution of ballots to attending membership
- Counting of ballots verified by a minimum of three Board members
- Announcement of new Board members
- Terms of elected Board members begin immediately after the election with a scheduled meeting, so all candidates should be prepared to remain after the election.

A sport commissioner shall not be a member of the Board of Directors nor hold any position that could maintain a conflict of interest within LOUYAA as deemed by the Board of Directors.

4.07- Powers: The business of the Corporation shall be conducted by and managed by its Board of Directors, which may exercise all of the powers of the Corporation except as, are by statute, by the charter, or by the Constitution and Bylaws, conferred upon or reserved to the members. The Board of Directors shall keep full and fair accounts of its transactions.

4.08- Meetings: The Board of Directors shall meet as soon as possible following the annual meeting to elect officers. The Board of Directors shall meet once a month minimum, at a time and place as designated by the President. Special meetings of the Board of Directors may be called at any time by the President or a Board member that shows just cause for such meeting and has support of majority of the existing Directors.

4.09- Notice of Meetings: Except as provided in Article 4.07, notice of the place, day and hour of every regular meeting shall be given to the membership three days or more in advance of the meeting.

4.10- Quorum: A majority of the number of Board of Directors shall be present at any meeting in order to constitute a quorum for the transaction of business or any specified item of business. If two-thirds vote is required to approve a specified item, that two-thirds shall mean two-thirds the total number of Board of Directors of the Corporation.

4.11- Compensation: The Board of Directors shall not receive any other compensation for their services except as provided for in Article 3.02. The Board of Directors is empowered to compensate individuals for services outside the scope of their individual duties as a volunteer.

4.12- Directors & Officers Liability: Coverage shall apply to any claim made against the insured for wrongful acts arising solely out of the insured's duties on behalf of the Corporation. Coverage shall not apply to any claim based upon or arising out of any wrongful act circumstance likely to give rise to a claim of which the person or persons covered under the Directors and Officers Liability Insurance Policy had knowledge; or otherwise had a reasonable basis to anticipate might result in a claim.

ARTICLE V- OFFICERS

5.01- Election of Executive Officers: After the Annual Election of the BOD, the President will call an organizational meeting of the new Board of Directors to elect a President, Vice President, Secretary, and Treasurer to serve one-year terms. The Executive Officers shall be nominated and a vote conducted by ballots verified by a member of the BOD not in the nominations.

5.02- President: The President shall preside at all meetings of the members and the Board of Directors at which she/he shall be present. She/he shall have general charge and supervision of the business of the Corporation. The President may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments, except in the case in which the signing thereof shall have been expressly delegated to some other Officer or agent of the Corporation. She/he shall perform all duties incident to the office of President of the Corporation, and such other duties as from time to time may be assigned to him/her by the Board of Directors. She/he shall see all books, reports, and certificates as required by law are properly kept or filed. She/he shall have such powers as may be reasonably construed as belonging to the Chief Executive

5.02A – Past President – The immediate Past-President of the Board who has completed his or her term as a Board of Directors Member shall serve as an Ex-Officio member of the Board until such time as a successor president replaces them. As an Ex-Officio member, the Past-President may participate in all deliberations of the Board of Directors, but shall not vote nor exercise any official authority.

5.03- Vice President: The Vice President, at the request of the President, or in his/her absence, or during his/her inability to act, shall perform the duties and exercise the functions of the President, and when so acting, shall have the powers of the President. The Vice President shall have such other powers and perform such other duties from time to time as may be assigned to him/her by the Board of Directors or the President.

5.04- Secretary: The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in books provided for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. In general, shall perform all duties incident to the Office of Secretary of a Corporation and such other duties as may from time to time be assigned to him/her by the Board of Directors and/or the President.

5.05- Treasurer: The Treasurer will be responsible for compiling financial data pertinent to the running of the corporation as deemed necessary by the President and/or Board of Directors. The Treasurer will verify commissioners financial responsibilities are met and present a monthly status to the Board of Directors detailing those financials.

5.06- Business Manager: The Business Manager will be a paid employee of the corporation and a non-voting member of the Board of Directors. She/he shall be custodian of the records of the Corporation; shall see that the Corporation seal is affixed to all documents requiring such, the execution of which on behalf of the Corporation, under its seal, is duly authorized and when so affixed may attest the same, She/he shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit or cause to be deposited in the name of the Corporation, all monies or other valuable effects in such bank, trust company or other depositories selected by the Board of Directors. She/he shall render to the President and to the Board of Directors whenever required or requested an account of the financial condition of the Corporation, and in general she/he shall perform all duties incident an Office of the Treasurer within a Corporation, and such other duties as from time to time may be assigned to him/her by the Board of Directors or the President.

5.07- Committees/Liaisons: The Board of Directors may from time to time appoint such committees/ Liaison, as it may deem desirable. Each such committee/ Liaison shall hold office for such period and perform such duties as the Board of Directors or President may prescribe. The Board of Directors may also from time to time authorize any committee to appoint and remove sub-committees and prescribe the duties thereof.

5.08- Removal: Any officer of the Corporation may be removed for any reason by a two-thirds vote of the Board of Directors at a meeting called for that purpose. Moral turpitude and just cause or behaviors detrimental to the core purpose of the Corporation as determined by the Board of Directors and/or general membership can be reason for removal.

ARTICLE VI- MEETINGS

6.01- Semi-Annual Meetings: The Corporation shall hold semi-annually a meeting of the members for the election of Directors and for the transaction of general business during the first or second week in the months of June and December each year, if not a legal holiday or in conflict with a special event. In such cases, the meeting will be held the third week in the month of June or December. Such

meetings shall be a general meeting that is to say, open for the transaction of any business within the powers of the Corporation. Public written notice of semi-annual meetings shall be tendered not less than fifteen days prior to the date of the annual meeting. Annual meetings shall be open to all members and general public, and shall be advertised as such. Being place on the LOUYAA website shall serve as public written notice. The Board of Directors can vote to postpone a semi-annual meeting at its sole discretion as it deems necessary with a two-thirds vote.

6.02- Special Meetings: At any time special meetings may be called by the majority of the Board of Directors. (Special Executive sessions shall be exempt from public notice).

ARTICLE VII- VOTING

7.01- Ballots: For the purpose of electing individual Directors, ballots will be used. For the purpose of conducting general business at the annual meeting or a special meeting of the general membership, a count of valid memberships will be administered.

7.02- A majority is the number of votes needed by members present at a meeting necessary for the transaction of business or of any specified item of business at any meeting requiring membership vote, including but not limited to amendments to the Article of Incorporation, Constitution and By-laws,. Consent must be given by a majority of members present that are eligible to vote.

7.03 – As pursuant to these by-laws, two-thirds vote constitutes two-thirds of the entire Board of Directors, not of the attendance needed to satisfy quorum. A majority vote is no less than 50% plus one of the Board of Directors or members in attendance at any particular meeting.

ARTICLE VIII- FINANCES

8.01- Checks, Drafts, etc.: All checks, drafts and orders for the payment of money, notes, and other evidence of indebtedness issued in the name of the Corporation shall, unless otherwise provided by resolution of the Board of Directors, be countersigned by such officers of Board Members and employees as the Board may direct.

8.02- Annual Reports: A full and true statement of the affairs of the Corporation shall be submitted at the annual meeting of the members and recorded in the minutes of that meeting. Such statement shall be prepared by the President of the Corporation.

8.03- Fiscal Year: The fiscal year of the Corporation shall be from July 1 through June 30, unless otherwise provided by the Board of Directors.

8.04- Seal: The Board of Directors shall provide a suitable seal bearing the name of the Corporation, which shall be in charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof.

8.05- Bond: The Board of Directors may require any officer, agent or employee of the Corporation to give bond to the Corporation, conditioned upon the faithful discharge of his duties, with one or more sureties and in such amounts as may be satisfactory to the Board of Directors.

8.06- Financial Institutions: All monies received by the corporation shall be deposited in a bank and/or an approved financial institution approved by the Board of Directors; disbursements shall be made by checks signed by a no less than two designated members from the Board of Directors as dictated by the President, unless explicitly approved by the entire Board of Directors. .

8.07- Insurance: The Board of Directors shall review, maintain, and update all insurance policies necessary to protect the corporation and the volunteers, and to remain compliant with what is considered as generally acceptable insurance policy guidelines for a non-profit youth sports Corporation. The President may appoint an insurance committee to review the insurance policies and coverage with qualified insurance representatives once a year prior to the policy renewal date. The committee shall provide a report to the Board of Directors no later than one general membership meeting prior to the renewal date.

ARTICLE IX- STAFF

9.01- Permanent Staff Positions: The following permanent staff positions will be appointed by the President and confirmed by a majority of the Board and will serve until a letter of resignation is received, removal by the Board or the position is not deemed necessary as determined by the Board.

9.01/B- Sports Commissioners: The Sport Commissioner will be responsible for all aspects of their sport, including, but not limited to, budgeting, planning, coordination, field allocation, daily operations, and the like. Sport Commissioners are responsible for enforcing all policies and procedures, approved or amended by the Board of Directors. The Sport Commissioner will appoint such temporary staff as necessary to implement, operate and administer individual season programs. The appointment and/or termination of coordinators, temporary staff, and all coaches, shall be at the sole discretion of the commissioner, but must be approved by a majority of the Board of Directors. All appointments, nonetheless, automatically expire with the completion of the duties of the particular season. The Sport Commissioner will also be responsible for maintaining an inventory of all athletic equipment and uniforms used by their sport and procurement of such new equipment as deemed necessary. Inventories and purchases must be presented to the Board of Directors at the completion of each season along with final budget, and prior to the start of a new season along with the proposed budget. The term of the Sport Commissioner will continue until a letter of resignation is accepted, or is voted out of office by a majority of the Board of Directors.

9.01/C- Director of Membership/Registration: Whose duty it will be to conduct registration for all programs, collect all applicable fees or refer delinquent parties to the Board of Directors for action or exemption, disseminate the information acquired at registration to the staff directors and to the

Board of Directors, maintain a current roster of all paid members of the Corporation to include name, address, phone number and names and ages of all children in the family, and collect membership fees.

9.01/D- Ambassador to the Frederick County Public Schools (FCPS): Responsible to act as the liaison between LOUYAA and FCPS. This person will communicate with the commissioners on a regular basis and submit the required forms/documents to the school according to the FCPS guidelines. This person will serve as the single point of contact for LOUYAA with regards to FCPS and will work to independently resolve issues as they arise.

9.02- Temporary Staff: The President of the Board of Directors or a majority of the Board may create and appoint any temporary staff positions they see fit. These temporary positions will expire at the annual meeting unless re-appointed by the subsequent Board or President.

9.02/A- Temporary Staff Selection: All temporary staff positions will be open to all qualified individuals. Openings will be posted on the LOUYAA website prior to appointment. Application for any staff positions may be made by presenting a resume of qualifications and past experience to the President of the Board of Directors for consideration.

9.02/B- Head Coaches: Coaches for this Corporation shall be taken on a volunteer basis. Coaches must be a minimum of 18 years of age, received proper training as dictated by the Board of Directors, and successfully complete a background eligibility process. Head coaches will be submitted to the Board of Directors prior to the start of the season for final approval.

9.02/C- Coaches: In order to endure that the mission and objectives of the corporation are the first priority of every sports program, any coach that has been approved by the Sports Commissioner shall be required to read, acknowledge, and adhere to the Coach's Creed each season.

9.03- Criminal Background Investigation: Volunteer or pre-employment applicants for LOUYAA are required to complete a criminal background investigation. The Board of Directors will conduct its eligibility process for a recurring applicant at a minimum of every two years. Applicants will be subject to a local and national database search for criminal convictions and pending criminal or civil allegations to include, but not limited to a Sexual Offender search in all states, social security trace, identity verification, and a search of other watch lists from county, national, and international lists through the completion of paper or electronic forms and/or fingerprinting.

Applicants found ineligible will be notified by LOUYAA, and/or its legal representation. Disqualified individuals must provide proof of resolution to the LOUYAA Board of Directors to be reconsidered for a voluntary or employee position.

9.04- Removal: Any staff member and/or coach, permanent or temporary, whether appointed, employed, or approved by the Board or any Sports Commissioner can be removed for any reason by a two-thirds vote of the Board of Directors. Removal can occur at a special meeting called for that purpose by the Board of Directors, or at the monthly or semi-monthly meeting. Any staff member position requiring a criminal background investigation found not in compliance with that criterion as deemed appropriate by the Board of Directors shall be immediately prohibited from serving in any LOUYAA position until such matters have been resolved to the satisfaction of the Board of Directors.

ARTICLE X- PARLIAMENTARY PROCEDURE

A set of rules for conduct at meetings, that allows everyone to be heard and to make decisions without confusion. The LOUYAA Board of Directors will follow Roberts Rules of Order Newly Revised as a basis of operation for conducting its meetings.

Membership wishing to bring topics to the Board of Directors at a meeting shall be versed in Roberts Rules of Order. Those topics shall be presented in the form of a motion and may be voted on by the Board of Directors, dismissed, or tabled for further investigation. Membership will have its opportunity to present these motions by obtaining the floor during unfinished or new business as indicated in the agenda.

ARTICLE XI- AGENDA

The agenda for all meetings, unless otherwise stated prior to that meeting shall be as follows:

1. Call to order.
2. Roll call of members present.
3. Reading of minutes of last meeting.
4. Officer's reports.
5. Committee reports.
6. Special orders --- Important business previously designated for consideration at this meeting.
7. Unfinished business.
8. New business.
9. Announcements.
10. Adjournment.

ARTICLE XII- AMENDMENTS

Any and all provisions of this Constitution and By-laws may be altered or repealed by a two-thirds vote of the members present and new By-laws adopted by two-thirds vote of the members present at any annual meeting of the members, or at a special meeting called for that purpose. No proposition to amend shall be acted upon unless written notice fully describing the proposed amendment change is

given to and approved by a majority of the BoD, and presented all members of the Corporation via email or the corporation website at least fifteen (15) days prior to the annual meeting or special meeting called for that purpose where the vote is to be taken.

ARTICLE XIII- MISCELLANEOUS PROVISIONS

13.01- Internal Financial Audit: A professional accounting firm shall be appointed, as deemed necessary, by the President or Board of Directors, to examine and otherwise audit all of the financial records and transactions during a specific fiscal year(s). The written report of the audit shall be added, along with any appropriate comments, etc., to the official minutes of such meeting by the Secretary.

13.02- Dissolution of Corporation: If the Corporation is dissolved, its assets shall be distributed for one or more of the exempt purposes within the meeting of Section 501(c) (3) of the Internal Revenue Code.

APPROVED, by the Board of Directors of the LINGANORE URBANA YOUTH ATHLETIC ASSOCIATION, INC., in a semi-annual general membership meeting
This document supersedes all previous ones.