

**PALM BEACH GARDENS
YOUTH ATHLETIC ASSOCIATION, INC.
P.O. Box 31913, Palm Beach Gardens, FL. 33420
A 501 (c) (3) Not For Profit Organization
As amended August 2016 and Approved September 2017
Ratified and Re-Adopted by 2017 Board of Directors
Effective January 1, 2017**

PREAMBLE AND MISSION STATEMENT

Section 1. **Whereas**, the Palm Beach Gardens Youth Athletic Association, Inc. (PBGYAA), a nonprofit organization, supports, sponsors and promotes sports, recreation and safety programs for school aged children (K-12th grade) for residents of Palm Beach Gardens, and other non-residents living outside the city boundaries;

Whereas, the PBGYAA Membership is comprised of these children, their parents and other family Members with each family unit entitled to two adult votes on any matter brought before the Association;

Whereas, the PBGYAA believes that the safety and welfare of our children are primary concerns and that, since today's youth are tomorrow's leaders, the mental and physical capabilities developed today will determine how well they handle their responsibilities tomorrow;

Therefore, the PBGYAA encourages participation in all forms of sport not only for its own sake, as enjoyment, but also as a means to improve society. This is an effort founded on the belief that active involvement in such recreational activity develops social skills, promotes physical and mental health and provides a constructive outlet for youthful energies.

Section 2. To achieve this goal, PBGYAA encourages its Members to assume an active role in support of the Association's programs and to foster awareness of the positive value of sports participation. In addition, PBGYAA encourages cooperative efforts between schools, local governments and the business community. This partnership is designed to promote the availability of suitable playing facilities and sports programs conducted in an environment that is safe, rewards fair play and ensures equal opportunity to become active within the organization.

Section 3. **Therefore**, it is resolved that the PBGYAA Membership and programs:

1. Shall assist in the positive physical and emotional development of our youth by providing programs for active participation in amateur sports.
2. Shall encourage children of school age (K-12 grade) to participate in these programs.
3. Shall take whatever steps necessary to provide an opportunity to participate, to any child, regardless of physical ability, ethnic background or financial resources.

4. Shall seek to demonstrate and promote the concepts of team participation, spirit of competitiveness and fair play, both on and off the field, by players, coaches, officials, family and fans alike.
5. Shall actively seek the necessary funding to accomplish its objectives.

BY-LAWS, PROCEDURES, RULES & GUIDELINES
of the
Palm Beach Gardens Youth Athletic Association, Inc.

As amended and revised at the September 2016 General Membership Meeting, this Document shall supersede and take precedence over all other bylaws, procedures, rules and guidelines enacted prior to this document.

DEFINITIONS:

- Association:** Shall be comprised of the Executive Board, Division Boards, and all duly authorized Members.
- Executive Board:** The main governing body of the Association.
- Division Board:** The governing body of each Division.
- Members:** Duly authorized individuals or families of the Association.
- Division Members:** Those Members of the Association whose children play within that respective sports Division.
- 501 (C) (3):** A tax-exempt organization as described in IRC Section 501(c) (3).
See attached addendum.

ARTICLE I -- MEMBERSHIP

- Section 1.** Any adult of good moral character wishing to promote an athletic program to benefit the youth of the city of Palm Beach Gardens and the surrounding areas shall be eligible for Membership in the Association, as set forth in the provisions of the Charter and these By-Laws. The Membership of an adult shall include their immediate family (i.e. spouse, significant other with whom the Member resides, and any children of the Member).
- Section 2.** A Family Membership in the Association is required for participation in any program or event sponsored by the Association. A Family is defined as a husband and wife, or relationship in the nature of husband and wife, and their children, or a father, mother and his or her children or legal guardians and his or her children.

- Section 3.** No more than two (2) Members of a family who have attained the age of twenty-one (21) years shall be considered eligible to vote on any issues brought before the Association.
- Section 4.** The removal, suspension, or expulsion of any Member, under ARTICLE XII, shall not affect the Membership of other Family Members.
- Section 5.** Membership in the Association is obtained upon registration and proper payment of any fees due in one of the Associations sponsored sports or remittance of an approved form of application and the payment of the proper fees &/or annual dues of the Association.

ARTICLE II -- DUES

- Section 1.** Members are required to pay the appropriate fees due and the annual dues of the Association to the Treasurer.

In such case(s) wherein the Executive Board may waive the annual dues for some or all its Members, those Members so affected shall be considered paid Members, retaining all rights and privileges of Membership, for said period.

- Section 2.** The Executive Board of Directors shall set the amount of annual dues and/or fees of the Association. The Division Boards shall set the amount of dues and/or fees pertaining to their Divisions with approval by the Executive Board. The Executive Board has the final determination of any and all dues, fees or monies due within the organization as a whole, including but not limited to all Divisions dues or fees under the PBGYAA umbrella organization. Effective January 1, 2017 the YAA fee will be \$15.00 per year per registrant, unless changed by the Executive Board by majority vote.
- Section 3.** Annual Membership dues become due and payable on, or about, January 1 of each year. Membership expires annually on December 31.

ARTICLE III – ESTABLISHMENT OF DIVISIONS AND AUTHORITY OF DIVISIONS

- Section 1.** The Executive Board of Directors shall have the authority to establish and disband Divisions for various sports, such as baseball, soccer, football, and any other division that the Executive Board deems necessary to fulfill the goals of the PBGYAA.
- Section 2.** Each Division is responsible for operating consistently with these By-Laws, and within its respective budget. Divisional Officers will only have the authority to bind their respective Division, and may only enter into any agreement on behalf of the Division if specifically authorized by an affirmative vote of the respective Division Board of Directors. No Division is authorized to enter into any personal service contractual obligations in excess of \$5,000 without express Executive Board approval. No individual may enter into any agreements on behalf of a Division or the PBGYAA.

Section 3. All Divisional contracts must be in the format approved by the Executive Board of Directors for such services. All Divisional contracts must be approved, in advance, by the appropriate Division Board of Directors by affirmative vote in an open meeting, and copies must be provided to the Treasurer of the Board of Directors for the affected Division and the Treasurer for the Executive Board. Any contract not so approved shall be null and void.

Section 4. Each Division will publish in advance all tournaments, games, and practice schedules at its earliest opportunity, and will endeavor to avoid conflicts between sporting events. The Divisions will work together as a whole to promote the sports programs at PBGYAA. The Divisions (and, in particular, the Officers of each Division) shall adjust schedules where possible to allow members to participate in more than one sport.

ARTICLE IV -- GOVERNANCE

Section 1. The governance of the Palm Beach Gardens Youth Athletic Association, Inc. shall be vested in the Executive Board of Directors. The Executive Board of Directors has established Divisions for each sport, which shall operate in conformity with these By-Laws. The Executive Board may delegate the day-to-day operations of its sports Divisions to the Divisional Boards of Directors, but such delegation of operational authority shall not diminish the ultimate authority of the Executive Board of Directors to run or control the Association and each Division. The Executive Board of Directors shall, by majority vote, have the power of veto over any decision of a Divisional Board.

Section 2. The Executive Board of Directors shall consist of four (4) officers: President, Vice President, Secretary and Treasurer, each of the Division Presidents and not more than three (3) directors at large. The directors-at-large positions may vary in number to always provide for an uneven number of voting Members on the Executive Board of Directors, and may include the immediate Past-President of the Executive Board. Each Member shall be vested with one vote. If for whatever reason there is an even number of votes present during any meeting, then the President will only vote in case of a tie.

Section 3. Each of the Divisional Boards of Directors shall consist of four officers: President, Vice President, Secretary, Treasurer, and no less than three (3), nor more than nine (9), Members at large. The directors-at-large positions may vary in number to always provide for an uneven number of voting Members on the Divisional Board of Directors. Members at large sitting on the Divisional Boards are encouraged to be made up of at least one Member of each age group playing within the respective Division. If for whatever reason there is an even number of votes present during a meeting then the President will only vote in case of a tie.

Section 4. Only the Executive Board of Directors may establish new sports Divisions in the Association. Upon the acceptance, or creation, of a new sports Division within the Association, the Executive Board President shall appoint, with Executive Board approval, a Divisional Board President, who will appoint an interim Board of Directors, subject to Executive Board approval. This appointed Board of Directors shall serve until the first general election for the new Division is held.

Thereafter, the new Division's officers and Members at large will be elected by the General Membership of that Division.

Section 5. If said Board of Directors should approve and authorize the making of any agreement or contract, the President, Vice President, Secretary, and/or Treasurer will execute the agreement in the name of PBGYAA or the affected Division. If all said officers shall be absent, then by special direction from the respective Board, any director so authorized by the respective Board of Directors shall sign such agreement or contract.

Section 6. Executive and Divisional Board Members will serve for one (1) year unless their tenure in office shall be otherwise terminated under section XII of these articles.

Section 7. The Association will consist of those Divisions approved by the Executive Board of Directors. No minimum or maximum number of Divisions will be required.

Section 8. Each Division within the Association shall be autonomous and self-governed by their own set of bylaws, rules, regulations and guidelines, with these being adopted by the respective Division Boards of Directors and approved by the adult Members whose children play within that respective Division, and with the approval of the Executive Board of Directors.

No bylaw, rule, regulation or guideline of any Division shall be in conflict with the bylaws, rules, regulations or guidelines of the Association. If such conflict shall be deemed to exist by the Executive Board of Directors, the Associations bylaws, rules, regulations and guidelines will be the governing document and take precedence.

As may be determined by the Executive Board of Directors, the Divisional bylaws, rules, regulations, and guidelines may be stricter but not less strict than those embraced by the Association.

Should the Division not have their own set of bylaws, the Association bylaws shall be the bylaws for that Division.

Section 9. Division General Membership meetings shall take place immediately following the adjournment of the General Membership meeting of the Association, at which time elections of Divisional Board Officers, Divisional Board Members, and any other General Membership business shall take place. Terms of the Divisional Officers and Directors and the Division's fiscal year shall run concurrent and be identical to the Executive Board of Directors and the Associations. The respective Presidents of each Division within the Association shall serve on the Executive Board of Directors.

Section 10. Members of the Association have the right to petition the Executive Board of Directors to be heard on any matter concerning the Association. Each Division Board will enact a process whereby Members may address their respective Boards and if the Member/Members object to the Divisional Board's decision they may take their grievance to the Executive Board of Directors for review or redress.

Special meetings of all Boards within the Association will be at the discretion of the President of each Board and may not be unduly withheld if a time constraint consideration is at issue.

Any Member may attend any Board of Directors meeting and have their voice be heard, but shall not have the right to vote. Each President of each Board of Directors may set time limits for public discussions of any issue.

Section 11. For any Member that wishes to hold office within the Association or become a Member at large, of any Board within the Association, Membership in the Association is a prerequisite.

An officer of a Division within the PBGYAA may not serve as an Officer of the Executive Board of the Association or any other Division concurrently.

It is recommended that Members holding positions on any Board within the Association have children playing within the Association, but this is not a mandate, just a recommendation. Boards of the Association shall be made up of at least 70% residents of the City of Palm Beach Gardens if possible.

Section 12. There shall be three distinct levels of play: Recreational, All Stars or Travel, and Select and each shall have its own season of play. Overlapping of play in the beginning and end of each season may result but is discouraged. All programs, under the PBGYAA, shall derive from and be promotional of the PBGYAA recreational programs. Recreational play shall take precedence over all other levels of play. All Stars or Travel and Select teams shall be derived/made up from the recreational programs of each Division first. If there are additional spots that need to be filled on these teams the Divisions may set their own policies for reaching outside of the recreational programs to fill any open spots.

Section 13. The Executive Board of Directors shall have control and management of the property and finances of the Association. Each Divisional Board of Directors will have control and management of its own funds, and each will have control of its own contractual arrangements and budgetary compliance, with oversight control by the Executive Board.

Section 14. Funds of the Association and its Divisions shall be deposited and withdrawn from the bank or banks authorized by the Executive Board of Directors.

A. PBGYAA funds withdrawn from the Association or Divisions' bank account(s) must be authorized with two signatures, one of which must be the Treasurer of the Association or the Division withdrawing the funds. The President, Vice President and Secretary of the Association and of each Division shall also be authorized to sign for their own Division. All expenditures must be consistent with the budget established at the beginning of the respective year, or must be approved in advance by the Executive Board.

B. The Treasurer shall deposit all funds of the Association in said banks.

- C. The Treasurer and President of the PBGYAA Executive Board must be signatories on all accounts, of all Divisions, in the PBGYAA. The Secretary and Vice President must be signatories on all accounts of the PBGYAA and each of the Officers of each Division must be a signatory on such Officer's respective Division of the PBGYAA.
- D. No funds of the Association, Divisions or teams within the Divisions will be deposited in any accounts other than the ones authorized by the Executive Board of Directors.
- E. Any checks to be used by the Association, for any reason, must be made out to the PBGYAA, or PBGYAA, _____ Division. (i.e. Baseball Division).

Section 15. Financial Statements of each Division are due into the Executive Board's Treasurer no later than 30 days prior to the end of the Association's fiscal year. The PBGYAA and each of its Divisions is required to utilize the centralized online Quickbooks® accounting system or such system as approved by the executive Board.

Section 16. The Executive, or Divisional, Board of Directors may declare vacant the office of any officer or director of their respective Boards whom:

- A. Shall absent themselves from two consecutive regular meetings of their respective Boards, unless excused by their Division/Executive Board President, or
- B. Absents themselves from two consecutive regular or special meetings of the General Membership, unless excused, or
- C. Shall tender his resignation to the Board of Directors, or
- D. Shall be recalled pursuant to Article XII of this document

Section 17. A Division President may delegate to another Member of that Division's Board the right to represent the Division at a meeting of the Executive Board of Directors. That delegate shall assume the full authority and responsibility of the Division President, including voting rights, for the meeting attended.

If so attended, no absence will be considered against the Division President.

If a Divisional President or their designee does not show up at an Executive Board meeting then that Division will be fined \$150.00. Fine will be transferred out of their account and into the main PBGYAA account by the PBGYAA Treasurer the following day after the meeting and notice will be served to the offending Division of such transfer by the next meeting of the executive Board. Excused absences may be granted by the Executive Board President prior to the meeting.

Section 18. Absences shall be reported to the Executive or Divisional Board Presidents, or his appointee, no less than twenty-four (24) hours prior to the scheduled meeting time. Excused or unexcused absences shall be noted in the meeting minutes.

Section 19. In the event of a vacancy on any Board of Directors within the Association, the vacancy shall be filled by appointment of the respective President and approved by the majority

of Members of the respective Board. This appointee will serve until the next annual Association meeting.

Section 20. Minutes of all proceedings of the Association, its Boards or committees are required. Minutes shall be available to any Member upon request.

Division minutes/agendas will be copied to the Executive Board.

Section 21. A player may be barred from further participation in an Association sports program due to: unsportsmanlike conduct, violations of the code of conduct, or the bylaws of the PBGYAA if committed by the player or a Member of their family.

A majority vote of the respective Division Board of Directors is required to bar any player or Member.

Section 22. Family Members of the Members of an Association Board of Directors may participate in Association programs without being charged for registration fees.

This does not waive the required fee for Membership dues and/or fees or non-resident fees.

Section 23. Should the President of any of the Association's Boards of Directors succeed himself as President, or the immediate past President not be available to serve on that Board of Directors, the office of Past-President shall be filled by the most recent past President available to hold the position. If none exists or if such former President declines to participate then the office shall remain vacant.

Section 24. The list of the Association's Members, the Members' home and mailing addresses, and phone numbers may be given to the City of Palm Beach Gardens, for the sole purpose of establishing resident and non-resident Members for each individual sport.

Except as provided by this section, and as may be prohibited by law, the list of the Association's Members, the Members home and mailing addresses and their phone or other personal information shall be kept confidential and not be disclosed to any person whether a Member or non-Member of the Association.

Except as may be prohibited by law, the fund raising efforts or contributions of Members shall be kept confidential, and not be disclosed to any person, whether a Member or non-Member, unless such disclosure is consented to by the Association's Executive Board of Directors and by the applicable Member and sponsor, or unless such disclosure is required pursuant to law.

Section 25. Any major or significant changes in a Division's procedures, bylaws or governing authority (for example NSA, ASA, Cal Ripken, Little League Pop Warner, etc.) must be approved by the Executive Board.

- Section 26.** The Executive Board shall have the ability to enact rules, regulations and/or levy financial assessments against the Divisions and/or Members, for the proper governance of the Organization, with adoption by a super majority, or 2/3 vote of the Executive Board.
- Section 27.** Any disputes or disagreements between the Division Boards, their officers and the City of Palm Beach Gardens, or their representatives shall be brought to the Executive Board for resolution. Any correspondence between the City and the PBGYAA pertaining to any disputes or disagreements will be through the Executive Board, with a copy to the affected Division.
- Section 28.** Robert's Rules of Order shall govern the proceedings of all meetings of the Association and its Boards or committees.
- Section 29.** The Executive Board of Directors may by majority vote grant "Membership For Life" to any past Member of the PBGYAA. The "Membership for Life" shall bear no cost to the recipient and be acknowledged by a certificate or Membership card. Any person who is designated "Member for Life" will have all rights, privileges, responsibilities and protections as any other PBGYAA registrant, under the Bylaws and Codes of the organization.
- Section 30.** One of the primary goals of the Association is the safety of its participants, therefore any Division within the PBGYAA whose participants are required to wear a helmet, during the playing or practice of their respective sport, those helmets must be affixed with an approved NOSCAE facemask, or a similar approved face mask. This section became effective October 30, 2008.

ARTICLE V -- ELECTION PROCEDURES

- Section 1.** The annual election of Officers and Directors for the Executive and Divisional Boards of Directors shall be held at the General Membership meeting in September of each year. The newly elected officers and directors shall assume the responsibilities of their respective offices on January 1st, of the following year. The time delay in assuming office is for the express purpose of training and passing on of proper procedures and documentation thereby allowing the newly elected officials to take office in an orderly and constructive manner, making the learning curve easier and more efficient. The Executive Board may approve an earlier assumption of office on a case by case basis, if warranted.
- Section 2.** Prior to the annual meeting, the President of each of the Association's Divisional Boards of directors shall appoint a nominating committee chairperson, subject to the approval of their respective Boards of Directors.
- Section 3.** The nominating committee shall consist of the Chairperson and two (2) Members selected by the Chairperson with the approval by the respective Boards of Directors.

All Members of the nominating committee shall be ineligible for election to an office on any of the Association's Boards of Directors, during their term on the committee, unless they are nominated from the floor.

Section 4. It is the duty of the nominating committees for the executive and Divisional Boards to poll Members who may be interested in serving on the Executive or the Divisional Boards of directors and place their names into nomination during their respective annual meetings for election. The nominating committee chairperson is charged with the orderly handling and operation of the election process during the General Membership meeting. In lieu of the chairperson, the sitting President may appoint a neutral party/Member to handle said election.

Section 5. Nominations and Elections shall be held as follows:

- A.** At the Annual Association General Membership Meeting and the subsequent Division Membership meetings, elections will be held. The nominating committee of the executive Board and each Division Board, during each of their respective meetings, shall place into nomination any interested Members who have declared their intentions to the nominating committee to run for elective office. The committee will place into nomination at least one person as a candidate for each elective office. If there is no nominee for an elective office then the office will be declared open.
- B.** Additional nominations may be made from the floor prior to voting.
- C.** All names so nominated will be placed upon the ballot. Voting will be by secret ballot, unless otherwise approved by the Members, and particularly when a candidate is running unopposed. A show of hands or voice vote will suffice if so approved. Winners will be determined by a majority of the voters present.
- D.** Each candidate for office will be allowed to address the Membership, for a maximum of five minutes, before the vote is cast.
- E.** Only Members whose dues are paid and current, prior to the annual meeting, and those in good standing with the Association shall be eligible to vote.
- F.** Waived fees per Article IV, Section 3 will not preclude a Member from voting.
- G.** Election of the Association's Executive and Divisional Board's officers and directors will be voted upon by Members in attendance only, one office at a time, beginning with the President, then Vice President, Secretary, then Treasurer, followed by directors at large, as required. There will an exception for the baseball Division, which at the General Membership Meeting, will first elect all directors at large, by the popular vote, and then will later choose their officers from among those directors elected.
- H.** All current Members and Members in good standing with the Association are eligible to hold office, pursuant to Article VI of these By-laws.

- I. Prior to assuming office, every Officer and Director of the Executive and each Divisional Board of Directors must sign the Code of Conduct and agree to comport with the ethical obligations contained therein,

ARTICLE VI -- QUALIFICATIONS OF OFFICERS AND DIRECTORS

- Section 1.** No person shall be eligible for election unless they are a Member in good standing of the Association.
- Section 2.** No Member shall be eligible to hold the Office of President or Vice President on either the Executive or Divisional Boards unless they shall have been a Member of the Palm Beach Gardens Youth Athletic Association for at least one year at the time of the election. No Member shall be eligible to hold the office of President or Vice President of the Association unless they have served a minimum of one year/term, on the executive Board or a Division Board in the Association.

ARTICLE VII -- DUTIES OF OFFICERS

- Section 1.** All duties of the Officers of the Executive Board or a Division Board shall be those that ordinarily pertain to, and are indicated by, the title of their office.
- Section 2. President**
- A. Direct and preside over all meetings of the Association or the respective Division Boards and shall set agendas for same. The President of each Division shall ensure that all contracts entered into by the Division are in the format approved by the Executive Board, shall ensure that each Member of the Board of Directors signs the Code of Conduct for Officers and Committee Members, and shall ensure that the Divisional Board of Directors affirmatively votes on any contract entered into by that Division.
 - B. Supervise the affairs of the Association or Divisional Board as applicable.
 - C. At the last general meeting prior to leaving office the Presidents will give their annual state of the Association or Division report and turn over all Association or Division records.
 - D. Shall be an Ex-officio Member of all regular and special committees.
 - E. Annually appoint, with respective Board approval, all standing and special committees or subcommittees as may be deemed necessary or advisable.
 - F. Shall Act as Liaison to the City Council and/or any City departments. The Executive Board President shall negotiate, unless delegated by the President to another Member of the Executive Board, any contracts between the city and the PBGYAA. Subject to the requirements of Section 2(A), above, the Divisional President for each division shall negotiate any contracts between the city and the Division seeking to contract with the

city or any other entity. The President may delegate this duty to another Member of the Divisional Board, but remains responsible for ensuring compliance with these By-Laws.

- G.** The Executive Board President has signing authority, with respective Board approval, for any contracts or documents incidental to the business of the Association. As to the Divisional Board Presidents, each has signing authority with Divisional Board approval, for any contracts or documents incidental to the business of that Division. Any contracts in excess of \$2,500, and any contracts for goods or services not provided for in the Division's budget, must be approved by the Executive Board.

The Executive Board President has the decision-making authority to carry out/enforce the bylaws, rules, regulations or procedures of the Association. Each Divisional President has the decision-making authority to carry out/enforce the bylaws, rules, regulations or procedures of that respective Division Board. Presidential authority is granted primarily to create an atmosphere where decisions can be made in lieu of convening an immediate board meeting for each decision, particularly due to time constraints and availability of volunteer members of boards. Presidential decisions are subject to review and approval by the Executive Board (as to the Association as a whole), or review and approval of the applicable Division Board.

- H.** The President of the Executive Board may not manage a recreation team and will dedicate his or her time to administrative responsibilities. The Executive Board President may, however, assist a recreational team as a coach. This section only applies to the recreation portion of a season. This section does not apply to other Officers or Directors of any Divisional Board of the Association, unless so prohibited by the bylaws of their respective Division. The respective Presidents may manage an all-star or Travel/Elite Recreational team.
- I.** Whenever a Division is conducting actual operations, (Recreation season, tournaments, All Star/Travel/Elite Recreational season, practices, etc.) and one month before and after, the Division President or their designee for that given meeting of the Executive Board of Directors will provide a formal status report during the executive Board of Directors meeting, specifically addressing financial matters especially out of budget revenue and expense items, additions or changes in the formally scheduled use of city sports facilities, inappropriate and/or disciplinary issues, All-Star or Travel/Elite Recreational team circumstances and any other issues of a legal or financial concern, or administrative interest.
- J.** As to the Executive Board President, the President must be a signatory on all bank accounts of the Association including every sports Division. The President of the Division Boards shall each be a signatory for their respective Division.
- K.** The President of each Division shall have the authority to temporarily suspend any Member of the Association, within their Division, due to any violation or behavior which in their judgment is not in conformance to any one or more of the bylaws, rules, regulations or procedures of the Association. A Board meeting of the Presidents' respective Boards of directors must be held within two weeks of any suspension to discuss and follow up upon the suspension. Notice of "temporary" suspension may be

given to the offender by delivering a letter of suspension to them in person and placing said notice in their hand or by certified mail. Failure to pick up or sign for certified mail by the offender does not negate the suspension. Constructive notice will be assumed to have been given one week from the date of the mailing of the certified letter or receipt of the certified mail receipt whereby the offender refused to sign for the letter.

- M.** The Executive Board President has the authority to temporarily suspend any Member of the PBGYAA, due to any violation or behavior which in their judgment is not in conformance to any one or more of the bylaws, rules, regulations or procedures of the Association. A Board meeting of the Executive Board must be held within two weeks of any suspension to discuss and follow up upon the suspension. Notice of “temporary” suspension may be given to the offender by delivering a letter of suspension to them in person and placing said notice in their hand or by certified mail. Failure to pick up or sign for certified mail by the offender does not negate the suspension. Constructive notice will be assumed to have been given one week from the date of the mailing of the certified letter. The Association President may also verbally address the offender at the time of the incident or shortly thereof and temporarily suspend them on the spot if the incident so warrants this action. A minimum of two witnesses must be present during this verbal suspension by the Association President.

Section 3. Vice President of PBGYAA and Each Division

- A.** Assume all duties of the Presidency when needed. Perform duties of President as delegated by the President to the Vice President.
- B.** Serve as chairman of any special or standing committees.
- C.** Assist the individual Division Presidents and directors to obtain sponsors and help provide publicity for the sponsors of PBGYAA.
- D.** Shall coordinate activities and maintain continuity of the various sports programs.

Section 4. Treasurer of PBGYAA and Each Division

- A.** Shall have general supervision and custody of all Association funds and securities. The Treasurer of the Executive Board shall have ultimate responsibility of ensuring that all funds of the PBGYAA are used consistently with the organization’s designation as a 501(c)(3) entity.
- B.** The Treasurer of each Division shall have the supervision and custody of all Divisional funds and securities applicable to their Division and shall properly report same to the Treasurer of the Executive Board. PBGYAA and each Division may enter into agreements with professional accounting personnel for the purpose of appropriately accounting for the financial needs and revenue of the Association, but the Treasurers remain ultimately responsible for ensuring compliance with these By Laws. No Treasurer will disburse funds except with proper documentation, including but not limited to ensuring that disbursements have been approved by the appropriate Board of

Directors, and ensuring that all disbursements are within the allocated budget for such expenditure.

- C. Shall supervise the collection of all accounts and the proper dispersal of same. Shall ensure that the Association (as to the Executive Board Treasurer) and their respective Division (as to the Divisional Treasurer) maintains funds appropriately and that no expenditures are authorized other than those that are included in the approved budget without Executive Board approval.
- D. Will be the custodian of all current financial records pertaining to the current and most recent past fiscal year of the Association or their respective Division.
- E. Shall keep full and accurate records of receipts, disbursements, and books belonging to the Association or their respective Division.
- F. Shall at semi-annual intervals or more frequently as requested by the Executive Board, render to the Executive Board an account of the financial condition of the Association and each respective Division.
- G. Shall render a financial accounting and statement of condition to the General Membership at the annual meeting.
- H. Shall, at the request of the Executive Board, arrange for an internal audit of the Association's records, or those of any Division, that may be requested.
- I. Shall arrange for a financial accounting of the Association's books at the end of each fiscal year. Said financial accounting by a certified public accountant will be presented to the Executive Board within ninety (90) days of the beginning of the new fiscal year.
- J. As to the Executive Board Treasurer, shall file all required tax forms with the Internal Revenue Service within Five (5) months of the close of the fiscal year or as otherwise required by the IRS, and as to each Divisional Treasurer, shall provide all information to the Executive Board Treasurer timely so that such tax forms can be filed.
- K. As to the Executive Board Treasurer, shall monitor all bank accounts of the Association including the Division Boards, and as to each Divisional Treasurer, shall monitor all bank accounts of their respective Division.
- L. Shall be the liaison to the Banks for the Association and each respective Divisions.
- L. Shall require all Boards to submit their financial statements within 30 days of the close of the fiscal year.
- M. Shall be a signor on all accounts of the Association including all Division Board accounts.
- N. **ALL TREASURERS WITHIN THE ORGANIZATION MUST BE TRAINED IN QUICKBOOKS® AND KNOW HOW TO UTILIZE THE SOFTWARE TO**

KEEP ACCURATE FINANCIAL RECORDS OF THEIR RESPECTIVE DIVISIONS. IF A TREASURER IS ELECTED THAT IS NOT TRAINED IN QUICKBOOKS® THEY WILL HAVE 30 DAYS FROM THE DATE OF ELECTION TO THE OFFICE TO BECOME VERSED IN THE QUICKBOOKS® SOFTWARE PROGRAM. TRAINING WILL BE PROVIDED BY AN EXECUTIVE BOARD APPROVED CONSULTANT AND PAID FOR BY EACH DIVISION NEEDING SUCH TRAINING FOR THEIR TRASURERS.

Section 5. Secretary of PBGYAA and Each Division

- A. Shall keep the minutes of all regular and special meetings of the Board (as to the Executive Secretary) or the Division (as to the Divisional Secretary).
- B. Shall give notices of the Association and post, email, or mail as required by the Boards.
- C. Shall be the custodian of all records, except the current and most recent past fiscal year financial records of the Association.
- D. Shall keep copies of all executed contracts for goods and services.
- E. Perform all duties incidental to the position of Secretary.

Section 6. Past President of PBGYAA and Each Division

- A. Shall serve in an advisory capacity and act as parliamentarian, and may serve as a director-at-large of the PGYAA or their respective Division.

Section 7. In compliance with standard and accepted practices, any Board Member of the Association either Executive or Divisional seeking, or serving, in an elective public office shall resign their position within the Association immediately. This rule shall not preclude serving in any position within the Association in the future.

ARTICLE VIII -- BUDGET AND BUDGETARY COMMITTEES

Section 1. The budget committee shall consist of the Executive Board of Directors for the Association and each Division budgetary committee will consist of their respective Boards of Directors.

Section 2. At the beginning of each fiscal year, it shall be the duty of this committee to prepare their respective yearly budgets.

Section 3. Prior to the beginning of the fiscal year each Division shall provide to this Committee a copy of their proposed annual budget. The completed budget for the Association shall be presented at the first Executive Board meeting in January of every fiscal year.

Section 4. Upon approval of the budgets by the Executive Board, the budget shall be observed, followed and enforced. Each President and Treasurer assigned a budget shall supervise

the disbursement of their budget allocation, and with the approval of their respective Divisional Boards may reallocate their budgetary allotment, approve expenses, enter into contractual agreements, and otherwise operate the business of the Division. However, in no event may their total original allotment be increased without approval from the Executive Board of Directors.

Section 5. Requests for expenditures in excess of the total budgeted amount must be submitted to the Executive Board of Directors for approval. Such requests, upon approval of the Executive Board of Directors shall be submitted to the General Membership for approval if the total increase exceeds thirty percent (30%) of total amount originally budgeted.

Section 6. All funds that can be allocated to a specific sports program will be budgeted to that program and all other funds will be allocated to the General Fund of the Association. If at the time of budget preparation a Division has an existing balance from the previous fiscal year, that amount will remain with the Division and will be included in the proposed budget, pending approval by the Executive Board and Membership. It is the goal of PBGYAA for each Division to be self-funding.

ARTICLE IX -- PARTICIPATION PRIORITIES

Section 1. Children of Palm Beach Gardens residents and the surrounding areas and whose parents are Members of the Association, are eligible to participate in any sports program in accordance with the rules established by each Division Board of Directors for that particular sport. In the event that the number of participants must be limited due to facilities availability, equipment, etc. priority of registration and participation will be as follows:

- A.** Children of Members residing within the city limits of Palm Beach Gardens.
- B.** Children of Members who are non-residents but have maintained continuous Membership in the PBGYAA since January 1, 1991.
- C.** Children of Members residing outside Palm Beach Gardens who have not been Members of the PBGYAA since Jan. 1, 1991 and only if space permits and approved by the appropriate Division President.
- D.** Priority within the above groups will be based upon date of registration.

Section 2. Notwithstanding Section 1, any Member's child otherwise eligible to return to a sports program in which they participated in the previous year will be given registration preference over all first time registrants regardless of residence.

Section 3. The third registered child registered within a specific recreation sports Division shall be admitted at no charge with the exception of non-resident fees if applicable

ARTICLE X -- COMMITTEES

- Section 1.** Standing and Special committees—The Presidents of the respective Boards shall appoint such standing and special committees as they deem necessary or has been established by the Association by-laws or the respective Boards of directors. Majority approval by the respective Boards will affirm appointments.
- Section 2.** No committee shall be vested with power to enter into any agreement or contracts, or otherwise obligate this Association except upon authority by the Executive Board of Directors or the applicable Divisional Board of Directors, and only after an affirmative vote by such Board of Directors to delegate such authority to a committee. No Member of this Association has the authority to make an agreement or contract with any person attempting to bind this Association in any manner except by express written authority by affirmative vote of the Executive Board of Directors or the respective Division Board.
- Section 3.** Any delegation of signing authority or approval of any contracts with the Association or any Division Board must be approved by a majority of the respective Board Members prior to any signing taking place.
- Section 4.** In no event shall any Committee Member have authority to sign any agreement or contract that would bind the Association or any Division.
- Section 5.** The committee chairperson shall turn over all funds received on behalf of any fund raising activity to the Treasurer of the respective Board (Divisional or Executive) within seven (7) working days of receipt of said funds.

ARTICLE XI -- MEETINGS

- Section 1.** The Association's Boards of directors shall hold regular meetings on such dates as may be set by the respective Boards of Directors. A minimum of one (1) general meeting shall be held for, as follows. The reasons may be combined.
- A. Election of Officers
 - B. Budget
 - C. Changes in the Bylaws
 - D. Others as required
- Section 2.** Fifteen (15)-voting Members in good standing at any General or Special meeting shall constitute a quorum.
- Section 3.** Special meetings of the Association may be called, upon general notice to the Membership by the President or the President's designee, with majority approval of the Executive Board. A minimum two (2) week written notice must be given to the General

Membership in advance of said meeting. Also, the Association's Members may make a request of the Executive Board for a called special meeting of the General Membership. This request must be by written petition and signed by of a minimum of fifteen (15) Members of the voting Membership.

Section 4. Meetings of the Executive and Division Boards of directors shall be held at least quarterly or at the call of the respective President or presiding officer of the Board. Special meetings of the executive and Division Boards may be called by the respective Presidents or their designee.

Section 5. All meetings of the Boards of Directors shall require a majority of its Members to be present in order to constitute a quorum. Due to constraints of volunteer availability for specially called meetings, it is permissible, under an emergency decree by the President of the Executive or Division Boards that, a vote of Board Members may be taken on a singular issue, by email. All documentation of this email vote must be submitted to the respective Boards for their majority approval at the next regularly scheduled meeting.

ARTICLE XII --REMOVAL, SUSPENSION, EXPULSION AND APPEALS OF MEMBERS, OFFICERS AND DIRECTORS

Section 1. A coach, manager, player, or any Member may be removed, suspended or expelled by the Executive or the Division Boards of directors when it is considered in the best interest of the Association or of the respective Division.

Section 2. An expelled coach, manager, player, or any Member may appeal to the General Membership at the first called General Membership meeting after the Board action, to seek redress of the action taken by the respective Board. If a sports Division takes action against a coach, manager, player, or Member, that coach, manager, player, or Member may appeal the decision to the Executive Board and then, if necessary, to the General Membership at the next called meeting of the General Membership. If the Executive Board of Directors takes action against a coach, manager, player, or any Member, such coach, manager, player, or Member may appeal to the Association Members at the next called meeting of the General Membership. A majority vote of the General Membership, in attendance at said meeting, is required to reverse the actions of any Association Board of Directors.

Section 3. A coach, manager, player or any Member may be removed, suspended of their Membership, or terminated by the General Membership when it is considered to be in the best interest of the Association.

- A.** A majority vote of the Members in attendance at a General Membership meeting is needed to suspend a Member.
- B.** A 2/3 vote of the Members in attendance at a General Membership meeting is needed to terminate a Membership.

Section 4. All Divisions will maintain and enforce rules on conduct governing the actions of Members, coaches, managers, spectators and players which will reflect the importance of not only teaching, but exhibiting, good sportsmanship and mature behavior. All Divisions will enforce disciplinary action by one Division, such as extended suspensions of an individual's coaching privileges. Such rules will be no less stringent than attached addendum "A" Code of Conduct and attached addendum "B" PBGYAA Coaches/Managers/Spectators Rules of Conduct. These two attached addenda are made a part of this document and the Executive Board of Directors accepts these as the Association Code of Conduct and the Rules of Conduct. A Division may enact stricter guidelines but in the absence of same these Codes and Rules will apply.

ARTICLE XIII -- DELEGATIONS

Section 1. Delegations or committees shall be appointed by the President and confirmed by the Executive Board of Directors by majority vote; to represent this Association at any meeting or assembly as may be necessary.

ARTICLE XIV -- AMENDMENT OF THE BY-LAWS

Section 1. Amendments to this document shall be approved by a majority of the Executive Board of Directors, before submission to the General Membership for adoption.

Section 2. Amendments to this document shall be approved by a majority of the Membership in attendance at a General Membership meeting. A minimum of two (2) weeks prior notice of the proposed changes must be made to the General Membership. The Association Membership by majority vote at a General Membership meeting may delegate the amendment of the by laws process to the Executive Board. Any changes to the bylaws made by the Executive Board under this provision must be approved by a super majority or 2/3 of the voting Membership of the Executive Board. The approval of this exemption will not extend past the next General Membership meeting.

ARTICLE XV -- FISCAL YEAR

Section 1. The fiscal year of the Association, for financial purposes, shall begin on January 1 of each year and end on December 31 of the same year.

ATTACHMENTS:

- 1. 501(c) (3) Exemption Requirements**
- 2. Copy of the City Contract**
- 3. Authorization and Signature Page**

501(c) (3) Exemption Requirements

To be tax-exempt as an organization described in IRC Section 501(c)(3) of the Code, an organization must be organized and operated exclusively for one or more of the purposes set forth in IRC Section 501(c)(3) and none of the earnings of the organization may inure to any private shareholder or individual. In addition, it may not attempt to influence legislation as a substantial part of its activities and it may not participate at all in campaign activity for or against political candidates.

The organizations described in IRC Section 501(c) (3) are commonly referred to under the general heading of "charitable organizations." Organizations described in IRC Section 501(c) (3), other than testing for public safety organizations, are eligible to receive tax-deductible contributions in accordance with IRC Section 170.

The exempt purposes set forth in IRC Section 501(c)(3) are charitable, religious, educational, scientific, literary, testing for public safety, fostering national or international amateur sports competition, and the prevention of cruelty to children or animals. The term charitable is used in its generally accepted legal sense and includes relief of the poor, the distressed, or the underprivileged; advancement of religion; advancement of education or science; erection or maintenance of public buildings, monuments, or works; lessening the burdens of government; lessening of neighborhood tensions; elimination of prejudice and discrimination; defense of human and civil rights secured by law; and combating community deterioration and juvenile delinquency.

To be organized exclusively for a charitable purpose, the organization must be a corporation, community chest, fund, or foundation. A charitable trust is a fund or foundation and will qualify. However, an individual will not qualify. The articles of organization must limit the organization's purposes to one or more of the exempt purposes set forth in IRC Section 501(c)(3) and must not expressly empower it to engage, other than as an insubstantial part of its activities, in activities that are not in furtherance of one or more of those purposes. This requirement may be met if the purposes stated in the articles of organization are limited in some way by reference to IRC Section 501(c) (3). In addition, assets of an organization must be permanently dedicated to an exempt purpose. This means that should an organization dissolve, its assets must be distributed for an exempt purpose described in this chapter, or to the federal government or to a state or local government for a public purpose. To establish that an organization's assets will be permanently dedicated to an exempt purpose, the articles of organization should contain a provision insuring their distribution for an exempt purpose in the event of dissolution. Although reliance may be placed upon state law to establish permanent dedication of assets for exempt purposes, an organization's application can be processed by the IRS more rapidly if its articles of organization include a provision insuring permanent dedication of assets for exempt purposes. For examples of provisions that meet these requirements, download [Publication 557](#), *Tax-Exempt Status for Your Organization*.

An organization will be regarded as "operated exclusively" for one or more exempt purposes only if it engages primarily in activities which accomplish one or more of the exempt purposes specified in IRC Section 501(c)(3). An organization will not be so regarded if more than an insubstantial part of its activities is not in furtherance of an exempt purpose. For more information concerning types of charitable organizations and their activities, download Publication 557.

The organization must not be organized or operated for the benefit of private interests, such as the creator or the creator's family, shareholders of the organization, other designated individuals, or persons controlled directly or indirectly by such private interests. No part of the net earnings of an IRC Section 501(c) (3) organization may inure to the benefit of any private shareholder or individual. A private shareholder or individual is a person having a personal and private interest in the activities of the organization. If the organization engages in an excess benefit transaction with a person having substantial influence over the organization, an [excise tax](#) may be imposed on the person and any managers agreeing to the transaction.

IRC section 501(c) (3) organizations are restricted in the amount of political and legislative (lobbying) activities they may conduct. For a detailed discussion, see [Political and Lobbying Activities](#). For further information regarding lobbying activities by charities, see the article [Lobbying Issues](#); for more information regarding political activities of charities, see the FY-2002 CPE topic [Election Year Issues](#).

Copy of the City Contract

Authorization and Signature Page

Whereas upon review of these bylaws, by the Executive Board of the Palm Beach Gardens Youth Athletic Association in a duly called meeting did, by the unanimous vote of those present, elect to place for adoption these Bylaws before the Membership at the Annual General Membership meeting.

Therefor let word be sent forth and notice given, to all Members now current, that their presence is requested at the **Annual General Membership Meeting**; this meeting to be held during the evening of _____, 2016, and by their will shall these Bylaws be adopted for the good and welfare of the Members and youth of the PBGYAA.

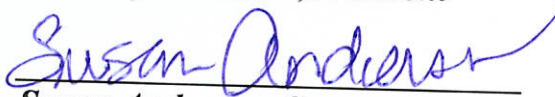
By vote of the Membership of the PBGYAA it is shown to be their will that these Bylaws be adopted, as the governing document of this Association, the several Divisions, Members and participants.

Therefor by direction of the Membership and the below signatories having affixed their signatures, each Director hereby confirms that all action of the PBGYAA henceforth shall be in conformity with the requirements of the 501(c)(3) of the IRS Code, and that this Document shall supersede and take precedence over all other bylaws, procedures, rules and guidelines enacted prior to this document.

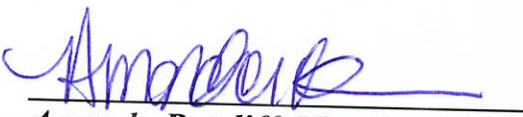
On this date: June 13, 2017, to be effected as voted on and approved effective January 1, 2017



Anthony Badala, President



Susan Anderson, Secretary



Amanda Ratcliff, Vice President



Robert Coleman, Treasurer

