

**PALM BEACH GARDENS
YOUTH ATHLETIC ASSOCIATION, INC.**

P.O. Box 3191 Palm Beach Gardens, FL. 33420

A 501 (c) (3) Not for Profit Organization

As Amended at the September 2019 Annual Meeting

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 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 PBGYAA'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.

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

As amended and revised at the September 2019 General Membership Meeting, this Document shall supersede and take precedence over all other bylaws, procedures, rules and guidelines enacted prior to this document.

DEFINITIONS:

Executive Board:	The main governing body of PBGYAA.
Divisional Board:	The governing body of each Division.
Division:	Each Sport is established as a separate Division.
Divisional Members:	Those Members of PBGYAA whose children play within that respective sports Division.
Family Membership:	The Membership enjoyed by a Family Unit that has a child participating in a Division.
A Family Unit:	Those who can participate in PBGYAA Membership through a Family Membership. A Family Unit shall consist of up to two adults who jointly parent a child participating in a Division and their participating children.
Individual Membership:	Each individual person who is a Member, whether individually (as is the case for Board Members) or as part of a Family Membership.
Members:	Duly authorized individuals or families of PBGYAA.
501 (c) (3):	A tax-exempt organization as described in IRC Section 501(c)(3).

ARTICLE I -- MEMBERSHIP

Section 1. Any adult (over twenty-one) of good moral character who has not been removed, suspended or expelled (as set forth in Article XII, below) and who has a child currently

participating in a PBGYAA Division shall be eligible for Membership in PBGYAA as set forth in the provisions of the Charter and these By-Laws as part of a Family Membership. All current PBGYAA Executive Board and Divisional Board Members are eligible for an Individual Membership.

Section 2. A Family Membership in PBGYAA is required for participation in any program.

Section 3. Each Family Membership shall be allowed up to two votes in each PBGYAA election. Each Family Membership shall designate the Member(s) responsible for casting the Family Membership's votes. See Election Procedures, Article V.

Section 4. The removal, suspension, or expulsion of any individual Member (whether such membership is through a Family Membership or an Individual Membership), under ARTICLE XII, shall not affect the Membership of other Family Members.

ARTICLE II -- DUES

Section 1. The Executive Board of Directors shall set the amount of annual dues of PBGYAA. Once set, the annual dues may only be changed by affirmative vote of the Executive Board of Directors. The Divisional Boards for each Division shall be responsible for collecting the PBGYAA dues from the Divisions' Members and remitting such dues to the Treasurer or the Treasurer's designee for deposit into PBGYAA's general operating account. Members may only be admitted to a Division upon proper payment of fees consistent with these By-Laws.

Section 2. 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 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 an agreement on behalf of the Division if specifically authorized by an affirmative vote of the respective Divisional Board of Directors. All votes shall be taken consistent with the requirements of law. No Division is authorized to enter into any contractual obligations in excess of \$2,500.00 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 Divisional 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 PBGYAA shall be vested in the Executive Board of Directors. The Executive Board of Directors has established Divisions for each sport, and 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 PBGYAA 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 five (5) directors at large. The immediate past-President shall serve as an officer in a non-voting capacity. 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. Each Board of Directors Member shall be vested with one vote. If for whatever reason there is an even number of votes present during any meeting, the President's vote will break the tie.

Section 3. 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), board Members at large. The immediate past-President shall serve as an officer in a non-voting capacity. The Board of Directors will vary in number to always provide for an uneven number of voting Members. Board 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 break the tie.

Section 4. Only the Executive Board of Directors may establish new sports Divisions in PBGYAA. Upon the acceptance, or creation, of a new sports Division within PBGYAA, 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 Board Members will be elected by the General Membership of that Division.

Section 6. Executive and Divisional Board Members will serve for one (1) year unless their tenure in office is otherwise terminated under Article XII of these By-Laws.

Section 7. PBGYAA 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 PBGYAA shall be autonomous and self-governed by their own set of bylaws, rules, regulations and guidelines, with these being adopted by the respective Divisional 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 by-law, rule, regulation or guideline of any Division shall be in conflict with the bylaws, rules, regulations or guidelines of PBGYAA. If such conflict shall be deemed to exist by the Executive Board of Directors, PBGYAAs 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 PBGYAA.

Section 9. Division general Membership meetings shall take place immediately following the adjournment of the General Membership meeting of PBGYAA, 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 with and be identical to the Executive Board of Directors and PBGYAAs. The respective Presidents of each Division within PBGYAA shall serve on the Executive Board of Directors.

Section 10. Members of PBGYAA have the right to petition the Executive Board of Directors to be heard on any matter concerning PBGYAA. A copy of PBGYAA's current Grievance Procedure is attached to these by-laws and incorporated herein.

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. Special meetings of all Boards within PBGYAA 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. A special meeting may be called upon two (2) days notice, and may be held in person, telephonically, or electronically through any means that allows participation by any means of communication by which all officers and directors participating may simultaneously hear each other during the meeting.

Any action that requires approval from the Executive Board or a Divisional Board may be taken without a meeting only upon the written approval of a majority of all officers and directors entitled to vote on such issue. Such written approval may be communicated electronically provided the officer or director signs such written approval.

Section 12. For any Member who wishes to hold office within PBGYAA or become a Member at large, of any Board within PBGYAA, Membership in PBGYAA is a prerequisite.

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

It is recommended (but not required) that Members holding positions on any Board within PBGYAA have children playing within PBGYAA. Boards of PBGYAA shall be made up of at least 70% residents of the City of Palm Beach Gardens, if possible.

Section 13. Fifteen (15)-voting Members in good standing at any General or Special Membership meeting shall constitute a quorum. Roll call shall be taken and included in the Minutes of each meeting reflecting the attainment of a quorum.

Section 14. There shall be three distinct levels of play: Recreational, All Stars or Travel/Elite Recreational, 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/Elite Recreational 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 PBGYAA. Each Divisional Board of Directors will have control and

management of its own funds, with oversight control by the Executive Board. Each Divisional Board of Directors is required to ensure compliance with all laws, rules and regulations applicable to not-for-profit corporations and consistent with PBGYAA's designation as a 501(c)(3) organization.

Section 14. Funds of PBGYAA 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 PBGYAA or Divisions' bank account(s) must be authorized by two signatures, one of which must be the Treasurer of PBGYAA or the respective Divisional Board. The President, Vice President and Secretary of PBGYAA 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 PBGYAA into the appropriate bank account.
- C. All officers of the Executive Board must be signatories on all accounts, of all Divisions, in the PBGYAA.
- D. No funds of PBGYAA, 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 PBGYAA, for any reason, must be made out to the PBGYAA, or PBGYAA, _____ Division. (i.e. Baseball Division).

Section 15. Financial Statements will be prepared by PBGYAA staff and provided to the Executive Board as requested by the President, and thirty (30) days prior to the end of the PBGYAA fiscal year.

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. Is absent from two consecutive regular meetings of their respective Boards, unless excused by their Division/Executive Board President, or
- B. Is absent from two consecutive regular or special meetings of the General Membership, unless excused, or
- C. Tenders his or her resignation to the Board of Directors, or

D. Is recalled pursuant to Article XII of this document

Section 17. A Division President may delegate by proxy 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. Such 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.

Section 18. Absences shall be reported to the Executive or Divisional Board Presidents, or his or her 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 PBGYAA, 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 meeting.

Section 20. Minutes of all proceedings of PBGYAA, its Boards and committees are required. Minutes shall be available to any Member upon request. Minutes are to be emailed to the Secretary of the Executive Board, with copies to the Executive Board, to be uploaded into a central database within five (5) days of the meeting minutes being approved at the subsequent board meeting.

Section 21. A player may be barred from further participation in a PBGYAA 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 Divisional Board of Directors is required to bar any player or Member.

Section 22. Immediate Family Members of the Members of the Executive Board of Directors or any Divisional Board of Directors may participate in PBGYAA programs without being charged for registration fees with an annual limit of \$300.

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 PBGYAA'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 PBGYAA'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 PBGYAA'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 PBGYAA.

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 PBGYAA'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. The annual dues established in Article II of the by-laws shall only require a simple majority vote for approval.

Section 27. Any disputes or disagreements between the Divisional 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 PBGYAA and its Divisional Boards.

- 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 PBGYAA 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.
- Section 30.** The refund policy for registration fees, in all divisions, is that a Member may be refunded their registration fee minus a \$40 cancellation fee while registration for that division is open. Once registration for that division closes there are no refunds.
- Section 31.** Concussion Training is mandatory for all coaches, assistant coaches, and board Members in all division sports. Parents are required to indicate that they have read the concussion prevention and care information as a part of online registration for each sport, each season.
- Section 32.** Smoking, vaping, and/or alcohol are strictly prohibited by any Member during any and all PBGYAA events, games and/or practices regardless of whether such person is participating or spectating. Repeated violators may face sanctions at the discretion of the PBGYAA.

ARTICLE V – ELECTION PROCEDURES

- Section 1.** The annual election of Officers and Directors for the Executive and Divisional boards of directors shall be held during a three (3) day time period commencing with the Annual Association 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 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 efficient. The Executive Board may approve an earlier assumption of office on a case by case basis, if warranted.
- Section 2.** One month prior to the Annual Association General Membership Meeting, the Presidents the Executive and Divisional Boards 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 no more than two (2) Members selected by the Chairman with the approval by the respective Board of Directors. All Members of the nominating committee shall be ineligible for election to any position (officer and/or director) on any of the Association's board of directors, during their term on the committee. It is the responsibility of the nominating committee to verify those Members voting in Divisional Board elections are eligible to vote, i.e., that they either have a Member of that household registered in that Divisional Sport within the previous twelve (12) months prior to the Annual Association General Membership Meeting, or are current Board of Director Members.

Section 4. Nominations:

Any person who wishes to be considered for election as an officer or director must return a completed nominating petition, signed by no less than ten (10) Members in good standing to the nominating committee at least one week prior to the Annual Association General Membership Meeting. It is the duty of the nominating committees for the Executive and Divisional boards to make nominating petitions available online and in person to persons who may be interested in serving on the Executive or the Divisional boards of directors. The nominating committee will then verify the validity of the nominating petition, and create a candidate slate prior to the Annual Association General Membership meeting. If there is no nominee for an elective office then that office will be declared open and subject to appointment by the President of that respective Board.

Section 5. Elections shall be held as follows:

- A. Commencing with the Annual Association General Membership Meeting and the subsequent division Membership meetings, there will be a three (3) day election period whereas Members may vote through the PBGYAA's online election portal or in person at the PBGYAA office during regular business hours. Another location may be designated as an appropriate voting location with advance notice to those entitled to vote.
- B. The voting period will end at 4:00 p.m., on the third (3rd) day beginning with the day immediately following the Annual Association General Membership Meeting.
- D. Each candidate for office will be allowed to address the Membership, for a maximum of five minutes, at the Annual Association General Membership Meeting. The PBGYAA will attempt to broadcast the Annual Association General Membership Meeting to the best of its abilities.
- E. Election of the Association's Executive and Divisional Board's officers and directors will be voted upon by Members, through the PBGYAA's online election portal and paper ballots. All Members who qualify to vote shall be permitted to vote in the election for officers and directors of the Executive Board, and for officers and directors

of any Divisional Board in which that Member has a registered family Member in that division within the past twelve (12) months. No Member shall be permitted to vote in a Divisional Board election for which no family Member of that household has been registered in during the previous twelve (12) months, unless such person is an Individual Member because he or she serves on the respective Division's Board of Directors.

- F. Except as provided in Article IV, all current Members, volunteers within any Division, and all current Board of Directors of the Executive Board and each Divisional Board, are eligible to hold office and may be considered and may run for election.
- I. Each Family Membership will be allocated two votes for each officer and/or director election of the Executive Board, and each Divisional Board in which the Family Membership qualifies to vote. The Family Membership shall designate which individual Member casts the Family Membership's vote. Individual Members who are part of a Family Membership do not have separate voting rights. Each Individual Membership shall be provided one vote.

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, is an active volunteer for any Division, or serves or has served on the Executive Board of Directors or a Divisional Board of Directors in the past.

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 PBGYAA, or a member of the Executive or Divisional Boards, for at least one year at the time of the election. No Member shall be eligible to hold office of President or Vice President of the Executive Board or any Divisional Board unless they have served a minimum of one year/term, on the Executive Board or a Divisional Board in the PBGYAA.

ARTICLE VII -- DUTIES OF OFFICERS

Section 1. All duties of the Officers of the Executive Board or a Divisional 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 PBGYAA or the respective Divisional Boards and shall set agendas for same.
- B. Supervise the affairs of PBGYAA or Divisional Boards.

- C. At the last general meeting prior to leaving office the Presidents will give their annual state of PBGYAA 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. The Executive Board President shall Act as Liaison to the City Council and/or any City departments, and shall negotiate, unless delegated by the President to another Member of the Executive Board, any contracts between the city and the PBGYAA.
- G. The Executive Board President has signing authority, with respective Board approval, for any contracts or documents incidental to the business of PBGYAA or the respective Divisional Boards.

The Executive Board President has the decision-making authority to carry out/enforce the bylaws, rules, regulations or procedures of PBGYAA. Each Divisional President has the decision-making authority to carry out/enforce the bylaws, rules, regulations or procedures of that respective Divisional 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 PBGYAA as a whole), or review and approval of the applicable Divisional 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 PBGYAA, 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.** The Executive Board President must be a signatory on all bank accounts of PBGYAA including every sports Division. The President of the Divisional Boards shall each be a signatory for their respective Division.
- K.** The Presidents of the Executive Board and each Division shall have the authority to temporarily suspend any Member of PBGYAA, 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 PBGYAA. 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.
- L.** 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 PBGYAA. 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. PBGYAA 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 PBGYAA President.
- M.** 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.

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 Divisional Presidents and directors to obtain sponsors and help provide publicity for the sponsors of PBGYAA.

Section 4. Treasurer of PBGYAA and Each Division

- A.** The Executive Board Treasurer shall have general supervision and custody of all PBGYAA 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, and shall be a signatory on all PBGYAA and Divisional bank accounts.
- 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 PBGYAA, 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.** The PBGYAA Treasurers shall:
 - a. Supervise the collection of all accounts and the proper dispersal of same. Shall ensure that PBGYAA (as to the Executive Board Treasurer) and their respective Division (as to the Divisional Treasurers) maintains funds appropriately and that no expenditures are authorized other than those that are included in the approved budget without Executive Board approval.
 - b. Monitor all bank accounts of PBGYAA including the Divisional Boards, and as to each Divisional Treasurer, shall monitor all bank accounts of their respective Division.
 - c. Be the custodian of all current financial records pertaining to the current and most recent past fiscal year of PBGYAA or their respective Division.
 - d. Keep full and accurate records of receipts, disbursements, and books belonging to PBGYAA or their respective Division.

- e. 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 PBGYAA and each respective Division.
 - f. Act as the liaison for the PBGYAA banking relationships.
 - g. Render, along with the PGBYAA's accounting staff, a financial accounting and statement of condition to the General Membership at the annual meeting.
 - h. Arrange for an internal audit of PBGYAA's records, or those of any Division, as requested by the Executive Board.
 - i. Arrange for a financial accounting of PBGYAA'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.
- D.** The Executive Board Treasurer shall require all Divisional Boards to submit their financial statements within thirty (30) days of the close of the fiscal year, and will cause to be filed 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.

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 PBGYAA 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 PBGYAA.
- 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 PGBYAA or their respective Division. The Past President shall not be permitted to vote as a Board Member solely by virtue of being "Past President".

Section 7. Public Service.

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

ARTICLE VIII -- BUDGET AND BUDGETARY COMMITTEES

- Section 1.** The budget committee shall consist of the Executive Board of Directors for PBGYAA 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 PBGYAA 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 PBGYAA. 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. 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 PBGYAA, are eligible to participate in any sports program in accordance with the rules established by each Divisional 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 for seven (7) years.
- C.** Children of Members residing outside Palm Beach Gardens who have not been Members of the PBGYAA for seven (7) years only if space permits and subject to approval 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 child of a Member 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 standing and special committees as they deem necessary or has been established by PBGYAA 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 the PBGYAA or any Division 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 Divisional Board. In no event shall any Committee Member have authority to sign any agreement or contract that would bind PBGYAA or any Division.

Section 3. Any delegation of signing authority or approval of any contracts with PBGYAA or any Divisional Board must be approved by a majority of the respective Board Members prior to any signing taking place.

Section 4. 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. PBGYAA’s Boards of directors shall hold regular meetings on such dates as may be set by the respective Boards of Directors. A general meeting shall be held annually and is referred to as the “Annual General Membership Meeting.” The following matters must be addressed at a General Membership meeting: Election of Officers and establishment of the budget. Other matters may be addressed at any General Membership Meeting.

Section 2. Fifteen (15)-voting Members in good standing at any General or Special Membership meeting shall constitute a quorum. A majority of Board Members shall constitute a quorum for a General or Special Board meeting.

Section 3. Meetings of the Executive and Divisional Boards of Directors shall be held at least quarterly or at the call of the respective President or presiding officer of the Board.

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 Divisional Boards of directors when it is considered in the best interest of PBGYAA 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 PBGYAA 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 PBGYAA.

- A.** A majority vote of the Members in attendance at a General Membership meeting is needed to suspend a Member.
- B.** A supermajority (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 PBGYAA 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 supermajority (2/3) of the Executive Board of Directors, without submission to the General Membership for adoption.

Section 2. Prior to any amendment to the by-laws being adopted, the Executive Board will provide at least two (2) weeks' notice of the proposed changes to the General Membership, and

the General Membership must be allowed a reasonable period of time at the Executive Board meeting to raise issues relating to such changes prior to Executive Board vote on the amendments.

Section 3. If any by-laws are amended pursuant to this Article XIV, upon receipt of objections to such changes by at least fifteen (15) Members, such changes will be submitted to the General Membership for approval at a duly called meeting. Amendments to the bylaws shall then be approved only by a majority of the Membership in attendance at a General Membership meeting.

ARTICLE XV -- FISCAL YEAR

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

ARTICLE XVI – NOT-FOR-PROFIT STANDARDS ADOPTED

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](#).

PBGYAA shall be operated at all times consistently with the requirements of the Florida Corporations Not for Profit (Chapter 617, Fla. Stat.) and IRC section 501(c) (3).

Authorization and Adoption of Amended and Restated By-Laws, Procedures, Rules and Guidelines

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 _____, 2018, 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: September __, 2019

Anthony Badala, President

David Craven, Vice President

Greg Cohen, Secretary

Robert Coleman, Treasurer

Members at Large:

Richard Dunesbury

Laurie French

Ashley Newby

Presidents of Each Division:

Seth Abrams, Baseball

Bobby Wunderlich, Basketball

Daniel Begley, Lacrosse

Nick Haffey, Flag Football

Brandon Aronson, Football

Michelle Heim, Softball

Damien Murray, Soccer

ATTACHMENTS:

- 1. Code of Conduct**
- 2. Current Grievance Procedure**