

BYLAWS OF
GREATER CLEVELAND ATHLETIC ASSOCIATION, INC.

ARTICLE ONE.

NAME and PURPOSE

Section 1. *Name.* The name of the corporation shall be the Greater Cleveland Athletic Association, Inc.

Section 2. *Purpose.* The corporation is organized to foster national or international amateur sports competition, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Code). More specifically, the corporation shall provide for organized, recreational youth sports to include baseball, softball, soccer, volleyball, basketball and any other youth sport added by the Board of Directors in the unincorporated township (Cleveland), in Johnston County, North Carolina, that has no government-supported parks and recreation department. The corporation shall segregate each sport into competitive age groups and shall provide coaches for each of the teams in each age group. Greater Cleveland Athletic Association encourages coaches to teach the fundamentals of each sport to youth by developing and providing opportunities for personal and athletic growth by promoting sportsmanship, self-esteem and the development of life skills through engaging youth in sports while promoting a safe, healthy, positive environment where the youth of the community can learn the fundamentals of sports.

Section 3. *Prohibited Activities.* No part of the net earnings of the corporations shall inure to the benefit of or be distributable to, its members, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in the corporation's Articles of Incorporation and these bylaws. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distributions of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of the Articles of Incorporation of the corporation or these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the United States Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the said Code

Section 4. *Distributions upon Dissolution.* Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the

liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organizations or organizations under Section 501(c)(3) of the United States Internal Revenue Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

ARTICLE TWO.

MEMBERS

Section 1. *Members.* Members of the corporation shall be comprised of interested individuals of the Greater Cleveland Community who are not less than 18 years of age and have a child registered to play a sport offered by the Greater Cleveland Athletic Association and/or serve in a coaching or volunteer capacity approved by the Board of Directors or its subcommittees. Membership terms shall expire on the first day of the month in January of the expiring year (see Article 4 Section 2). All members are entitled to equal representation at each annual meeting and each special meeting of members of the board. Membership is non-transferable.

Section 2. *Non-Discriminatory Policy.* It is the policy and commitment of Greater Cleveland Athletic Association that it does not discriminate on the basis of race, age, color, sex, national origin, physical or mental disability, or religion. Any Board member, Member, Coach, Assistant Coach, Team Parent, Volunteer or Participant of the Greater Cleveland Athletic Association feels that s/he has been discriminated against is strongly encouraged to report this concern promptly to the Executive Board.

ARTICLE THREE.

ANNUAL and SPECIAL MEETINGS

Section 1. *Annual Meeting.* The annual meeting of the members of the Greater Cleveland Athletic Association shall be held on the second Monday in the month of January in each year, beginning with the year 2006, at 7PM, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of North Carolina, such meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2. *Special Meetings.* Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by a majority of members of the board of directors.

Section 3. *Place of Meeting.* The board of directors may designate any place within the State of North Carolina, as the place of meeting for any annual meeting or for any special meeting called by the board of directors.

Section 4. *Notice of Meeting.* Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be published not less than 7 days nor more than 28 days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting.

Section 5. *Quorum.* A majority of the outstanding members of the corporation entitled to vote, represented in person, shall constitute a quorum at a meeting of members. If less than a majority of such outstanding members are represented at a meeting, the members present may, by majority vote, adjourn the meeting, but shall not conduct any other business so long as a quorum is not present.

Section 6. *Proxies.* No vote by proxy shall be considered valid.

Section 7. *Voting.* Subject to the provisions of any applicable provision of these bylaws or of North Carolina law, each outstanding member entitled to vote shall be entitled to one vote on each matter submitted to a vote at a meeting of members.

ARTICLE FOUR.

BOARD OF DIRECTORS

Section 1. *General Powers.* The business and affairs of the corporation shall be managed by its board of directors.

Section 2. *Number, Tenure, and Qualifications.* The number of directors of the corporation shall be 21. Directors shall be elected at the annual meeting of members, pass background checks, and the term of office of each director shall be until the third following annual meeting of members and the election and qualification of his or her successor.

- *At the first election of directors, not more than 7 members shall be elected for a term not to exceed 3 full years, not more than 7 members shall be elected for a term not to exceed 2 full years, and not more than 7 members shall be elected for a term not to exceed the time duration until the first annual meeting scheduled per article three, section 1.*

Section 3. *Regular Meetings.* A regular meeting of the board of directors shall be held without notice other than this bylaw immediately after and at the same place as the

annual meeting of members to elect the Executive Officers consisting of President, Vice-President, Secretary and Treasurer (Appendix A). The board of directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at any place within the state of North Carolina as designated by the board of directors.

Section 4. *Special Meetings.* Special meetings of the board of directors may be called by or at the request of the president, vice-president or any majority of directors, and shall be held at such place as the directors may determine.

Section 5. *Notice.* Notice of any special meeting shall be given at least 24 hours before the time fixed for the meeting, by written notice delivered personally or mailed to each director at his or her business address, or by e-mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, not less than 7 days prior to the commencement of the above-stated notice period. If notice is given by email, such notice shall be deemed to be delivered when the email is sent. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 6. *Quorum.* A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. *Board Decisions.* The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, *except that vote of not less than 2/3 (two-thirds) of all the directors of the board shall be required for the amendment of or addition to these bylaws.*

Section 8. *Vacancies.* Any vacancy occurring in the board of directors may be filled by the President with any member of the corporation in good standing. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

Section 9. *Removals.* Any director found to not be acting in good faith in the best interest of the corporation may be removed from the board of directors by a vote of not less than $\frac{3}{4}$ (three-quarters) of all directors of the board. Any director having missed two consecutive meetings called to order in presence of a quorum of directors will be placed on notice, and upon non-attendance to a third consecutive meeting may be replaced in accordance with section 8 of this article. Any director having missed more than $\frac{1}{4}$ (one-

fourth) of all meetings called to order in presence of a quorum of directors in a calendar year may be replaced in accordance with section 8 of this article .

Section 10. *Compensation.* No director shall receive compensation for his or her position on the board; provided, however, that this Section is subject to the provisions of Article One, Section Three above.

Section 11. *Presumption of Assent.* A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE FIVE.

OFFICERS

Section 1. *Number.* The officers of the corporation shall be a president, one vice-president, a secretary, and a treasurer, each of whom shall be elected by the board of directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board of directors.

Section 2. *Election and Term of Office.* The officers of the corporation shall be elected by the board of directors annually at the first meeting of the board of directors held after each annual meeting of the members. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient, subject to the notice provisions for meetings of the board of directors contained herein. Each officer shall hold office until his or her successor has been duly elected and qualifies or until his or her death or until he or she resigns or is removed in the manner hereinafter provided.

Section 3. *Removal.* Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. *Powers and duties.* The powers and duties of the several officers shall be as provided from time to time by resolution or other directive of the board of directors. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to this corporation.

Section 6. *Salaries.* Officers of the corporation shall receive no compensation for their service; provided, however, that this section is subject to the provisions of Article One, Section Three above.

ARTICLE SIX.

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. *Contracts.* The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. *Loans.* No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. *Checks, Drafts, or Orders.* All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 4. *Deposits.* All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

ARTICLE SEVEN.

FISCAL YEAR

The fiscal year of the corporation shall be the calendar year as observed by the governing body of the state of North Carolina.

ARTICLE EIGHT.

AMENDMENTS

Subject to the voting requirements stated above, these bylaws may be altered, amended, or repealed and new bylaws may be adopted by the board of directors at any regular or special meeting of the board; provided, however, that the number of directors shall not be increased or decreased nor shall the provisions of Article Two, concerning the members, be substantially altered, without the prior approval of the members of the board at a regular or special meeting of the members.

ARTICLE NINE.

PARLIMENTARY ORDER

All meetings for the corporation shall abide by Robert's Rules of Order.

ARTICLE TEN.

REQUIRED COMMITTTIES

Section 1. *Directors.* The president shall appoint a specific director to head up each committee.

Section 2. *Sports.* The board of directors shall maintain a committee of directors and/or members for the following list of sports:

- Baseball
- Basketball
- Soccer
- Softball
- Volleyball
- Future approved sports

Section 3. *Draft.* The board of directors shall maintain a draft committee of members and/or directors to oversee the rules and actions governing the placement of players on all sports teams.

Section 4. *Protest and Grievance.* The board of directors shall maintain a protest and grievance committee composed of the executive officers and the director in charge of all sports committees. It will be the function of the committee to oversee and render final judgment on all registered protests and grievances.

Section 5. *Supplemental.* The board of directors shall create additional committees composed of members and/or directors as needed to carry out the actions of the board.

ARTICLE ELEVEN.

COACHES and ASSISTANT COACHES

Section 6. *Coaches, Assistant Coaches, Team Parents or other Volunteer roles* must be members of the corporation.

Section 7. *Meetings.* All coaches must attend coaches meetings at times as determined by the respective sport committees. All final role selections are at the discretion of the Board of Directors or an appointed sports Chair person. Coaches may be required to achieve certifications or training prior to or while serving in such capacity.

ARTICLE TWELVE

Travel Organizations

Section 1. *Purpose.* To establish competitive teams from their prospective sport which may compete in organized competition outside of Johnston County representing the Greater Cleveland Athletic Association.

Section 2. *Participants.* All participants, Coaches, Assistant Coaches, Team Parents and Volunteers for each team must be members and follow policies of the GCAA as set forth under Article 11, 13 and 14.

Section 3. *Structure.* Each team will consist of a Coach and staff that will report to their established Chair whom in turn reports to the GCAA BOD. Each sport Chair and/or committee will determine the maximum allowable number of teams based on several factors such as number of participants, field space, gym space and/or requirements as set forth by the sports member associations. Each team once established will support recreational sports and/or the GCAA either by financial means or facility improvements to be established by the Chair.

Section 4. *Financial.* GCAA has no monetary interest in nor offers monetary support to established teams. Each team will maintain and manage their own financial obligations and liabilities and must adhere to Article 1 Section 4 at the end of each sporting season.

Section 5. *Scheduling.* In the event of any field scheduling conflicts of GCAA maintained property the Chair shall resolve the issue by establishing a higher priority for the recreational teams.

ARTICLE THIRTEEN

CONFLICT OF INTEREST POLICY

Section 1. *Purpose.* The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. *Definitions.*

- A. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- B. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - ii. A compensation arrangement with the Organization or with any entity or individual which the Organization has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, Subsection B of this Article, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. *Procedures.*

- A. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of

committees with governing board delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest.

- i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy.

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. *Records of Proceedings.* The minutes of the governing board and all committees with board delegated powers shall contain:

The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. *Compensation.*

- A. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. *Annual Statements.* Each board of director member with governing board-delegated powers shall annually affirm by oath that such person:

Has received a copy of the conflicts of interest policy,

Has read and understands the policy,

Has agreed to comply with the policy, and

Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. *Periodic Reviews.* To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. *Use of Outside Experts.* When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE FOURTEEN

Risk Management Policy

The Greater Cleveland Athletic Association will follow guidelines established and set forth by the BOD which will be reviewed and updated annually.

APPENDIX A

Board of Directors Job Descriptions

President

- Is a member of the Board of Directors
- Serve as the Chief Volunteer of the Organization
- Provide leadership to the Board of Directors
- Chair meeting of the Board of Directors after developing the Agenda
- Encourage Board's role in strategic planning
- Appoint chairpersons of committees and attend their meetings
- Serve *ex officio* as a member of committees and attend their meetings
- Help guide and mediate Board actions with respect to organizational priorities and governance concerns
- Play a leading role in fundraising activities
- Informally evaluate the effectiveness of the Board members
- Evaluate annually the performance of the organization in achieving its mission
- Perform other responsibilities assigned by the Board, but shall not chair any sub-committee

Vice President

- Is a member of the Board of Directors
- Perform President responsibilities when the President cannot be available
- Report to the Board's President
- Work closely with the President and other staff

Participate closely with the President to develop and implement officer transition plans
Perform other responsibilities as assigned by the Board, but shall not chair any sub-committee

Secretary

Is a member of the Board of Directors
Maintain records of the BOD and ensure effective management of the organization's records
Manage Minutes of BOD meetings
Ensure minutes are distributed to members shortly after each meeting and that copies of all important documents are maintained on the GCAA web page and/or in the GCAA office
Be sufficiently familiar with legal documents (articles, by-laws, lease agreements, etc.) to note applicability during meetings.

Treasurer

Is a member of the Board of Directors
Manages finances of the organization
Maintain all financial records, fiscal matters, including but not limited to invoices, receipts, bank statements, tax records, and financial reports
Manage GCAA bank accounts and tax records, including but not limited to all checking and savings accounts, debit card transactions, and petty emergency cash
Ensures development and Board review of financial policies and procedures
Monitors financial planning and financial reports
Provide monthly financial updates for BOD review
Work closely with the Executive Committee to develop Board review of financial policies and procedures
Be responsible for notifying the Executive Committee immediately of any concerns regarding violations of financial policies and procedures

Non-Sports Committee Chairperson

Is a member of the Board of Directors
Set the tone for committee work
Ensure that members have the information needed to do their job
Oversee the logistics of committee's operations
Report to the President
Report to the full BOD on committee decisions and recommendations
Assign work to the committee members, set the agenda, and run committee meetings
Complete a detailed budget for BOD review
Work closely with the Treasurer to ensure budgetary compliance

Sports Committee Chairperson

Is a member of the Board of Directors
Establish a budget for board approval each season for respective sport
Collect and compile all registration and sponsorship funds and present them to the Treasurer for tracking and deposit (on-line registrations are not included in this responsibility)
Maintain a record of each transfer of funds to the Treasurer
Serve as the primary contact for all scheduling for the specific sport
Serve as the primary point of contact for all parent questions and concerns
Establish a policy, rules and grievance committee
Serve or appoint a member to oversee Recreational and/or Travel organizations

Fundraising Chairperson

Is a member of the Board of Directors
Work closely with the Treasurer in the budgetary process to determine fundraising needs during the next calendar year and report those needs to the BOD
Be responsible for coordinating participation from all BOD in fundraising activities
Ensure fundraising goals of GCAA are met by organizational grant processes, potential government funding, and other income generating sources that are not related to sports
Ensure all funds raised are recorded and maintained on record in the GCAA office before turning over funds to the Treasurer

Board of Directors Member

Regularly attend BOD meetings and important related meetings
Make a serious commitment to participate actively in committee work
Volunteer for and willingly accept assignments, and complete them as directed on time
Stay informed about committee matters, prepare well for meetings, review and comment on Minutes and reports
Get to know other committee members and build collegial working relationship that contributes to consensus
Be an active participant in committee's annual evaluation and planning efforts
Participate in fund raising for the organization