

Peachtree Ridge Youth Athletic Association By-Laws

Revised ~ November 5, 2006

Article I - Name and Purpose

1.1 The name of this non-profit organization shall be **Peachtree Ridge Youth Athletic Association, (PRYAA).**

1.2 The primary purpose of this non-profit, voluntary organization hereinafter referred to as PRYAA or "The Association", is to promote, encourage, direct, and operate athletic programs for the children and youth of the Peachtree Ridge Community, Gwinnett County, Georgia. The Association shall also strive to promote the physical, mental, social, educational, and welfare of the participants in the programs, and to promote the ideals of good citizenship as well as good sportsmanship through its athletic programs and activities, and for the benefit of the community. The Association will also provide recreational activities for children that request and/or require special attention. The Association will provide recreational activities/sports programs that will meet the needs of persons with disabilities and will promote inclusion among the general programs when appropriate. Special needs programs and general recreational activities will take priority in facilities assignment and allocation. The number of travel teams may be limited due to playing field availability. The recreational and athletic activities will include, but not limited to, the operation of football, cheerleading, baseball, softball, basketball and soccer.

1.3 In keeping with the community tradition, the official colors of PRYAA will be blue and white with red accents. The Official mascot will be the lion; the Board of Directors will uphold the current logo.

Article II - Membership and Dues

2.1 Membership in PRYAA is defined by a registered participant with PRYAA and/or a board member, or other official volunteer. Multiple registrations constitute one membership per family annually and receive two votes at elections or special meetings.

2.2 PRYAA, Inc. shall at all times observe all local, state and federal laws which apply to non-profit organizations as defined in Article 501(c)(3) of the Internal Revenue Code.

2.3 The Board of Directors shall at all times have the full power and authority to expel from membership any person or persons whose activities might be termed detrimental to, or inconsistent with, the by-laws, Code of Conduct, and/or the basic principles of this Association. Reinstatement to PRYAA in any capacity must be voted on by the Board of Directors.

2.4 A registration fee shall be charged for participation in each sport and/or activity at the rate specified by the respective sport boards based on budget requirements and approved by the Board of Directors. All registration fees collected from all programs and activities shall be deposited in the Associations general fund. Expenditures must remain within the budget guidelines approved by the Board of Directors. Expenditures exceeding this budget must be approved by the Board of Directors, which will be based

on the present overall financial position of the Association. All registrations after posted dates will be approved on a case-by-case basis by each sports board, and placement will be determined at that time.

2.5 Any discounts for multiple child participation will be set by the individual sport boards.

2.6 A late fee for registrations may be determined and assessed by each sport board.

2.7 The refund policy shall be as follows:

- PRYAA has adopted a NO REFUND policy.
- The only exceptions to this policy are for a season ending injury or a company transfer outside of the Atlanta Metropolitan Area. Any refunds approved will be subject to a refund processing fee.

Article III - Meetings

3.1 A meeting of the members for the election of Executive Board Officers and Sport Board Officers shall be held annually with the exception of basketball which will be voted on in February. The annual meeting shall be held the first Sunday in November. Executive Board Officers shall take office beginning December 1st and Sport Board Officers shall take office as follows: Football/Cheerleading –December 1st; Basketball – March 1st; Baseball – December 1st; Softball - December 1st; Soccer – December 1st; Special Needs – December 1st.

3.2 Special meetings of the general membership may be called for any lawful purpose provided twenty-five (25) petitioning active members in good standing so indicate their assent to such a call or provided any officer or three or more directors call the meeting.

3.3 Public notice of the time and place of all annual meetings shall be given not less than fourteen (14) days prior to the date set for such annual meeting. Public notice shall include the publication of the meeting date, place and time in Gwinnett County's Legal Notices Section, together with the posting of a notice of the meeting at the concession stand area in the ballpark and, if available, on any roadside sign in front of the ballpark or at any event of the Association taking place prior to the meeting.

3.4 Any number of members present in excess of twenty-five (25) at any called Association meeting of the general membership constitutes a quorum. Voting shall be by majority vote cast in person. No proxy voting is allowed.

3.5 Regular meetings of the Board of Directors shall take place at least once a month or more frequently as deemed appropriate by the board. These meetings will be open to the membership at large for attendance. Working sessions of the board shall not require membership access.

3.6 A quorum for the transaction of business at any regular or special meeting of the Board of Directors shall consist of one more than half of the voting members of the Board. The act of a majority of the Directors at a physical meeting in which a quorum exists shall be considered an act of the entire Board of Directors. A written report of the

business transacted at each Board meeting shall be made by the Secretary at the next meeting of the Board.

3.7 Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if written consent setting forth the action so taken shall be signed by a quorum of the Board of Directors and be filed with the minutes of the proceeding with the Board of Directors. Such consent shall have the same force and effect as a majority vote.

3.8 In Case of Emergency Meeting Only: (Action by conference call): Members of the Board of Directors or any committee designated by the Board of Directors may participate at a meeting of the Board or such committee by means of a conference call or similar communication equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

3.9 An Officer of the Association may be removed by a two-thirds vote of the Board of Directors whenever in their judgment the best interest of the Association will be served by the removal. Reinstatement to PRYAA in any capacity must be voted on by a majority vote of the Board of Directors.

3.10 All meetings of the Association and its committees shall be conducted pursuant to Roberts Rules of Order with the President/Director or the President's/Director delegate responsible for the implementation of parliamentary procedure necessary for the orderly conduct of any meeting.

Article IV – Election of Officers and Terms

4.1 The election of officers for PRYAA will be held at the annual meeting of each year. Elected offices of PRYAA include the Executive Board which is comprised of President, Vice President, Secretary and Treasurer. It also includes Sport Board officers which will include Director, Co-Director, Asst. Director, Secretary, Director of Finance for each sport board.

4.2 Executive Board Terms: President and Secretary will serve a two year term in even numbered years. Vice President and Treasurer will serve a two year term in odd numbered years. For the 2006 election the President and Secretary will run for a two year term. Their term will then expire in 2008. For the 2006 election the Vice President and Treasurer will run for a one year term. Their term will then expire in 2007. In 2007 the Vice President and the Treasurer will run for a two year term. In 2008, the Executive Board vacancy due to expiration of term will be President and Secretary. In 2009, the Executive Board vacancy due to expiration of term will be the Vice President and the Treasurer.

4.3 Sport Board Terms: Director and Secretary of each sport board will serve a two year term in even numbered years. Co-Director, Asst. Director and Director of Finance will serve a two year term in odd numbered years. For the 2006 election the Director and Secretary of each sport board will run for a two year term. Their term will then expire in 2008. For the 2006 election, the Co-Director, Asst. Director, and Director of Finance of each sport board will run for a one year term. Their term will then expire in 2007. In

2008, the Sport Board vacancy due to expiration of term will be the Director and Secretary. In 2009, the Sport Board vacancy due to expiration will be the Co-Director, Asst. Director and the Director of Finance.

4.4 Executive Board officers and Sport Board officers may run for re-election.

Article V - Governance

5.1 The Board of Directors shall consist of Executive Board President, Vice President, Secretary, Treasurer, Past President (if applicable) Director of Football/Cheerleading, Director of Basketball, Director of Baseball, Director of Softball, Director of Soccer, Director of Special Needs/INSPIRE. No one shall be eligible to hold any of these offices who are not a member of the Association. This will be a policy making Board and will have the responsibility for setting policy as it pertains to the Association. The Board of Directors will be responsible for the approval of all fund-raisers. The Board of Directors shall act as the appeals board should anyone's right to participate in the Association be terminated for one or more reasons. Proxy voting is not allowed. A list of names, addresses and phone numbers of all Executive Board officers as well as Sports Board officers shall be sent to Gwinnett County Parks and Recreation Division Area Supervisor within thirty (30) days of the election by the Executive Board Secretary.

5.2 If an Executive Board Officer or a Sport Board Officer resigns during their term, they may not be appointed to a Board position unless approved by the Board of Directors. No Board member shall serve in any governing capacity in any other youth recreational athletic association in direct competition with the Peachtree Ridge Youth Athletic Association without prior approval from the Board of Directors whose decision is final. No one will serve in an official capacity with PRYAA and also serve on an executive board of an affiliated PRYAA league, to include but not limited to Gwinnett Football League, Gwinnett Basketball League, Greater Gwinnett Baseball League, Georgia Youth Soccer Association, or any other organized league in which PRYAA is a participating member.

5.3 The Executive Board shall act as a liaison with the County, City of Duluth Parks & Recreation, and Gwinnett County Board of Education and administer association funds in coordination with individual sports boards, execute consent forms, process sponsorship receipt request, obtain liability insurance for each sport, and other matters relevant to the operation of the Peachtree Ridge Youth Athletic Association. Final decisions regarding any changes in day to day operations of the Sports Boards shall otherwise rest with the Sports Board officers using policies set by the individual sports boards. The sports boards specifically reserves the right to approve all expenditures in excess of approved annual budget for each individual sport area, All contracts entered into by the Sports Boards will require approval from the Board of Directors. Sports Boards shall make all final decisions regarding any changes in the sports affiliation.

5.4 The Executive Board shall be composed of the President, Vice President, Secretary, Treasurer, and Past President which have the power to act in the place of the Board of Directors on policy matters on an emergency basis that require immediate action. Bonding will be paid for by the Association.

5.5 The Executive Board President shall be the Chief Executive Officer of the Association and the Chairman of the Board of Directors charged with the duty of supervising all its functions subject to policy direction from the Board of Directors. The President shall vote only in the event of a tie. The President shall be responsible for:

- a) Implementation of the total Association program and shall see that the policies set by the Board of Directors and Sport Boards be carried out by each participant in the Association.
- b) Shall serve as an ex-officio member of all committees except the nominating committee.
- c) Shall be bonded for no less than \$50,000.00
- d) May co-sign checks
- e) Will serve as an Executive Board Representative to one of the Sport Boards.

5.6 The EXECUTIVE BOARD Vice President:

- a) Shall be responsible for the fundraising programs of the Association.
- b) Shall be responsible for public and community relations.
- c) Shall have all such powers and duties as generally are incidental to the position of the Vice President as may be assigned to him by the Executive Board President or the Board of Directors.
- d) Shall assume the duties of the Executive Board President when the President cannot perform them.
- e) Shall assist the Executive Board President in the furtherance of his duties as may be requested by the President.
- f) Shall serve as an Executive Board Representative to one of the Sports Boards
- g) May co-sign checks and be bonded for no less than \$50,000.00

4.7 The Executive Board Secretary:

- a) Shall be responsible for record keeping for the Association as defined below.
- b) Records shall include all meeting minutes of the Executive Board and Board of Directors.
- c) Shall be responsible for coordinating the time and location of Executive Board, Board of Directors and General Membership meetings.
- d) Shall provide other such assistance to the Executive Board President as may be directed by the President.
- e) Shall maintain the membership roster.
- f) Shall maintain the current Executive Board officer information and Sport Board officer information and make sure Gwinnett County Parks and Recreation is kept updated.
- g) Shall be responsible for all insurance requirements for the Association.
- h) Shall oversee risk management for the Association.
- i) May co-sign checks and other legal instruments for the Association and shall be bonded for no less than \$50,000.00
- j) Shall serve as and Executive Board Representative to one of the Sport Boards.

5.8 The Executive Board Treasurer:

- a) Shall be the Chief Financial Officer of the Association and will be responsible for keeping accurate financial records of disbursements and receipts of all money had and received by the Association from any and all sources.
- b) Shall coordinate the receiving and depositing of all fund-raising efforts, registrations and sponsorships.
- c) Shall submit financial reports to the Executive Board, Board of Directors and Sports Boards Directors and Sports Boards Directors of Finance on a monthly basis.
- d) Shall provide financial reports at the Annual Meetings of the Association
- e) Shall have audited all financial records of the Association on as as-needed basis, or on a random basis as determined by the Board of Directors.
- f) Shall review and approve along with the Executive Board all budgets submitted by the individual Sports Boards.
- g) Shall provide other such assistance as required by the Executive Board President, Vice President and Secretary.
- h) May co-sign checks and be bonded in an amount no less than \$50,000.00

5.9 The Past President:

- a) The Past President will take office at the end of their President term.
- b) The Past President will provide an historical perspective and assist in the transition of the new Board.
- c) The Past President will vote in all Board matters
- d) The Past President may be assigned specific duties and functions as directed by the Board of Directors and/or Executive Board
- e) The Past President will serve a term of one year, or may be asked to remain if the position is vacant, by a majority vote of the Board of Directors.
- f) Shall be bonded for no less than \$50,000.00

5.10 The Sports Boards shall be the day to day decision making board for their sport and have voting rights on their respective board. Each Board can make appointments to their Boards based on the individual sports needs. All appointments to Sport Boards shall be approved by the Board of Directors. Appointed positions do not have voting privileges on the Sport Board.

Football/Cheerleading: Director of Football/Cheerleading, Assistant Director of Football, Co-Assistant Director of Football, Assistant Director of Cheerleading, Co-Assistant Director of Cheerleading, Director of Finance for Football, Director of Finance for Cheerleading, Secretary of Football/, Secretary of Cheerleading

Baseball: Director of Baseball, Assistant Director of Baseball, Co- Assistant Director of Baseball, Director of Finance for Baseball, Secretary of Baseball.

Softball: Director of Softball, Assistant Director of Softball, Co-Assistant Director of Softball, Director of Finance for Softball, Secretary of Softball

Soccer: Director of Soccer, Assistant Director of Soccer, Co-Assistant of Soccer, Director of Finance for Soccer, Secretary of Soccer.

Basketball: Director of Basketball, Assistant Director of Basketball, Co-Assistant Director of Basketball, Director of Finance for Basketball, Secretary of Basketball.

Special Needs: Director of Special Needs, Assistant Director of Special Needs, Co-Assistant Director of Special Needs, Director of Finance for Special Needs, Secretary of Special Needs.

5.11 The Directors of Football/Cheerleading, Baseball, Softball, Soccer, Basketball and Special Needs/INSPIRE or any other sport sponsored by PRYAA shall:

- a) Shall consult with their respective sports boards and be responsible for all matters related to the playing or scheduling of their respective sports and shall include the needs of individuals with special needs and the special needs programs.
- b) Shall be responsible for coordinating post-season activities.
- c) Shall attend all necessary District, State and County meetings.
- d) Shall be the Sports Board representative on the Board of Directors and have voting privileges at the Board of Director Meetings and may assign their voting duties to another elected member of their sport board in their absence at a Board of Director meeting.
- e) Shall have the responsibility for coordinating with the Board of Directors the policy for field assignment, budget approval process, equipment management process and concession stand management and operation, as well as other policy making decisions rendered by the Board of Directors or Sports Boards.
- f) The Directors shall act as the Chief Executive Officer for their respective sport.
- g) Shall be responsible for selecting and training the coaches for their respective sport.
- h) Shall prepare, in conjunction with their Director of Finance, the annual budget for their respective sport within 90 days upon the completion of their sport and submit to the Executive Board for approval.
- i) The Special Need Director will ensure that special needs programs will have representation in each of the general programs.
- j) The Special Needs Director will be responsible for the public notification of persons in Gwinnett County who may benefit from the Special Needs and general programs.
- k) Shall have voting privileges on their respective sport board decisions, policies and procedures.

5.12 Assistant Directors and Co-Assistant Directors

- a) Shall assist the Director of that sport in the furtherance of his or her duties as may be requested by the Director of that Sport
- b) Shall have all such powers and duties as generally are incident of the position of Assistant Director.
- c) Shall assume the duties of the Director of that sport when the Director cannot perform them
- d) Shall have voting privileges on all of their Sport Board decisions, policies and procedures.

5.13 Sport Board Secretary

- a) Shall be responsible for keeping meeting minutes of all Sport Board meetings.
- b) Shall be responsible for forwarding all Sport Board meeting minutes to the Executive Board Secretary.
- c) Shall have all such powers and duties as generally are incident to the position of Secretary.
- d) Shall provide assistance to the Director of that sport in the furtherance of his or her duties as may be requested by the Director of that sport.
- e) Shall have voting privileges on all of their Sport Board decisions, policies and procedures.

5.14 Sport Board Director of Finance

- a) Shall be responsible for the collection of all funds for their sport and turn into the Executive Board Treasurer for deposit.
- b) Shall oversee any partial pays for their sport.
- c) Shall submit all reimbursements or payments to the Executive Board Treasurer for their sport.
- d) Shall be responsible in conjunction with the Director of their sport to develop an annual budget for their sport and submit to the Executive Board Treasurer for approval by the Executive Board.
- e) Shall have all such powers and duties as generally are incident to the position of Sport Board Director of Finance.
- f) Shall provide assistance to the Director of that sport in the furtherance of his or her duties as may be requested by the Director of that sport.
- g) Shall have voting privileges on all of their Sport Board decisions, policies and procedures.
- h) Shall be responsible for maintaining the registration records for their sport.

5.15 The Board of Directors is authorized to assess each sport a general administrative expense or other such fees in order to maintain sufficient operating revenue for the administrative expenses of the Board of Directors and the Association in order to insure the continued operation of all programs. The Board of Directors is also specifically authorized to establish a capital reserve fund to require each sport to have its participants pay into the capital reserve fund. Such funds may be voted on by the Board of Directors from time to time in order to

ultimately reserve enough funds to acquire on behalf of the Association such facilities as may be in the Association's best interest.

5.16 The Board of Directors shall fill any vacancy on the Executive Board or Sport Board by appointment and this appointment shall stand for the remainder of the unexpired term. The appointment must be voted on by a majority of the Board of Directors.

5.17 Each Sport Board will set policy and procedure with regards to the coaching selection process as well as the policy to be eligible to coach in PRYAA. This policy will require approval by the Board of Directors.

5.18 Background checks will be conducted on all Executive Board members, Sport Board officers, coaches and any volunteers who have direct access to children or Association finances.

5.19 Operation of concessions will be decided by the Board of Directors.

Article VI - Dissolution's Clause

6.1 In the event of dissolution of the Association, all moneys and property will be donated either to Gwinnett County Parks and Recreation to be used exclusively for the benefit of the children in the Peachtree Ridge area or to a successor association that may be formed to take the place of this Association. If such guarantee cannot be made by Gwinnett Parks and Recreation than all monies and property of the Association will be donated to an organization (s) as voted on by the Board of Directors.

Article VII - Board Member Attendance

7.1 All members of the Board of Directors and Sport Boards are expected to be in attendance at all Board of Director meetings, their respective Sport Board meetings whether it is a regularly scheduled meeting or a meeting called by the President/Director. If a Board Member cannot attend a meeting, he/she must notify the President or Director of their respective Sport Board the Vice President or Secretary at least eight (8) hours before the meeting begins. Failure to notify the above people, and failure to attend the meetings, will be handled by the President as follows: (This is per year)

First Offense: The member must submit in writing to the Board of Directors or respective Sport Board the reason for his/her absence and intentions on where he/she stands with serving as a Board of Directors Member, or respective Sport Board Member.

Second Offense: The member must state his/her reason for absence to the Board of Directors or respective Sport Board in person at the next scheduled Board meeting and request permission to remain on the Board.

Third Offense: The member will be removed from his/her position on the Board of Directors and the Sport Board within seventy-two (72) hours after the vote.

It will be required that after removal from office, all correspondence, material, receipts, financial data, equipment, monies due, etc. with respect to The Association must be returned to the Association within seven (7) days. Returns must be made to a member of the Executive Board.

Article VIII - Gwinnett County

8.1 Peachtree Ridge Youth Athletic Association, Inc. agrees to adhere to any rules and regulations set forth by the Gwinnett County Parks and Recreation Division as may be from time to time amended.

Article IX - Election of Officers

9.1 Election of Executive Board Officers and Sport Board Officers – Elections for both Executive Board and Sport Board officers will be held annually. A nominating committee will be appointed by the President of the Executive Board and will consist of 3 members at large and two (2) Board of Directors officers. Members interested in running for a position on the Executive Board or Sport Boards must submit in writing 7 days prior to the election to the Secretary or any member of the nominating committee a brief personal history, their qualifications and interests in regards to the position for which they wish to run. The nominating committee will prepare the ballot 6 days prior to the annual meeting and will serve to oversee the election including membership verification and the counting of all ballots.

9.2 Nominations from the floor will be allowed based on the Gwinnett County Parks & Recreation Policies and Procedures Manual.

9.3 Election of Executive Board officers and Sports Board officers shall be held on the 1st Sunday in November of each year at the general meeting of the Association. Each elected official must receive a majority vote. Nominees receiving less than 10% of the total cast will not be considered in any run-off rounds .If a run-off round is necessary the nominee in a run-off round that receives the most votes will be elected. Members interested in running for a position on the Executive Board or Sport Boards must notify the Secretary or the Nominating Committee, in writing, seven (7) days prior to the election. A ballot will be set six (6) days prior to the election by the nominating committee. The request should be a brief personal history, their qualifications and interests in regards to the position for which they wish to run. All elected officers must pass a background check prior to taking office. If any officer fails the background check criteria of PRYAA, they will not be eligible to hold office. If this occurs, the person receiving the next most votes at the election will be elected.

Article X - Legal Instruments

10.1 All checks issued by the Peachtree Ridge Youth Athletic Association, Inc. must bear two (2) signatures, each of which must be an officer of the Executive Board. Each Executive Board member of the Association will be bonded for a minimum of \$50,000.00 conditioned upon the performance of the duties of the office.

Article XI - Compensation

11.1 All Executive Board Officers and Sport Board Officers shall serve without compensation of financial remuneration in any regard. Each Executive Board Officer and Sport Board Officers is prohibited specifically from profiting personally in any transaction with the Association. In order to avoid any appearance of impropriety, any member of a Executive Board Officer or Sport Board Officer family, including but not limited to spouse, parents, children, step children, siblings, in-laws, aunts, uncles, and cousins to the third degree are specifically prohibited from being employed by the Association in any capacity where that employment results in the payment of any compensation in what ever form or substance payable by the Association or its respective committee to such Executive Board Officer and Sport Board Officer or member of his immediate family as defined herein.

Article XII - Records

12.1 The Board of Directors will review the financial records of the association on a quarterly basis.

12.2 All books and records of the Association may be inspected by any member, Director or agent or attorney or any proper person at any reasonable time upon written demand stating such purpose. Copies of such records shall be furnished upon the paying of the costs associated with compiling same.

Article XIII - Liability Insurance

13.1 Liability Insurance in an amount not less that \$1 million affording coverage to Directors, Officers, coaches, and their assistants, as well to the Association and the Gwinnett County Parks and Recreation Department shall be maintained by the Association on a claims-made basis.

Article IVX - Amendments

14.1 Nothing contained herein is intended to abrogate the powers of the Board of Directors to set policy, approve budgets and make decisions for the Association. While the Board of Directors is a policy-making Board and should not become involved in day-to-day sport decisions, they do retain the right to do so should an action by the Sport Board Committee be in material and direct contradiction to Board established policy. The Sports Committees, subject to the direction provided by the Sports Director are responsible for decisions affecting their individual sport. No Sports Committee shall have the power to contract with any entity without specific Board of Directors approval.

14.2 These bylaws may be altered or amended and additional bylaws adopted by a two-thirds vote at the first regular meeting of the calendar year or at any special meeting of members at which a quorum is present. Notice of the meeting must be made by mail or notification in the Gwinnett Post stating the subject of the By-Law changes or amendments. The proposed amendment or new bylaws shall be set forth verbatim. (A quorum shall be 25 members as shown on the roll).

14.3 Other appointed positions may be needed and will be approved by the Board of Directors such as: Director of Equipment, Director of Facilities, Concession Stand Manager.