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2011 BYLAWS OF THE OLEY VALLEY YOUTH LEAGUE.

ARTICLE I - NAME, OFFICES, SEAL

Section 1: Name of Organization

1. The Name of the organization shall be Oley Vally Youth League (“OVYL”)

Section 2: Registered Offices

1. The registered office of the Corporation shall be at Oley, Pennsylvania.

2. The Corporation may also have offices as such other places as the Board of Directors may appoint or the activities of the corporation may require.

Section 3: Corporate Seal:

1. The Corporate Seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words “Corporate Seal, Pennsylvania.”

ARTICLE II - PURPOSE

Section 1: Purpose of OVYL

1. The OVYL is organized to promote, develop and supervise the participation by persons who reside within the Oley Valley School District in programs of youth activities, particularly organized sports. The OVYL strives to assist members and participants in developing mentally, socially and physically and thereby developing qualities of good citizenship and sportsmanship. Encompassed in these qualities are self-confidence and the willingness to learn the value of self-esteem, self-confidence, team plan and physical fitness. The importance of winning shall be de-emphasized in favor of the joy of participation until the upper levels of the various sports.

Section 2: Participation

1. During games played among OVYL teams, all children must play at least half of every game attended by them, except as superseded at the coaches’ discretion by safety or disciplinary concerns. This rule does NOT apply to games or leagues devoted to competitive play among teams outside the OVYL.

ARTICLE III - MEMBERSHIP

Section 1: Membership

1. A member shall be a person of at least 18 years of age who is a resident of the Oley Valley School District, or an active coach, volunteer or employee of the OVYL (hereinafter referred to as a “Member”).

2. Junior Membership – Any person less than 18 years of age who has completed one season’s participation as a registered paying player in at least one sport in the programs offered by OVYL and is no longer eligible to participate in any program shall be eligible for junior membership. Junior members shall be non-voting Members. They shall, however, be authorized to act as coaching assistants for any league activity and may assist in the officiating at intra-league events under the jurisdiction of the commissioner of that sport (“Junior Member”).

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3. No Member may transfer his membership or any right arising therefrom.

ARTICLE III – MEETINGS

Section 1: Location and Timing of General Meetings:

1. Meetings of the Members shall be held at the Oley Valley Youth League Complex, or at such other places as may from time to time be selected.
2. Meetings of the Corporation shall be held as follows: One General Meeting per month as designated by the Board of Directors.

Section 2: Special Meetings

1. Special Meetings of the members may be called at any time by the President, or the Board of Directors, or by any twenty (20) members of the Corporation. At any time, upon written request of any person entitled to call a Special Meeting, it shall be the duty of the Secretary to call a Special Meeting of the Members to be held at such time as the Secretary may fix, not less than five (5) nor more than ten (10) days after the receipt of the request. If the Secretary shall neglect or refuse to issue such call, the person or persons making the request may call the meeting. Business transacted at all Special Meetings shall be confined to the subjects stated in the call and matters germane thereto.

2. Written notice of every Special Meeting of the Members, stating the time, place and agenda thereof, shall be given by or at the direction of the person authorized to call the meeting, to each member of record entitled to vote at the meeting, unless a greater period of notice is required by statute in a particular case.

3. A Members' meeting duly called may not transact business unless a quorum is present. The presence in person of seven (7) of the members entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business except as may be otherwise provided by law or by the Articles of Incorporation (hereinafter referred to as a "Quorum") The members present at a duly organized meeting can continue to do business until adjournment; however, a meeting cannot continue if a Quorum is not present. If a meeting cannot conduct business because a Quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine. In the case of any meeting called for the election of directors, those who attend the second of such adjourned meeting, although less than a Quorum shall nevertheless constitute a Quorum for the purpose of electing directors.

4. Meetings shall be run according to Robert's Rules of Order.

ARTICLE IV – DIRECTORS

Section 1: Board of Directors

1. The business of this Corporation shall be managed by its Board of Directors, up to twenty (22) in number, who shall be persons of at least 18 years of age, who are residents of the Oley Valley School District and who shall be Members of this corporation.

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Section 2: Officers

1. The officers of the Board of Directors consist of the President, Vice President, Operation, Treasurer and Secretary. Other officers of the Board of Directors include the Fund Raising Coordinator, Concession Stand Coordinator, Sponsorship Coordinator, Public Relations Coordinator and Web Administrator. In addition to the aforementioned, the elected Sport Commissioner(s) shall be deemed officers (hereinafter collectively referred to as the "Officers"). Only Officers who have attended two (2) prior general meetings within the past six (6) months are deemed Voting Members.

2. The Voting Members shall elect the Officers each November and each Officer shall be elected for the term of two years (2) and until a successor shall be elected and qualify. The Officers will be eligible to serve with no limits as to the number of terms of office.

Section 3: Executive Officers

1. The Executive Officers of the Board of Directors will consist of the President, Vice President, Operations, Treasurer and Secretary.

Section 4: Roles of the Executive Officers

1. The President shall be the Chief Executive Officer of the Corporation, shall preside at all general meetings of the members and the meetings of the Board of Directors, shall have general and active management of the affairs of the Corporation, shall see that all orders and resolutions of the Board are carried into effect, subject to the right of the Directors to delegate any specific powers, except as may be by statute exclusively conferred on the President or to any other Officer or Officers of the Corporation. He/She shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Corporation, shall be ex-officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of the President. These duties include the hiring and termination of all employees.

2. The Vice President shall act in all cases for and as the President in the President's absences or incapacity, and shall perform such other duties as he/she may be required to do. Shall work with Concession stand coordinator and Operations coordinator in all contract negotiations and employment related areas. Contract recommendations will be presented to the board for final approval. Employment recommendations will be made to the President for final approval. Will work with sports commissioners on creating registration forms (1 month prior to first registration date) Will work with all commissioners on budget items. Includes insuring that budgets are submitted to the treasurer prior to the first practices starting. Review of the budget at the end of the season and submitting a final budget recap to the board. Work with commissioners and/or tournament directors on final tournament report. He/she is also responsible for all issues relating to insurance

3. The Operations position shall be responsible for the maintenance of the building and grounds. He/she will be responsible for maintaining a staff of employees for the upkeep of the grounds. The Operations position shall also be responsible for the development of the physical plant. Projects must satisfy the following criteria (1) Be consistent with the Youth League purpose, and not interfere with the operation of existing programs; (2) Be funded by resources identified for that specific project; (3) Receive the endorsement of the Board of Directors; (4) Be approved by majority vote at a general meeting of the members if estimated to cost over \$500. and less than \$1,000.00. If the project is estimated to cost over \$1,000.00, it must be proposed at one General Meeting and approved by membership vote at a subsequent General Meeting; (5) He/She shall render to the President,

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Directors, and members at the general meetings of the Board of Members, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation.

4. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the money of the Corporation in a separate account to the credit of the Corporation. He/She shall disburse the funds of the Corporation as may be ordered by the general membership or the Board, taking proper vouchers. The Treasurer shall also supervise and approve all purchases over \$100.00. The Commissioners will have \$100.00 petty cash. Purchase Orders must be signed by the Treasurer before issuance. The purchase orders will be three-part, with one each for: Commissioner, Treasurer, and Vendor. A letter will be sent to all vendors in January of each year, informing them of the current people capable of initiating purchases on behalf of the Corporation, along with a description of the Corporation's purchasing policies and a copy of the sales-exception form.

In the event that the Board of Directors deems it necessary to appoint an individual to act in the capacity of the assistant to the Treasurer said assistant shall be a Member of the OVYL and shall be required to abide by the Bylaws but shall not be deemed a Voting Member of the Board of Directors.

5. The Secretary shall attend all sessions of the Board of Directors and all general meetings of the members and act as clerk thereof, and record all the votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required He/She shall give, or cause to be given, if required notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. He/She shall keep in safe custody the Corporate Seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it. Also, the secretary shall handle any and all duties involved with billboards, contracts, and team sponsorship contracts.

Section 5: Responsibilities of Other Officers

1. Fund Raising. The Member fulfilling the Fund Raising position. shall be responsible to establish, administer and oversee all fundraising activities.

2. Fund Raising Assistant. The Fund Raising Assistant position is a non voting not required to be filled position. He/She will be assisting the Member presiding over the Fund Raising position.

3. Sponsorship. The Member fulfilling the Sponsorship position shall be responsible to establish, administer and oversee all of the sponsorship opportunities on behalf of the OVYL.

4. Concession Stand Coordinator shall oversee the operations of the concession stand. He/she will be responsible for maintaining a staff of employees in the concession stand and be responsible for the scheduling/coordinating of all volunteers for team nights and special events including tournaments.

5. The Public Relations position shall oversee the issuance of articles for print to the local papers, participants and parents providing an overall awareness to the good of the OVYL and will have the full support of the board and provide information that has been presented for publication. He/she will be the intermediary between such organizations as the Elementary, Middle and Sr. High Schools, PTO's, school/township boards, booster clubs where ever deemed necessary. All actions will be to promote the well being of the OVYL.

In the event that the Board of Directors deems it necessary to appoint an individual to act in the capacity of the assistant to the Public Relations Officer said assistant shall be a Member of the OVYL and shall be required to abide by the Bylaws but shall not be deemed a Voting Member of the Board of Directors.

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6. Web Administrator and assistant shall be responsible for all content of the www.ovyl.org website and any other website associated with the OVYL.

7. Individual Sport Commissioners shall be responsible for coordinating their individual sports program, recruit coaches, assistant coaches, fundraising help, provide officials, purchase equipment, establish schedules, review rules, select assistants, assign duties, and prepare operations budgets for their sport. The Commissioners shall report on their sports' activities and meetings at the next general meeting, for the general knowledge of the membership but not for approval, unless an issue or action directly affects of the other programs of the Corporation. The Sports Commissioners must provide general description/expectations of each age level including, but not limited to, a.) List of what fundamentals will be covered during the season; b.) Explanation of playing time in games and tournaments; (c) Eplanation of how parents can handle questions/concern with coaches or the program. The Individual Sports Commissioners agree to conduct end of season review with coaches and to allow parents to submit a confidential evaluation survey of the program and coaches as well as voice their suggestions on improvements for the OVYL.

In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by these By-Laws directed or required to be exercised or done by the Members.

Section 6: Addition of New Board of Directors Positions

1. In the event that a motion is presented for new Board of Director position(s) based on need, new sports, or further division of a sport as deemed necessary by the existing commissioner, the motion will be tabled for one (1) month and a committee may be formed in order to gather more information if necessary followed by a majority vote certifying the creation of the new office.

Section 7: Vacancies

1. If the office of any director or Officer, one or more, becomes vacant for any reason, a replacement to serve for the remainder of the unexpired term may be elected by a majority vote of the Voting Members. The President may appoint acting officers/directors to fill vacant positions until a confirmation vote can be obtained. This vote will be taken at the next General Meeting of the Corporation.

2. Board of Directors positions vacant due to normal end of a served term shall be filled by election at the November general meeting of the voting Members.

3. Candidates for these positions shall be identified and recruited by a nominating committee consisting of at least three members of the Board or four Members of the OVYL. The nominating committee should have a full slate for the November election, but if positions have no candidates, the election for the other positions will occur regardless. The nominating committee shall be responsible to continue the effort to fill the remaining open positions continuously.

Section 8: Voting

1. Voting Members of the Corporation shall be entitled to vote in elections for each officer or director. The candidate receiving the largest number of votes will be elected. No Member shall sell votes for money or anything of value. Upon request of a Member, the books or records of membership shall be produced at any general or special meeting of the Corporation. If at any meeting the right of a person to vote is challenged, the

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presiding Officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be Members may vote. The right of a Member to vote and his right title and interest in or to the corporation or its property shall cease on the termination of his membership.

Section 9: Non-Required Positions

1. Both the positions of the Public Relations Assistant and the Treasurer Assistant are deemed non voting and not required to be filled position.

ARTICLE V – BOOKS AND RECORDS

Section 1: Maintenance of Records

1. The Corporation’s Secretary shall keep available records of the minutes of the meetings of the members and of the Directors, a membership register giving the names of the members in alphabetical order and appropriate and complete records of its finances.

Section 2: Examination of Records

Every member shall have the right to examine in person, or by agent or attorney, at any reasonable time or times, for any reasonable purpose, the books of account, the membership register and the records of the proceedings of the members and directors.

Section 3: Auditing of Records

The Corporation shall have all its financial books and records audited by an independent auditor annually.

ARTICLE VI - BUDGETS

Section 1: Presentment of Budget

A proposed Budget shall be presented by each Commissioner to the Board of Directors and held with the treasurer one month before the first day of practice or play for that sport.

ARTICLE VII – TRANSACTION OF BUSINESS

Section 1: Transaction of Business

1. The Corporation shall have the right and power to receive and collect money to the extent necessary for the accomplishment of the purpose or purposes for which it is organized, and in so doing, may make an incidental profit. All money so received or collected shall be applied to the maintenance and operation or the furtherance of the lawful activities of the Corporation, and in no case shall such money be divided or distributed in any manner whatsoever among the members of the Corporation.

2. The Corporation shall not borrow money, or purchase, sell, lease away, or otherwise dispose of any real estate, unless and until a resolution authorizing same shall have been approved by a majority of the voting members of the Corporation present at a regular or special meeting, duly convened upon proper notice of this purpose. Such a resolution authorizing the borrowing of money must specify the particular sums, rates of interest or times of maturity of the loans. All proceeds derived from any loan, sale, lease, ground rent or mortgage, shall be faithfully and specifically used for or applied to the lawful activities of the Corporation, and in case cash proceeds are derived from any real estate subject to a trust, the trust shall be impinged upon such proceeds.

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3. All checks or demands for money and notes of the Corporation shall be signed by such offers as the Board of Directors may designate. The Board of Directors shall authorize three (3) officers to sign checks. At least two (2) of the three (3) authorized officers shall be required to sign all checks.

4. In the event of lack of interest or dissolution of the Corporation, a.k.a. Oley Valley Youth League, Inc., the general fund will be placed in a trust and a grounds maintenance person will be employed to maintain the grounds in a reasonable or like condition. The salary of such grounds person shall be determined by the Board and shall be paid from the trust account. This arrangement shall be in effect for a period of not more than ten years or until such trust fund is depleted. After such time, the land and complex shall be transferred to the Oley Valley School District or Oley Township subject to the right of reconveyance set forth below for the sole purpose of recreation, in perpetuity, and to keep the property in reasonable or like condition in perpetuity, to be utilized by anyone living within the boundaries of the Oley Valley School District, and not to be sold for commercial use or monetary gain. If in the event the Corporation becomes revitalized in a successful manner, this land and complex shall then become available and transferred back to the Corporation, for that purpose for which it was originally formed, at no cost to the Corporation.

Should the Oley School District and the Oley Township not agree to the above conditions, the entirety of the Corporation's assets shall be sold with the proceeds donated to the Oley School District to establish a restricted endowment for the purpose of providing using the earnings of the gift, two equal college scholarships based on athletic and community service achievements, one each for the top male and female candidates from each graduating class of the Oley High School as chosen by the Oley School Board. The total amount of the scholarships shall be calculated as the net earnings of the restricted endowment for the twelve months prior to the award of the scholarship reduced by the amount necessary to re-invest to keep the endowment growing at a rate equal to the national index of increase in the cost of living. The intent here is that the earnings of the endowment must be used to increase the total value of the endowment proportionate with the increase in the cost of living, to insure that the endowment remain in perpetuity to benefit the above identified student/athletes.

Section 2: Annual Statement

1. The President shall present, at each December meeting, a full and complete statement of the activities and affairs of the Corporation for the preceding calendar year. The Board of Directors shall keep accurate accounts of all trust funds, separate and apart from the other funds of the Corporation, and shall unless the terms of the particular trust instrument provide otherwise, make an Annual Report, signed by the Treasurer, to the members of the Corporation concerning the trust funds held and the use made of such funds and of the income thereof.

ARTICLE VIII – NOTICES

Section 1: Notice

1. Whenever written notice is required to be given to any person, it may be given to such person either by sending a copy thereof through the mail, charges prepaid, to his/her address appearing on the books of the Corporation or supplied by him/her to the Corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been give to the person entitled thereto when deposited in the United States mail for transmission to such person. Such notice shall specify the place, day, and hour of the meeting, and in the case of a special meeting, the general nature of the business to be transacted.

ARTICLES IX – AMENDMENTS

Section 1: Requirements to Amend

1. These By-Laws may be altered, amended, or replaced by a majority vote of the members of the Corporation who are present and entitled to vote at any general meeting duly convened. Final voting of such amendments shall be determined at the next general meeting.

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