

BY-LAWS OF THE HYSA, Inc.

ARTICLE I

Name

The name of the Corporation shall be: HYSA, Inc.

ARTICLE II

Purpose

Section 1. The purposes for which the Corporation is formed are to develop and maintain a high quality of recreational activities for the youth of Harwinton; promote the benefits of teamwork and physical conditioning; teach the basic fundamental skills involved in various team sports; and emphasize the importance of good sportsmanship and fair play.

The Corporation will provide assistance and advice in the establishment of team sports programs in the community, insure high standards of judgement and conduct of all adults involved in the programs in the roles of coach, referee, umpire, league officials and corporation members, promote the involvement of community volunteers in recreational activities and corporation functions and provide the highest degree of safety and protections to participates through appropriate equipment, responsible supervision and competent instruction and training.

Section 2. The Corporation shall be operated exclusively for purposes permitted by Section 501(c)(3) of the Internal Revenue Code, as amended, (or the corresponding provision of any future United States Internal Revenue law) for organizations exempt from taxation under Section 501(a) of the Code, as amended (or the corresponding provision of any future United States Internal Revenue law).

Section 3. The Corporation shall have all legal powers necessary of convenient to affect any and all of the purposes stated herein, whether or not such powers are set forth herein, and shall also have all the powers now or hereafter possessed by corporations under the Non-stock Corporation act of the State of Connecticut; provided, however, that such powers shall at all times be exercised in strict compliance with the requirements of Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue law) for organizations exempt under Section 501(a) of the Code, as amended (or the corresponding provision of any future United States Internal Revenue law).

Section 4. No part of the net earnings of the Corporation shall inure to the benefit of any member or individual, and no part of the funds of the Corporation shall be contributed to any organization whose net earnings, or any part thereof, inure to the benefit of any member, director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered by any such person to or for the Corporation affecting one or more of its purposes), and no member director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon distribution of the Corporation.

Section 5. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidates for public office.

Section 6. The Corporation is non-profit and shall not have nor issue shares of stock nor pay dividends.

Section 7. In the event of dissolution of the Corporation, whether voluntary or involuntary, all assets of the Corporation then remaining shall be distributed by the Board of Directors, in such proportions as they shall determine, to one or more organizations which are described in Section 501(c)(3) of the Internal Revenue Code, as amended, (or the corresponding provision of any future United States Internal Revenue law) and are exempt from taxation under Section 501(a) of the Code, as amended (or the corresponding provision of any future United States Internal Revenue law) or to the Federal Government or to any state or local government for a public purpose.

ARTICLE III

Board of Directors

Section 1. Composition

The Board of Directors of the Corporation shall consist of the eight (8) officers of the corporation as defined in Article IV, Section 1 of these by-laws.

Section 2. Vacancies

Vacancies on the board of directors will be filled by virtue of an election to fill the vacant position at the next regular meeting of the corporation following the vacancy. The notice of election shall be properly posted at least 14 days prior to the election.

Section 3. Duties and Responsibilities

The board of directors shall be the senior governing body of the organization.

The board of directors is charged with upholding the by-laws of the organization, creating and upholding corporation policies and procedures, and providing a safe environment for adult and youth participants.

The board of directors will have the authority to act and make decisions on behalf of the organization in regards to financial matters, safety issues, and all other issues relating to the purpose and scope of the organization.

The Board shall review and approve all applications for the positions of coach, assistant coach, and any other appointed position within the organization. The board shall maintain the right to remove any coach, assistant coach, or other appointed position within the organization for just cause.

Section 4. Meetings

The Board of Directors shall meet at the call of the President or the written request of at least three (3) Board members. Meetings should be noticed a minimum of ten (10) days prior to the start of the meeting. In emergency situations, meetings of the board of directors can be called in less time providing all members of the board are notified directly or by telephone.

A quorum shall consist of five (5) members of the Board. All issues voted upon shall be determined by a majority of the votes cast. All elected members of the board with the exception of the President shall be entitled to cast one (1) vote for any motion made and properly seconded. If a tie vote occurs by nature of the number of voting members present, the president will vote for the purpose of breaking the tie.

Voting shall be by voice vote or show of hands.

Roberts Rules of Order shall govern proceedings of the Board unless contrary to the by-laws.

Section 5. Removal of Directors

Elected members of the Board may, for good cause, be removed from office by a two-thirds vote of the membership present and eligible to vote at a meeting called for said purpose, provided that the membership has received notice of at least fourteen (14) days of the intended removal action, such notice specifying the time and place for consideration of the removal motion by the membership, and be provided an opportunity to be present at the meeting.

ARTICLE IV

Officers of the Corporation

Section 1. Officers

The officers of the Corporation shall be: (1) President, (2) Vice-President of League Operations, (3) Vice-President of Soccer, (4) Vice-President of Basketball, (5), Vice-President of Baseball, (6) Vice-President of Safety, (7) Secretary and (8) Treasurer.

Section 2. Election

Officers shall be elected annually by the membership at the annual membership meeting held in June of each year by ballot vote.

Persons will be nominated from the floor at the regular meeting of the board of directors of the corporation in May of each year. All members of at least six (6) months are eligible to be nominated for an elected position.

Elections will be held by majority vote of the members present. When there are more than two candidates for any office and none receive a majority of the votes cast, a “run-off” shall be conducted between the two candidates receiving the highest number of votes.

Section 3. President

The President shall be the principal executive officer of the Corporation and shall be charged with the general direction, supervision and management of the various offices, functions and operations of the Corporation.

The President will preside at all meetings of the membership and the Board of Directors. The duties of the President shall be those normally associated with the office including the appointment of committees, serving as an ex-officio member of such committees representing the Corporation at community and official functions.

The President shall keep the Vice-President of League Operations advised of all activities to provide an informed continuity of administration in the event of absence or emergency.

Section 4. Vice-President of League Operations

The Vice-President of League Operations shall assume the duties and responsibilities of the President in the absence of the President or by direction of the President. The Vice-President of League Operations serves as an ex-officio member of all committees.

The Vice-President of League Operations shall be responsible for the general operations of the organization including but not limited to fund raising, sponsorship, information distribution, fields, and concessions. Such vice-president shall appoint directors as necessary to assist in the performing of his/her duties.

Section 5. Secretary

The Secretary shall keep all minutes of membership and Board meetings, correspondence, books and records other than those maintained by the Treasurer, and other documents.

The Secretary shall provide notice of appropriate members of regular and special Board and membership meetings and perform such other duties as determined by the President, including maintenance of an updated copy of the Corporation By-Laws.

Section 6. Treasurer

The Treasurer shall supervise all fiscal transactions of the Corporation and maintain necessary records. The Treasurer shall report the status of the Corporation Treasury at regular membership meetings and at such other times as required by the President. An annual status report and accounting shall be provided at the annual membership meeting. The Treasurer will perform such other duties as determined by the President.

Section 7. Vice-Presidents of Basketball, Baseball, and Soccer

Such Vice-Presidents will be responsible for management and coordination of the program specified, subject to the direction and supervision of the President, and will provide reports concerning the status of the respective programs at the board of directors and regular membership meetings.

Vice-Presidents of Basketball, Baseball, and Soccer may appoint directors to assist them with the management and operation of their specified programs.

Section 8. Vice-President of Safety

The Vice-President of Safety shall be responsible for maintaining a safe environment for adult and youth participants of the corporation's programs.

The Vice-President of Safety may appoint additional safety officers to assist him/her with the management of the safety programs.

The Board of Directors from time to time may create other administrative offices or revise existing offices to more efficiently conduct the business of the Corporation and fulfill the purpose of the organization.

Section 10. Removal of Elected Officers

An elected officer may, for good cause, be removed from such office upon (1) a motion for removal supported by a majority vote of the membership and (2) a two-thirds vote of the membership for such removal provided that the membership and the officer receive at least fourteen (14) days notice of the approved motion of recall. Such notice must specify the time and place for consideration of the approved removal motion by the membership and provide the elected officer an opportunity to be present at the meeting.

Section 11. Vacancies

Vacancies of officers will be filled by virtue of an election to fill the vacant position at the next regular meeting of the corporation following the vacancy. The notice of election shall be properly posted at least 14 days prior to the election.

ARTICLE V

Committees

Section 1. Committees

The President shall appoint the standing committees and chairpersons and such other committees as are necessary for the effective administration of the Corporation. Officers may serve as committee members and a committee may consist of a single member.

Section 2. Standing Committees

A. Audit Committee

The responsibilities of this committee shall be to annually review all fiscal accounts, ledgers and records of the Corporation to determine the accuracy and integrity of the accounting of all receipts and expenditures and to report the results of such study at a membership meeting designated by the President.

The committee may, at the direction of the President, examine such accounts and records at any other time. The committee may recommend revisions in the accounting and distribution systems.

B. Revenue and Budget Committee

The responsibility of this committee is to annually develop a proposed budget for the Corporation for consideration by the membership at a meeting designated by the President.

ARTICLE VI

Membership

Section 1. General

Membership in the Corporation is available to all individuals who subscribe to the goals and purposes of the Corporation upon written application to the Secretary and majority vote of the membership. Such vote shall be the last order of business of any meeting where applications for membership are submitted. Any individual that has a child enrolled in a HYSA program in the previous 12 months is automatically a member of HYSA.

All members shall be entitled to a copy of the by-laws, notice of meetings, to vote at membership meetings, and to serve on committees except as provided in Article VI, Section 5.

A member, for good cause, may be removed as a member upon (1) a motion for removal supported by a majority vote of the membership and (2) a two-thirds vote of the membership for such removal provided that the membership and the individual member in question receive at least fourteen (14) days notice of the approved removal motion. Such notice must specify the time and place for consideration of the approved removal motion by the membership and provide the member an opportunity to be present at the meeting.

Section 2. Coaches

Coaches and assistant coaches are appointed by the Board of Directors (Art. III, Sec. 3) and may be suspended or removed by the Board of Directors for just cause.

Coaches and assistant coaches are not required to be members of the Corporation.

Section 3 - Deleted

Section 4. Deleted

Section 5. Deleted

Section 6. Deleted

ARTICLE VII

Procedures

Section 1. The board of directors shall be charged with the creation, implementation, and upholding of any policy or procedure it feels necessary to support the mission and goals of the organization. Such policies and procedures shall be published and made available to all coaches, assistant coaches, participants, parents, and members of the organization.

ARTICLE VIII

Amendment of By-Laws

Section 1. Amendment

The by-laws may be amended at any meeting of the Corporation provided that at least twenty-five (25) days written notice has been given to all members of the time, place and subject of such meeting. Such notice must include the written by-law amendment to be proposed at the meeting.

Section 2. Vote

The by-laws may be amended by the membership by the vote of not less than a two-thirds majority of all members present and eligible to vote.