

SCARSDALE YOUTH SOFTBALL ASSOCIATION BY-LAWS

ARTICLE I – NAME

The name of the corporation shall be the SCARSDALE YOUTH SOFTBALL ASSOCIATION (hereinafter the “corporation” or “SYSA”).

ARTICLE II – OBJECTIVE

The objective of the corporation shall be to foster, promote, monitor, regulate and advance the sport of softball to the youth of the community; to establish teams and select coaches; to sponsor, make available and participate in softball clinics, tournaments, leagues and related activities for the recreation and well being of the youth of the community; and to teach the fundamentals of sportsmanship, team play, the positive values of competition and the ideals of honesty, loyalty, courage and respect for authority, so that they may be well adjusted, stronger and happier children and will grow to be good, decent, healthy and trustworthy citizens and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, as may be permitted by the laws of the State of New York. SYSA has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profits of SYSA is distributable to, or shall incur to the benefit of, its members, trustees, directors or officers, except to the extent permitted under the Not-For-Profit Corporation Law.

ARTICLE III – MEMBERSHIP

1. All players on SYSA teams shall be members of the SYSA. All children residing in the Village of Scarsdale, or who attend full time schools in the Village of Scarsdale, are eligible to play on an SYSA team. Upon the prior approval of the Board of Directors (hereinafter, the “Board”), other children shall be eligible to play on an SYSA team pursuant to any policy adopted by the Board.

2. Parents of players on SYSA teams who have paid in full all dues and assessments shall be SYSA members. All rights of players under the age of eighteen (18) to attend and participate in meetings are exercisable by a parent or legal guardian of such player. Membership shall not be limited to players on SYSA teams and their families. The Board may designate anyone to be a member of SYSA. SYSA teams shall mean travel softball teams registered by SYSA and other teams in programs designated by the Board, the players on which pay dues to SYSA.

3. Membership dues per season shall be determined by the Board. In the discretion of the Board, dues for a player may include but are not limited to the cost for: professional coaching and trainers, equipment, league and tournament registration fees, officials, and general overhead (collectively “Registration Fees”). If and to the extent Registration Fees are not included as part of dues, SYSA shall be entitled to assess players per policies approved by the Board.

ARTICLE IV – GENERAL MEMBERSHIP MEETINGS

Definition. A General Membership Meeting is any meeting of the membership of the SYSA (including Annual General Membership Meetings and Special General Membership Meetings under Article IV, Section 7 below). A minimum of one General Membership Meeting shall be called per year (see Annual Meeting at Article IV, Section 6 below).

A. Notice of meeting. Notice of each General Membership Meeting shall be delivered personally, electronically or by mail to each member at the last recorded address at least seven (7) days in advance of the meeting setting forth the place, time and purpose of the meeting. In lieu of the above methods, notice may be given in such form as may be authorized by the members, from time to time, at a regularly convened General Membership Meeting.

B. Quorum. At any General Membership Meeting, the presence in person or representation by absentee ballot of one tenth (10 percent) of the members in good standing (*i.e.*, dues and assessments paid in full) shall be necessary to constitute a quorum. If a quorum is not present, no business shall be conducted.

C. Voting. Each player in good standing on an SYSA team shall be entitled to cast one vote on all matters on which members shall be entitled to vote.

D. Absentee Ballot. For the expressed purpose of accommodating a member in good standing who cannot be in attendance at any General Membership Meeting at which new Board members will be elected, an absentee ballot may be requested and obtained from the Secretary. The absentee ballot shall be properly completed, signed and returned in a sealed envelope to the Secretary prior to the date of the election. The Secretary shall present all absentee ballots to the

Election Chairman (appointed at the meeting, but normally the Chairman of the Nominating Committee) on the date of the meeting prior to the voting portion of the election process.

E. Annual Meeting of the Members. The annual meeting of the members of SYSA shall be held in November, or such other time as may be approved by the Board, each year for the purpose of electing the Board, receiving reports, reviewing the By-Laws, appointing committees, and for the transaction of such business as may properly come before the meeting.

(i) The order of business for meetings of the members shall be insofar as is practicable, as follows:

- (a) Roll-Call/Sign-in
- (b) Minutes of Previous Meeting
- (c) Communications
- (d) Unfinished Business
- (e) Report of the Treasurer
- (f) Report of the Committees
- (g) Special Reports
- (h) New Business

(ii) At the Annual Meeting, the members shall elect the number of Directors to the Board as may be needed to fill vacancies due to expiration of term or otherwise. The members shall choose Directors from a slate presented by the Nominating Committee that shall include all candidates nominated by the Nominating Committee and all candidates not nominated by the Nominating Committee but who shall have presented a valid nomination to the Secretary of SYSA no less than fourteen (14) days prior to the Annual Meeting. A valid nomination shall be made by a current SYSA member.

(iii) After the Board is elected, the Board shall meet to elect the officers. After the election, the Board shall assume the performance of its duties on December 1. The Board's term of office shall continue until its successors are elected and qualified under this section.

(iv) The Officers of the Corporation shall include, at a minimum, the President, Vice President, Treasurer and Secretary.

(v) At least one (1) month before the Annual Meeting at which any office is to be filled, the President shall appoint a Nominating Committee of at least three members of SYSA and shall designate its chairman. The Nominating Committee shall present to the Board and at the Annual Meeting of SYSA the names of the persons nominated as Officers and members of the Board.

F. Special General Membership Meetings. Special General Membership Meetings of the members may be called by the Board or by the Secretary or President at their discretion. Upon the written request of twenty (20) members, the President or Secretary shall call a Special General Membership Meeting to consider a subject specified in the request. No business other than that specified in the notice of the meeting shall be transacted at any Special General Membership Meeting. Such Special General Membership Meeting shall be scheduled to take place not less than twenty (20) days after the request is received by the President or Secretary.

G. Rules of Order for General Membership Meetings. Robert's Rules of Order shall govern the proceedings of all General Membership Meetings.

H. Location of Meetings. Meetings shall be held at such place within or without the village of Scarsdale as the Board shall authorize.

ARTICLE IV – BOARD OF DIRECTORS

1. **Authority.** The management of the property and affairs of SYSA shall be vested in the Board.

2. **Number of Directors and Term of Office.** The Board shall be composed of nine (9) to eleven (11) Members of SYSA. Each Director will have a term of four years with terms expiring such that one (1) to four (4) of the Directors are replaced each year. Commencing on the date these By-Laws are approved by the Board, two (2) Directors shall have a term which expires on November 30, 2010, one (1) Directors shall have a term which expires on November 30, 2011, Two (2) Directors have terms expiring November 30, 2012 and four (4) Directors shall have a term which expires on November 30, 2013. In no event shall any Director serve on the Board for more than four consecutive years. Any individual who has previously served as a Director may also be elected if one complete year has passed since he or

she last served as a Director.

3. **Vacancies.** If any vacancy occurs in the Board, by death, resignation or otherwise, it may be filled by a majority vote of the remaining Directors at any regular Board meeting or at any Special Board Meeting called for that purpose, and such replacement Director shall serve until the next Annual Meeting, at which a replacement Director shall be elected to complete any term of the Director who vacated that would remain to be served but for the vacancy.

4. **Board Meetings, Notice and Quorum.** Regular meetings of the Board shall be held immediately following the Annual Meeting and on such days thereafter as shall be determined by the Board.

(a) The President or the Secretary may, whenever they deem advisable, or the Secretary shall at the request in writing of five (5) Directors issue a written call for a Special Board Meeting. In the case of Special Board Meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.

(b) Notice of each Board meeting shall be given by the Secretary personally, electronically or by mail to each Director at least seven (7) days before the time appointed for the meeting to the last recorded address of each Director.

(c) Two Thirds (2/3) of the members of the Board shall constitute a quorum for the transaction of business. If a quorum is not present, no business shall be conducted.

(d) Only members of the Board may make motions and vote at meetings of the Board. However, the Board may invite, admit and recognize guests for presentations or comments during Board Meetings.

5. **Duties and Powers.** The Board shall have the power to appoint such standing committees as it shall determine appropriate and delegate such powers to them as the Board shall deem advisable and which it may properly delegate. The Board may adopt such rules and regulations for the conduct of its meetings and the management of SYSA as it may deem proper, provided such rules and regulations do not conflict with the Certificate of Incorporation or these By-Laws.

6. **Rules of Order for Board Meetings.** Robert's Rules of Order shall govern the proceedings of all Board meetings. Any one or more members of the Board or members of any committee may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at a meeting.

ARTICLE V – DUTIES AND POWERS OF THE BOARD

1. **Appointments.** The Board may appoint such other officers or agents as it may deem necessary or desirable, and may prescribe the powers and duties of each. Appointed officers or agents shall have no vote on actions taken by the Board unless such individuals have been elected to the Board by the membership or have been elected to fill a vacancy on the Board. Officers with the roles in this Article VII, Section 2 shall be required to be elected Directors of the Board. They shall serve a one year term, renewable for one additional year, if they continue to be a Director, at the discretion of the Board.

2. The Officers of SYSA and their duties and responsibilities shall be as follows:

President. The President shall preside at all meetings of SYSA. All committees of SYSA shall be nominated by the President with the advice and approval of the Board. The President shall be entitled to be a member of all committees, with full right to vote therein. The President may call and conduct conferences of Officers and the Board of SYSA, and shall perform such other duties as are commonly performed by the chief executive of a voluntary organization, or as may be assigned to him or her by the Board. The President shall be responsible for the general management of the affairs of SYSA with the concurrence of the Board, and shall see that all orders and resolutions of the Board are carried out. The President shall have the power to authorize funds to be disbursed for the purchase of uniforms, athletic equipment, insurance, professional coaches and trainers, facility rentals, for normal or recurring expenses and for emergency purposes, at his or her discretion, subject to policies established in advance of such actions by the Board. Disbursements for other purposes (e.g., clinics or social events) must be approved by the Board.

Vice-President(s). There may be up to two Vice Presidents, with such designations as the Board may approve. The Vice President, or if there shall be more than one, the Vice Presidents, shall perform all the duties of the President during the latter's absence or disability, and the Vice President designated to act in the absence of the President shall succeed to the office of President in the event of withdrawal or resignation of the President for any reason. Each Vice President shall also perform such other duties as may be assigned to him or her by the President or the Board.

Secretary. The Secretary shall record the minutes of all meetings of the Board, attend to all correspondence and keep the corporate records of SYSA. The Secretary shall also perform the usual duties of such office, and be subject to the directions of the President and the Board.

Treasurer. The Treasurer shall receive all membership dues and shall have the care and custody of all the funds of SYSA, which shall be disbursed by the Treasurer only upon the order of the President or the Board. The Treasurer shall submit reports at the General Meetings and shall render special reports whenever requested to do so by the President or the Board. The Treasurer shall deposit all funds in the name of SYSA in such bank or banks as may be designated by the Board. Accurate and complete records of all financial transactions shall be kept by the Treasurer in accordance with good bookkeeping practices and State and Federal regulations.

3. (a) The Board may create and appoint (or authorize by resolution, the President, to create and appoint) members of SYSA to permanent and temporary committees to assist in the purposes and objects of SYSA. Any such appointments by the President are subject to approval and review by the Board. The committees shall perform such functions and make such reports as the President or Board shall determine. Such committees, other than the Nominating Committee, may consist of one or more persons.

(b) The term of appointment of such committees shall not exceed one (1) year, but the number of terms of service of a person to the same committee shall not be limited by these By-laws. A committee chairperson's or committee person's appointment may be terminated at any time by a majority vote of the Board.

(c) A committee may act by mail, telephone, e-mail or otherwise as it may wish or as the President or Board may direct.

ARTICLE VI – Parent Liaison Committee; Grievances

1. The Club shall establish a Parent Liaison Committee, to manage complaints and grievances with respect to individual player, coaching or team matters. The Parent Liaison Committee will also administer behavioral and sportsmanship incidents. The members of the Parent Liaison Committee shall be selected by the Club's President, with the approval of the Officers. The Club Ombudsman shall be the Chair of the Parent Liaison Committee. Members of the Parent Liaison Committee, other than the Chair, need not be members of the Board. The Parent Liaison Committee shall have the authority to expel, suspend and fine any player, coach, team, team official, club official, parent or other team and/or club supporter.

2. The members of the Board shall adopt rules pertaining to the administration of the Parent Liaison Committee and make such rules available on the Club's website.

3. "SYSA's policy is that all questions and concerns regarding your child be first directed to your coach. If you feel the matter has not been resolved to your satisfaction, or if the matter is regarding coach behavior, parents may reach out to the SYSA coordinator for their age group. If the matter is still not resolved by the age group coordinator or if it concerns the age group coordinator, then parents should contact a member of the SYSA Parent Liaison Committee whose members are. Concerns that are not raised in accordance with this protocol will not be responded to.

4. Decisions of the Parent Liaison Committee shall be final and binding unless and until overturned under appeal. A decision of the Parent Liaison Committee may be appealed only to the full Board. All determinations by the Board shall be final, except as an appeal with respect to a player is otherwise required to be granted under the rules of the leagues that such individual is playing during a specific season.

ARTICLE VII – TEAM ADMINISTRATION

1. The Board shall be authorized to adopt guidelines or rules governing teams, competitions, tournaments and special events. Without limiting the foregoing, the Board shall have the power to designate age limits in competition and to establish qualifications for and to adopt guidelines or rules with respect to the selection of players, teams, Coaches and Assistant Coaches and Managers; and all Coaches, Assistant Coaches and Managers serve at the pleasure of, and can be removed at any time by, the Board. The Board shall have the power to establish rules pertaining to assessments and governing the finances of SYSA teams, including but not limited to the identification of permissible uses and applications of assessments. Any assessment by a Coach for any purpose or use not so expressly permitted shall be prohibited, unless a parent of each and every player on the Coach's team shall have unanimously agreed to such assessment or unless such assessment shall have been approved in advance by the President.

2. The SYSA shall have the power to sponsor or participate in one or more leagues and tournaments, to set up rules

related thereto, and to enforce the rules and regulations of such leagues, tournaments and the associations with which such leagues are affiliated.

3. The name, SCARSDALE YOUTH SOFTBALL ASSOCIATION or any abbreviation or derivation, shall not be used by any person, group or organization without the express written consent of the SYSA.

4. The SYSA shall hold a public informational meeting at least once per year (“Informational Meeting”). The Informational Meeting shall be publicized to the general Scarsdale community. The purpose of the meeting is for the Board and coaching staff to discuss SYSA programs and to receive feedback and suggestions from the general public on its programs.

5. All teams designated officially by the Board shall have equal rights to practice times, equipment, uniforms, teaching sessions and any other considerations in the performance of a team, subject to such reasonable rules as the Board may from time to time establish.

ARTICLE VIII – Discipline; Expulsion

The Board shall have the power to deal with violations of the rules and regulations of SYSA or any league, tournament or provider of fields or other facilities in which a SYSA team participates, or any regional, state or national body or association directly or indirectly governing any of the foregoing or to which any thereof are affiliated or with misconduct by, and to discipline, any of its Coaches, players, teams or members, including expulsion, imposition of reasonable fines and suspensions and, if deemed appropriate, reinstatement.

All players/parents that falsify birth certifications or their residency will be dropped from SYSA immediately.

ARTICLE IX – Fiscal Year

The fiscal year of SYSA shall be the calendar year.

Article X – Indemnification

The corporation shall, to the fullest extent permitted under the laws of the State of New York, as the same may from time to time be amended: (i) indemnify the Officers and members of the Board of the corporation, and the chairperson and members of each committee, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily required by such Officer, member of the Board or committee chairperson or member as a result of any action or proceeding, or any appeal therein, to the extent such amounts may be indemnified under said laws; and (ii) pay to any Officer, member of the Board, committee chairperson or member in advance of the final disposition of any civil or criminal action or proceeding, the expenses incurred by such Officer, member of the Board committee chairperson or member in defending such action or proceeding. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which the Officer, member of the Board, committee chairperson or member seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested [members of the] Board, or otherwise, and shall continue as to a person who has ceased to be an Officer, member of the Board, committee chairperson or member and shall inure to the benefit of the heirs and personal representatives of the Officer, member of the Board, committee chairperson or member seeking indemnification. The provisions of these By-Laws shall not be interpreted to restrict the Board from indemnifying or advancing expenses to any Officer, member of the Board, or committee chairperson or member seeking indemnification. The provisions of these By-Laws shall not be interpreted to restrict the Board from indemnifying or advancing expenses to any Officer, member of the Board, or committee chairperson or member or other person if the Board shall determine such indemnification or advancement of expenses to be appropriate in the specific instance.

Article XI – Amendments

These By-Laws may be amended or revised by the Board or by the members at any regular or special meeting; provided that any amendment adopted by the Board can be rescinded or further amended by the members. Amendments adopted by the Board must be approved by at least two-thirds (2/3) of the Board; and amendments adopted by the members must be approved, at a meeting at which at least ten percent (10%) of the members are present, by the affirmative vote of at least two-thirds (2/3) of the members present, provided notice, including a copy or summary of the proposed amendment, was given fourteen (14) days prior to such meeting.

