

ROCHESTER YOUTH ATHLETIC ASSOCIATION. INC. (RYAA)

CONSTITUTION

Approved 4/21/2022

ARTICLE I - NAME

This athletic association shall be known as the Rochester Youth Athletic Association, Inc. hereinafter referred to as the "RYAA", a not-for-profit corporation licensed to do business in the State of Illinois.

ARTICLE II - STATEMENT OF POLICY

Section 1 - It shall be the policy of the RYAA to conduct its activities so that the physical and moral welfare of the young people of the Rochester School District for whose benefit it is organized shall remain paramount, and all matters of policy shall be determined on that basis.

Section 2 - No person who is on the RYAA Board shall receive any personal financial benefit for services in carrying out the purpose for which the RYAA has been organized.

Section 3 - In order to secure suitable and adequate financial backing to carry out the purpose of the RYAA, it shall be the policy of the RYAA to permit only such sponsorship, accept donations, conduct sales, or collect fees as is consistent with the purpose of which the RYAA is organized and to select sponsors who are interested in the RYAA solely or principally as a means of contributing to the welfare of young people.

Section 4 - It shall be the policy of the RYAA to prohibit any direct advertising of alcoholic beverages or tobacco products in connection with the RYAA or any of its programs.

ARTICLE III - PURPOSE

Section 1 - The purpose of the RYAA shall be to organize and supervise the playing of athletic activities for children of the Rochester School District under specialized rules and regulations, to secure suitable and adequate financial backing for these purposes, and to own, lease or otherwise provide suitable playing facilities and equipment for these purposes.

ARTICLE IV - MEMBERSHIP

Section 1 - Volunteer adult leaders, parents or guardians of players, team sponsors and others contributors, managers, coaches and other interested adults shall be eligible for general non-voting membership except at the annual or special meetings at which time all attending participants will be entitled to vote for the Board in accordance with the By-Laws. The RYAA Board will also ask attending members for their comments prior to votes by the RYAA Board at regular meetings. General non-voting members shall include all Rochester School District families and other participants as designated by the RYAA Board. Each person shall have one vote at the annual or special meetings.

ARTICLE V - RYAA BOARD

Section 1 - The RYAA Board shall be those persons elected by the attending participants of the RYAA at the annual meeting for the terms and/or in the manner provided for in the By-Laws of the RYAA.

Section 2 - In recognition of the general powers of the RYAA Board exercised by the virtue of their office, they shall have the power to purchase or otherwise acquire for the RYAA any property, right or privilege, at such price or consideration and upon such terms as the RYAA Board may deem expedient and as is approved by a vote of the RYAA Board; to appoint or remove or suspend subordinate agents or volunteers, and to determine their duties and fix their salaries; to determine who shall be authorized, on behalf of the RYAA, to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts, and any other instruments; to delegate any of the powers of the RYAA Board to any standing committee, special committee or any officer or agent of the RYAA, with any powers as the RYAA Board may see fit to grant, and to generally do all such lawful acts and take actions as may be necessary and proper.

ARTICLE VI - OFFICERS

Section 1 - The officers of the RYAA shall consist of a President, Vice President, Secretary, and Treasurer.

ARTICLE VII - GOVERNMENT

Section 1 - The government of the RYAA shall be under the direct supervision of the officers on the RYAA Board.

Section 2 - All rules governing the playing of RYAA athletic activities shall be in accordance with the Rules and Regulations as accepted and approved by the RYAA Board.

ARTICLE VIII - BY-LAWS

Section 1 - Any By-Laws, not consistent with this Constitution, embodying additional provisions for the government of the Corporation, shall be adopted and may be amended by the RYAA Board and the participants at the special meeting or the annual meeting of the RYAA.

ARTICLE IX - AMENDMENTS

Section 1 - This Constitution may be amended only by a majority vote of the RYAA attending participants at the annual meeting of the RYAA, or a special meeting of the RYAA called for that purpose. Each person shall have one vote at the annual or special meetings.

BY-LAWS

ARTICLE I - MEETING AND VOTING

Section 1 - The RYAA shall hold an annual meeting at such place and time as shall be determined by the RYAA Board. Notice of time and place of such annual meeting shall be made known to the Rochester area public through publication and/or individual standard mailings or electronic mailings, not less than 10 days prior to the date of the meeting.

Section 2 - Special meetings of the RYAA may be called by the President, or by the majority vote of the RYAA Board. Notice of time and place of special meetings of the RYAA shall be made known to the public not less than ten days prior to the date of the meeting.

Section 3 - At each annual or special meeting of the RYAA every eligible, potential, RYAA adult participant (parent or volunteer) present shall be entitled to one vote. There shall be no proxy voting. A majority of those present, and eligible to vote, shall be required for election and questions brought to a vote.

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Section 4 - The presence of not less than 3 members eligible to vote shall be required to constitute a quorum for the transaction of business at any special or annual meeting of the RYAA.

ARTICLE II - ELECTION OF OFFICERS

Section 1 - At the meeting prior to the annual meeting a Nominating Committee shall be appointed by the President, consisting of one member of the RYAA Board and one member of the public participants, to obtain and nominate officers for the following year.

Section 2 - The term of the office for all officers shall be one year, beginning the day following the annual meeting.

Section 3 - All officers shall be eligible for re-election.

Section 4 - In the event of the death, resignation, or inability to perform the duties of office for any reason, of any officer, the RYAA Board, by majority vote of the RYAA Board, shall be empowered to select a replacement for such officer, who shall serve until the following annual meeting.

Section 5 - The office of President shall require a minimum of 2 years of service on the RYAA board (in a non-President role) or in a coordinator role.

Section 6 - All board positions shall require a minimum of 2 years in a coordinator or other volunteer role with RYAA. Exceptions to this requirement shall be allowed with approval by the current RYAA board.

ARTICLE III - RYAA BOARD

Section 1 - The RYAA Board shall include the President, Vice President, Secretary, Treasurer and Trustee.

Section 2 - The RYAA Board shall meet on a monthly basis at such time and place determined by the President. Special meetings of the Board may be called by the President, or by the Secretary, upon receipt of the written request of at least three members of the RYAA Board.

Section 3 - The RYAA Board shall have the authority to suspend, discharge or otherwise discipline any member, manager, coach player, RYAA official, umpire or other person whose conduct is considered detrimental to the best interests of the RYAA.

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Section 4 - The President may, upon evidence of misconduct of any participant, notify the RYAA Board and the Chairperson of that particular sport. The coach or manager shall appear with the player before the RYAA Board, for consideration of appropriate action. The player's parents or guardian shall be advised of, and invited to attend such a meeting.

Section 5 - Any adult (persons 18 years of age or older) who is suspended, removed or otherwise disciplined by the RYAA Board shall have the right to appeal such action before a majority of the members of the RYAA Board at a regular or special meeting called for that purpose.

ARTICLE V - PARENTS AUXILIARY

Section 1 - A Parents Auxiliary organization may be formed for the purpose of assisting the RYAA Board in fund-raising activity, concession stand operation, and other activities as suggested by the RYAA Board.

Section 2 - All activities of the Parents Auxiliary are subject to the approval of the RYAA Board.

ARTICLE VI - DUTIES OF OFFICERS

Section 1 - The President shall preside at meetings of the RYAA, shall serve as the Chief Executive Officer of the RYAA, shall be an ex-officio member of all standing and special committees, and shall perform such other duties as are normally associated with the office of the President. The President and anyone appointed by the President shall have authority to write checks along with the Treasurer.

Section 2 - Vice President shall perform such duties as may be assigned by the President, shall otherwise assist the President in the performance of the President's duties, and shall preside at the meetings in the absence of the President.

Section 3 - The Secretary shall have custody of the Constitution and By Laws, and all other records of the RYAA; shall keep an accurate record of the meetings and other activities of the RYAA and the RYAA Board; shall be responsible for all correspondence on behalf of the RYAA, and shall transmit all records and correspondence to any person elected to succeed him or her in that office.

Section 4 - The Treasurer shall oversee the receipt and disbursement of all funds with the oversight of the RYAA Board, shall keep an accurate account of all funds received and disbursed for the RYAA, shall submit a financial report at the regular monthly meetings and at such other times as may be requested by the President, shall compile an annual report of the RYAA finances, and if the RYAA Board decides to have an agreed upon procedures review or a

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financial audit, the Treasurer shall provide the books of the RYAA and such other documentation as requested to the Auditor for the review or audit, and shall prepare, sign, submit required federal and state tax and regulatory forms, and transmit all financial records to any person elected to succeed him or her in that office. No treasurer shall serve for more than four consecutive years.

Section 5 - The Trustee shall act as a voting member of the board, with full authority and responsibility to develop policies and procedures for the operation of the organization, monitor the organization's financial health, programs and overall performance. The trustee shall ensure that the board is following all pertinent policies and adhering to applicable bylaws, and suggest and draft changes as needed.

ARTICLE VII - STANDING COMMITTEES

Section 1 - Permanent or standing committees should be included according to the RYAA needs or desires.

ARTICLE VIII - SPECIAL COMMITTEES

Section 1 - Special Committees may be appointed by the President for such special purposes as deemed necessary. Committee duties and responsibilities are to be outlined at the time of the appointment and such committees shall be dissolved at the annual meeting following appointment, but may be reappointed at any time following the annual meeting.

ARTICLE IX - ROBERTS RULES

Section 1 - The rules contained in the most current edition of "Robert's Rules of Order" shall govern RYAA meetings and meetings of the RYAA Board and RYAA Committees in all cases in which they are applicable and not inconsistent with these By-Laws and any special rules of order the RYAA shall adopt.

ARTICLE X - AMENDMENTS

Section 1 - These By-Laws may be amended by the majority vote of the RYAA participants at the annual meeting or a special meeting called for that purpose provided notification for the special meetings for this purpose is provided to the membership at least 10 days in advance of the date of such meeting.