By-Laws of the Deep Run Valley Sports Association

A Pennsylvania Non-Profit Corporation

Deep Run Valley Sports is committed to building a strong, inclusive community through sports. We empower athletes of all ages and skill levels by providing high-quality programs, dedicated coaching, and a supportive environment. Our mission is to inspire teamwork, promote healthy lifestyles, and cultivate a lifelong passion for athleticism, ensuring that every participant feels valued and connected.

ARTICLE 1 – Membership and Purpose

Section 1: The name of this organization shall be the **DEEP RUN VALLEY SPORTS ASSOCIATION, INC. (hereinafter referred to as "DRVSA").**

Section 2: Dues shall be set at the beginning of each fiscal year and payable on registration days.

Section 3: The principal office of **DRVSA** shall be located in Hilltown Township near the corner of Callowhill Road and Hilltown Pike on the sixteen-acre tract presently owned by **DRVSA**.

Section 4: **DRVSA** may from time to time be affiliated directly with any applicable local, state, and national program which might be deemed appropriate for our boys and girls.

Section 5: The purpose is limited to comply with only exempt purposes within Section 501(c)(3) of the Internal Revenue Code. DRVSA will not engage in any activities except its exempt purposes.

Section 6: Any person of good character who is willing to participate and further the purpose of **DRVSA** may be a member.

ARTICLE 2 – Governance

Section 1: The governance of **DRVSA** shall be as provided herein with the following members of the Board of Directors, each of whom shall have one vote and each being a Director. The Board of Directors should remain actively engaged and informed of matters that impact the organization as a whole.

Officers of the Board of Directors are responsible for the day-to-day management of the association and its resources. Their responsibilities include, but not limited to, performance management of paid personnel, legal matters, contract management on behalf of DRVSA for use of fields/facilities, addressing complex concerns, and managing paid personnel. No other members, volunteers, or individuals within the organization may take action on personnel or

legal matters without prior authorization from Officers. Officers shall consult the full Board of Directors on matters that have significant impact on the organization.

Any decision regarding the hiring or termination of any paid personnel must be discussed and approved by the Board of Directors.

President – Officer, Board of Directors
Administrative (1st) Vice President – Officer, Board of Directors
Operations (2nd) Vice President – Officer, Board of Directors
Secretary – Officer, Board of Directors
Treasurer – Officer, Board of Directors
Baseball Representative, Board of Directors
Softball Representative, Board of Directors
Lacrosse Representative, Board of Directors
Basketball Representative, Board of Directors
Soccer Representative, Board of Directors
Club Administrator – Ex Officio

Additionally, any advisory committee can be established at any time at the request of any DRVSA Officer.

Section 2: The Board of Directors shall manage **DRVSA** and shall have control of the property subject to the will of the membership. No expenditures, financial commitments or obligations exceeding $2,500 shall be made without the approval of the majority of the Board of Directors except as expressly set forth herein. The board of directors shall make reasonable efforts to obtain 3 bids for expenditures, financial commitments or obligations exceeding $2500

Section 3: A vacancy in any office shall be filled following the recommendations of the Nominating Committee, as created by the President, by a vote of the Board of Directors. The appointment filling the vacancy shall be for the period of time remaining on the vacated officer's term.

Section 4: <u>Conflict of Interest Policy</u>:

The purpose of this policy is to ensure that decisions made by the DRVSA Board of Directors are in the best interest of the organization and free from any personal, financial, or professional conflicts.

<u>Definition of Conflict of Interest:</u>

A conflict of interest arises when a Board member's personal, financial, or professional interests could interfere with their ability to act in the best interest of the organization. This includes, but is not limited to:

- Financial relationships with vendors, contractors, or partners of the organization.
- Employment or consulting arrangements that could influence decision-making
- Family or close personal relationships that could create bias in board decisions.

Disclosure and Recusal:

- Board members must disclose any potential conflicts of interest as soon as they arise. This should be recorded in the official meeting minutes.
- A board member with a conflict of interest must abstain from discussions and votes related to the matter in question.

Enforcement:

- Failure to disclose a conflict of interest may result in disciplinary action, including removal from the Board, as determined by a majority vote of the Board of Directors.

Section 5: A director of DRVSA shall not be personally liable for monetary damages for any action taken, or any failure to act, unless the director has breached or failed to perform the duties of his office under Section 8363 of the Director's Liability Act of the Commonwealth of Pennsylvania (relating to standard of care and justifiable reliance) and the breach or failure constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of a director pursuant to any criminal statute or the liability of a director for payment of taxes pursuant to local, State or Federal Law.

Section 6: To the extent covered by insurance acquired by the organization, each board member and officer of the board, now or later serving, is indemnified by the organization against any and all claims and liabilities to which he or she has or will become subject to by reason of having served as a board member or officer or by reason of any action alleged to have been taken, omitted, or neglected by him or her as board member of officer. The organization will also reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability. However, no board member or officer shall be indemnified against or reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own willful and/or criminal misconduct or gross negligence. The right of indemnification provided herein will not be exclusive to any other rights that law may entitle to any board member or officer.

ARTICLE 3 – Election of Officers and Terms

Section 1: Not later than the first Board meeting in August the President shall appoint a Nominating Committee of three (3) members.

Section 2: The Nominating Committee shall submit in writing its recommendations at the first meeting in October.

Section 3: Additional names may be nominated from the floor at the time of balloting at the general meeting in November.

Section 4: Elections shall take place at the board of directors meeting and must take place before the end of the calendar year. All officers shall assume their elected offices as of the first meeting in January.

Section 5: Each candidate must be elected by a majority vote by ballot of the Board of Directors.

Section 6: Officers of the Board of Directors shall serve a term of three (3) years, which shall begin on January 1st and end on December 31st. No Officer may serve more than two (2) consecutive full terms. Sport Representatives shall serve a term of 1 year (1), which shall begin on January 1st and end on December 31st. No Sport Representative may serve more than three (3) consecutive terms.

The Sport Representatives are chosen from among the Commissioner or other active member of each sport. Sport Representative must be approved by the Deep Run Board of Directors.

The terms of participation shall be so arranged that the terms of approximately one-third (1/3rd) of the Officers expire each year.

In order to provide for staggered terms, the initial Officers shall be divided into three groups of as nearly equal membership as possible with the term for one group of Officers expiring each year during a three-year period. Officers may be reappointed, provided, however, that no Officer shall serve more than two (2) terms consecutively regardless of whether any such term shall be less than three (3) years. Officers shall be eligible for reappointment after having not served on the Board of Directors for one (1) year.

Newly appointed Directors are provided a general orientation by the organization.

Board members may resign by providing written notification to the President, Board of Directors.

ARTICLE 4 – Meetings

Section 1: **DRVSA Board of Directors** shall have at least 8 (eight) scheduled meetings a year

Section 2: A quorum for a meeting shall consist of seven (7) voting eligible **DRVSA** board members

Section 3: Special meetings may be called at the request of at least two (2) **DRVSA** board members

ARTICLE 5 – Rules of Order

Section 1: Robert's Rules of Order shall govern all proceedings of all meetings except as provided in these By-Laws.

Section 2: Any decision acted upon must have 75% approval of those Board members present for reconsideration within six months of the original action, such motion to reconsider must be made by a Board Member that voted with the prevailing side of the original action

ARTICLE 6: Removal From Office

Section 1: Any director or commissioner may be removed from office as a result of failure to fulfill the duties of his/her office or for conduct detrimental to the best interest of **DRVSA**.

Section 2: Removal Procedures:

A. A petition stating the charge must be filed with an officer and signed by a majority of the Board or twenty-five percent (25%) of the active membership.

B. Said director or advisory council member shall be permitted written notice of the charge five (5) days before the question is to be placed on the agenda.

C. The petitioners shall present their case first, the director or advisory council member second. A two-thirds vote of the Board of Directors shall be necessary for removal.

D. Should the officer be the Secretary, the Treasurer shall receive and distribute the petition. Should the officer be the President, the Administrative Vice President shall preside during the proceedings.

ARTICLE 7 – Duties of the Officers

Section 1: The duties of the **President** shall be as follows:

A. Attend required board meetings.
B. Supervise the affairs and activities of **DRVSA**.
C. Represent **DRVSA** and maintain good relations with community partners.
D. Oversee budget process to be reviewed by the first board meeting in January; vote and adopted by February board meeting.
E. .
F. Preside and maintain order at all meetings.
G. Supervise and assist the officers in the performance of their duties.
H. Make an annual report to the membership.
I. Review in detail the By-Laws and Polices of **DRVSA**, which include the duties and responsibilities of each new Board member.

J. Set a schedule of meetings.
K. Co-sign all general fund checks.
L. Routinely review financial duties of Club Administrator and Treasurer
M. Establish and maintain board packet for each meeting.
N. Ex-officio member of all committees.
O. Authority to negotiate and execute land use contracts with municipalities and private owners on behalf of DRVSA.

Section 2: The duties of the **Administrative Vice President** shall be as follows:

A. Attend required meetings.
B. Perform the duties of the President in his absence.
C. Provide encouragement and assistance for committee participation.

D. Act as the President's liaison, provide appropriate guidelines, and be responsible for the performance of each of the following:
1. Concession stand
2. Sponsorships
3. Criminal Background checks for coaches
4. Member and community communication and engagement

E. Assist the President in carrying out all administrative matters pertaining to **DRVSA**.

F. Act as an ex-officio member of all committees designated by the President and Board of Directors in all matters pertaining to administrative affairs of DRVSA.

G. Carry out other special duties and assignments which the Presidents delegates.

H. Act as Parliamentarian or appoint a Parliamentarian to attend all meetings as a non-voting member of the Board.

I. .

J. Oversee opening Day activities including team photos.

K. Act as the coordinator for all indoor facility scheduling.

P. Oversee any club-wide training initiatives set forth by DRVSA.

Section 3: The duties of the **<u>Operations Vice President</u>** shall be as follows:

A. Attend required meetings.
B. Perform the duties of the President in absence of the President and the Administrative Vice President.
C. Assist the President in carrying out all operational aspects of **DRVSA**.
D. Act as the President's liaison, provide appropriate guidelines, and be responsible for the performance of each of the following:
    - Facility and grounds management
    - Registration platforms (e.g. TeamSideline, Teamsnap, etc.)
    - Liaison to commissioners to identify field and equipment needs.

E. Act as ex-officio member of all committees designated by the President and Board of Directors in all matters pertaining to the operational affairs of **DRVSA**.
F. Carry out other special duties and assignments which the President delegates.
G. Be responsible to conduct a rules and regulations review meeting at the end of each playing season for all concerned.
H. Coordination of master schedule with Club Administrator.
I. Coordinate registration for all sports activities.

Section 4: The duties of the **<u>Secretary</u>** shall be as follows:

A. Record the minutes of all board meetings and once approved, please coordinate to place minutes on website.
1. Attend all required meetings
2. Assist President in creating and distributing board packet for board of director meetings.
3. Be responsible for sending out notices of all meetings and activities pertaining to **DRVSA**.
4. Maintain complete records of all **DRVSA** activities.

.

5. Maintain internal contact list of active Board of Directors, sports commissioners, and supporting personnel.

Section 5. The duties of the **Treasurer** shall be as follows:

A. Attend all required meetings.
B. Assume complete responsibility for all **DRVSA's** finances.
C. Oversee club's financial activities and reporting
D. Act as liaison to club's tax accountant and preparer.
E. Ensure timely and accurate filing of club tax documents including form 990
F. Review and audit financial reporting
G. Keep **DRVSA's** books and financial records.
H. Report on **DRVSA's** financial status every month.
I. Provide a financial update along with balance sheet and income statement for board of director meetings.
Provide each commissioner, on monthly basis, an updated statement of accounts for their sport.

Section 6: The Duties of the Sport Representatives shall be as follows:

A. Attend all DRVSA Board of Director scheduled meetings
B. Serve as a voting member of the DRVSA Board of Directors representing their respective sport
C. Informs Commissioners of Board of Director Matters, Meetings, and Minutes
D. Responsible for presenting their respective sport's budget
E. Provides updates on sport activities, proposals and other relevant reporting

ARTICLE 8 - Amendments

Section 1: The Board of Directors shall review these Bylaws at least once every three (3) years to ensure that they remain current and effective. The Board may appoint a committee to conduct the review and recommend amendments as necessary. Any proposed changes to the Bylaws must follow the amendment procedures outlined in this Article.

Section 2: These Bylaws may be amended by two-thirds (2/3) vote of the voting eligible Board of Directors present at any regular or special meeting provided a two (2) week notice to the general Board of Directors has been posted on the **DRVSA.org** website announcing the purpose of the meeting.

ARTICLE 9 - Dissolution

Section 1: Upon dissolution of **DRVSA**, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or a state or local government, for public purpose. **DRVSA** is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code). No part of the net earnings of **DRVSA** shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that **DRVSA** shall be authorized and have power to pay

reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of **DRVSA** shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and **DRVSA** shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, **DRVSA** shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c).