

GUILFORD ATHLETIC ASSOCIATION BY - LAWS

ARTICLE I NAMES AND ARTICLES OF INCORPORATION

The official name of this organization will be "Guilford Athletic Association" and will be referred to throughout these By-Laws as the "GAA". The GAA shall function as a self-perpetuating organization.

The Guilford Athletic Association was re-organized in 2009. The officers will submit the incorporation papers to the Commonwealth of Pennsylvania, Department of State Corporation Bureau on March 27, 2009. The Guilford Athletic Association was incorporated on March 27, 2009. Appendage I: Photocopy of Articles of Incorporation of the GAA.

The Guilford Athletic Association was previously known as Guilford Little League and Guilford Area Athletic Association, Inc.. This is reflected in previous By Laws and previous Articles of Incorporation filed in 1971 and 1995. It is the intent of the Guilford Athletic Association to replace the previous organization as a whole.

ARTICLE II PURPOSE

- A. To promote, organize and instruct a baseball and softball program on a basis where good sportsmanship and fair play shall be instilled with coaches, parents and all participants of the GAA.
- B. To take into consideration the health, welfare and ability of each individual participant.
- C. To draw participants from an area approved by the GAA.
- D. To teach participants, through playing experience, the fundamentals of baseball and softball, while at the same time acting as a feeder system to the local public secondary schools.
- E. To allow participants regardless of race, color, creed, religion or gender to participate without discrimination.
- F. To sustain operations and to insure the continued growth of youth baseball and softball in the Guilford area.

- G. In the event of a sale or dissolution of the GAA the use of surplus funds, materials and property of the GAA for private incurement to any person or persons is strictly prohibited.
- H. To operate the GAA as a non-profit organization and upon termination of the GAA, all assets will be divided equally among each member of the GAA on that date.

ARTICLE III
BOARD OF DIRECTORS

- A. The GAA will be governed by a Board of Directors consisting of adults duly elected by the general membership. The general membership is defined in Article IV; paragraph A.
- B. The Board shall have no more than fifteen (15) and no less than then eleven (11) members consisting of five (5) Executive Officers and six (6) to ten (10) General Members.
- C. Board Members shall not be absent more than four (4) regularly scheduled meetings per year. Failure to satisfy this obligation without justification shall be cause for removal from the Board of Directors at the discretion of the Executive Officers. Any Board Member removed shall relinquish all claims, judgments and authorities previously enjoyed. This applies to all board members.
- D. Any Board of Directors position that has been vacated shall be filled by the remaining Board Members until a replacement has been appointed. The Board of Directors will fill the vacancy from:
 - 1. Those individuals nominated, but not elected during the general membership meeting shall fill said board vacancy per Article VI; paragraph N.
 - 2. A Nominating Committee appointed by the President.

ARTICLE IV
GENERAL MEMBERSHIP

- A. The general membership shall consist of all parents, guardians of properly registered participants and/or interested parties who, without compensation, contribute to the growth and objectives of the GAA. All general members, after attending two (2) general board meetings in a twelve month period, will have the right to vote for the Board of Directors, as per Article VI (C). All general members, after attending four (4) general board meetings in a twelve month period, shall have the opportunity to be elected to the Board of Directors, as per Article VI; paragraph D.

ARTICLE V
EXECUTIVE OFFICERS RESPONSIBILITIES

- A. **PRESIDENT (Term Limit: 2 Years):**
1. Shall preside at all meetings of the Board;
 2. Shall be the Chief Executive of the Board;
 3. Shall call any and all special meetings of the Board as deemed necessary;
 4. Shall appoint committees and commissions as necessary, with Board approval.
- B. **VICE-PRESIDENT (Term Limit: 2 Years):**
1. Shall act for and assume all of the duties and responsibilities of the President during his or her absence and/or disability;
 2. Shall aid the President in performing their duties.
- C. **TREASURER (Term Limit: 2 Years):**
1. Shall have custody of the funds;
 2. Shall maintain a full and accurate account of the funds;
 3. Shall disburse funds as authorized by the Board of Directors in accordance with the yearly approved budget; all disbursements must be approved by the Board;
 4. Shall have checks signed by two people (the treasurer and either the president or the vice president);
 5. Shall keep a full and accurate account of all receipts;
 6. Shall provide any and all records necessary and/or requested by the Auditing Committee deemed necessary to complete the quarterly audit;
 7. Shall present an annual report of the financial condition of the organization.
- D. **RECORDING SECRETARY (Term Limit: 2 Years):**
1. Shall record the minutes of all meetings;
 2. Shall be prepared to read the records of any previous meeting;
 3. Shall file all records;
 4. Shall act as the custodian of all records; except those records specifically assigned to others;
 5. Shall have a current copy of bylaws;
 6. Shall maintain a membership list, containing contact information for all current members/participants of the GAA;
 7. Shall conduct roll call and record attendance at all meetings
 8. Shall act for and assume the duties and responsibilities of the Corresponding Secretary during his or her absence and/or disability.
- E. **CORRESPONDING SECRETARY (Term Limit: 2 Years):**
1. Shall be responsible for all correspondence to/from the GAA;
 2. Shall be head of the Auditing Committee;
 3. Shall be responsible for notifications as they pertain to spring sign-ups;
 4. Shall act for and assume the duties and responsibilities of the Recording Secretary during his or her absence and/or disability.

ARTICLE VI
ELECTIONS

- A. Nominations and elections of the Board of Directors shall be completed annually. The general membership shall nominate and elect all 6 to 10 members of said Board.
- B. The general membership shall be notified via telephone, local newspaper, web site, E-mail or otherwise deemed prudent by the Board of Directors at least one (1) month prior to the nomination and election meeting. Nominations shall be held in July and elections held in August at the general membership meeting. The exact date, time and location will be determined by the Board of Directors.
- C. To be permitted to vote in an election, you must be a general member as stated in Article IV; paragraph A of these By-Laws, and have attended a minimum of two (2) regularly scheduled Board Meetings within a twelve month period, beginning in the year of 2010 for the voting privileges in the year 2011 and thereafter. Attendance will be recorded by the Secretary and confirmed prior to voting.
- D. To be permitted to be nominated in an election to a position as a General Board Member or Executive Board Member, you must be a general member as stated in Article IV; paragraph A of these By-Laws, and have attended a minimum of four (4) regularly scheduled Board Meetings within a twelve month period, beginning in the year 2010 for the right to be nominated and elected in the year 2011 and thereafter. Attendance will be recorded by the Recording Secretary and confirmed upon nomination of the person to the board.
- E. There will be nominations for the General Board Members in each calendar year. The General Board Members shall hold office for a term of one (1) year until their successors are elected or until their resignation from their position.
- F. Nominations by general members to the Board of Directors will be made by voice to the President at the July meeting. Individuals nominated must be in attendance and reserve the right to decline the nomination.
- G. A person cannot nominate himself or herself to the Board of Directors.
- H. Once all nominations are received a motion will be made to close nominations and seconded.
- I. The election meeting of the Board of Directors members shall be held in August. Balloting will be made by secret vote and shall list the names of all persons nominated. Those persons receiving the most votes will be elected to the Board of Directors.
- J. The Board of Directors shall then elect their five (5) Executive Officers. The Executive Officers will be nominated from the new Board Members established in Article VI;

Paragraph I. Only the Board Members established in Article VI; Paragraph I will vote on the Executive Board Members.

- K. There will be nominations for President and Recording Secretary in odd calendar years. The elected President and Recording Secretary shall hold office for a term of two (2) years until their successors are elected or until their resignation from their position. The first election for these positions after the adoption of these bylaws will occur in August, 2011.
- I. There will be nominations for Vice-President, Treasurer and Corresponding Secretary in even calendar years. The elected Vice-President, Treasurer and Corresponding Secretary shall hold office for a term of two (2) years until their successors are elected or until their resignation from their position. The first election for these positions after the adoption of these bylaws will occur in August, 2010.
- M. Members of the Board of Directors will assume office on the first day of September.
- N. Those persons nominated, but not elected to the Board of Directors will be held in accordance with Article III; paragraph D1 of these bylaws.
- O. The Recording Secretary shall record the results of the nomination and election meetings in the minutes.
- P. Executive Officers of the Board of Directors may serve no more than two (2) consecutive terms in the same position.

ARTICLE VII
BOARD MEETINGS

- A. The Board of Directors shall meet once a month at a date, time and location that will be determined by the Board of Directors.
- B. The President may, as deemed necessary, convene a special meeting at anytime to conduct business that is necessary for the GAA given a two day notice to all members of the Board of Directors.
- C. Any three (3) Board Members may petition the President to call a special meeting.
- D. The President may convene an Executive Session of the Board as deemed necessary.
- E. For the transaction of business a majority of the Board shall constitute a quorum. A quorum shall consist of fifty percent (50%) of the membership plus one (1). Exception: The President may invoke an Executive Session should there not be a quorum present. This may only be invoked when the business is vital to the interests of the GAA.

- F. Motions may be offered by any Board Member. Any motion presented must be seconded. Approval of any motion shall be by majority vote of the Board present. In the event of a tie the President shall cast the deciding vote. The President may not offer nor second any motion.
- G. The President shall set the agenda for each meeting. The agenda shall consist of at least the following:
 - Treasurer's Report
 - CSL Report, provided a CSL meeting occurred after the last regular meeting of the GAA
 - Reading of the previous meeting minutes
 - Committee Reports
 - Old Business
 - New Business
 - Attendance
- H. All meetings shall be open to the public and duly advertised with the exception of an Executive Session.
- I. All meetings shall be conducted in accordance with "Roberts Rule of Order Current Edition".
- J. Any special meeting of the Board, members must be notified a minimum of forty-eight (48) hours prior to the start of the special meeting.

ARTICLE VIII
REVENUES AND EXPENDITURES

- A. The revenues and expenditures of the GAA may consist of, but are not limited to the following:
 - 1. Voluntary contributions and donations
 - 2. Revenues received from concessions, admissions, raffles and apparel.
 - 3. Candy sales
 - 4. Tag Days
 - 5. Last Chance Drawings
 - 6. League Raffles
 - 7. Payment of any and all operating expenses of the GAA.
 - 8. Procurement of facilities, equipment and services for the operation of the GAA.
- B. The Board of Directors shall determine a local bank or financial institution to act as a depository for all funds of the GAA.

- C. All bills shall be paid by check. All checks written must have two (2) signatures, the Treasurer and the President or the Vice President should the Treasurer or President be unavailable to fulfill this duty.
- D. The Board of Directors shall approve all expenses and fundraising activities.
- E. There will be four (4) internal audits conducted each year by the Audit Committee. The internal audits shall be completed by the last day of the month of each quarter (March, June, September and December). The Audit Committee shall be comprised of three members. The Corresponding Secretary shall serve as the Chairperson of the Audit Committee. The other two members of the Audit Committee may be members of the General Board or general members of the GAA. The Treasurer, President and Vice President, shall not serve in any capacity on the Audit Committee unless an independent person or firm, appointed by the Board of Directors, is responsible for preparing the financial statements as a secondary checks and balance.
- F. For all GAA purposes, the fiscal year shall coincide with the calendar year.

ARTICLE IX
RECEIPTS

- A. Any activity resulting in the receipt of monies (cash) by the GAA the following shall occur:
 - 1. Two (2) Board Members, at least one being an Officer, shall remove themselves to a location to count the money. It shall be recounted and a deposit ticket made.
 - 2. The monies shall be deposited at the appropriate banking facility as soon as possible.
 - 3. All monies shall be handled in compliance with loss prevention as stated in the liability insurance of the GAA.

ARTICLE X
TEAMS

- A. The GAA shall attempt to form and support both boys baseball and girls softball from the instructional level through 18U girls softball and Colt boys baseball.

ARTICLE XI
LEAGUE BOUNDARIES

- A. The geographical boundaries of the GAA may include all of Greene Township, Guilford Township, and Chambersburg Boro. Those residing in communities outside of these geographical boundaries may play with the GAA, provided they have not previously played with another organization or are otherwise contractually obligated to another organization. Players meeting any of these definitions may be permitted to play with GAA provided the proper procedures of Chambersburg Suburban are followed and all necessary paperwork from the releasing organization has been completed.
- B. The GAA shares the league boundary area of Chambersburg, Scotland, Greenvillage and Fayetteville Athletic Associations.

ARTICLE XII
REGISTRATION

- A. Registration shall be held on the dates, times and sites determined by the Board, which will be announced and advertised.
- B. A pre-registration may be conducted.
- C. All male participants' ages are based on the age attained by said player prior to April 30th of the current season. All female participants' ages are based on the age attained by said player prior to January 1st of the current season. These dates are provided by Chambersburg Suburban and are not under the control of GAA.
- D. The age of each participant must be verified by a photocopy of the birth certificate to be kept on file with the GAA.
- E. A non-refundable participation fee will be collected upon the registration of each player.
- F. The fees shall be determined by the GAA Board of Directors and shall be announced and advertised along with registration dates, times and location.
- G. At no time will the fee be the sole determining factor on the participation of a child. Should a child desire to participate and the parent(s) are unable to pay the participation fee, due to financial hardship, that fee may be waived upon approval by the GAA Board of Directors.

ARTICLE XIII
GAMES

- A. All home games will be played at the GAA fields located on Sandy Circle in Guilford / Greene Townships, Franklin County. All away games will be played at those fields designated by Chambersburg Suburban.

ARTICLE XIV
EQUIPMENT

- A. GAA will provide a uniform shirt and hat/visor to all registered players. Pants/shorts and socks will not be provided by GAA. Players/parents will be responsible for acquiring these items.
- B. Any NFOHSA footwear is acceptable. ~~Exception: NO LEADED TIPS.~~ Guideline: Little League style rubber molded cleats.
- C. It will be illegal for any person(s) to modify or alter equipment for players that would jeopardize, decrease the protection or safety of such players.
- D. All playing equipment shall be returned in the condition it was issued on the date, time and place the Board designates.

ARTICLE XV
COACHES

- A. The coaches for baseball and softball shall be appointed by the Board of Directors of the GAA. Once appointed these individuals shall have the right to select their Assistant Coaches. Once appointed, unless terminated or resigns, the Coach has the right to return each year.
- B. The coaches and assistants are ultimately responsible for the behavior of their respective teams at both practices and games.
- C. The coaches will coordinate the practice schedules and conditioning programs prior to the start of each season.
- D. A Coach may be removed by the Board of Directors should it be warranted. The Coach may request the opportunity to present their side of the incident prior to any decision. The President shall convene an Executive Session of the Board at the earliest possible time for this purpose. Immediately following the presentation of any facts or circumstances the Board shall excuse the Coach to deliberate the facts and come to a conclusion. The decisions of the Board of Directors in these matters are final.
- E. Upon learning of any circumstances that may cause the removal of any Coach, the President may appoint a committee, consisting of Board Members only, to investigate and recommend to the President a course of action. The President shall not be bound to any recommendations of the committee.
- F. In any matter that could cause the removal of a Coach, extreme care must be exercised.

- G. The Head Coach, or any representative acting on his or her behalf, shall be empowered to discipline their respective teams for insubordination or activities detrimental or disruptive to the team in the following manner:

Step #1: The Head Coach shall inform the President of the situation.

Step #2: The Head Coach will approach the player verbally, away from the other team members with a Board Member.

Step #3: Notify the parent(s) or guardian(s) of the situation, which could result in suspension or removal from the team, with a Board Member.

- H. Should this prove unsuccessful, the President shall convene an Executive Session of the Board for the purpose of informing the Board and discussion of this issue. The Board of Directors may discontinue the participation of any player should it be determined that such action would be in the best interests of the GAA. The decisions of the Board of Directors in these matters are final.

- I. In the event any Head Coach or Assistant Coach is ejected during a game that Coach will serve a one (1) week suspension, including the following weeks game. If it is the final game of the season the suspension will be continued to the start of the following season. During this period the Board will review the incident and determine if further action is necessary. In the exception of a player ejection due to the Coach's removal in that situation.

- J. All participants & coaches must comply with the rules of GAA & Chambers Suburban League

ARTICLE XVI PARTICIPANTS

- A. All players shall be those whose residence falls within the boundaries of the GAA.
- B. All participants shall be within the prescribed age limit.
- C. All participants are reminded that equipment and uniforms are the property of the GAA. It is the responsibility of each participant to insure that the equipment and uniforms are not abused. Should equipment or uniforms be abused or unreturned, it shall be the responsibility of the parent(s) or guardian(s) to pay to replace the damaged or unreturned uniform or equipment at current value. This information will be provided to the parent(s)/guardian(s) on the registration form.
- D. The GAA reserves the right to ban any person(s) from any activity of the GAA.

ARTICLE XVII AWARDS

- A. The GAA Awards Program is hereby established to recognize the participants of its activities. This program is designed to set the criteria and limits for the eligibility of any awards.
- B. League awards will be awarded within the prescribed standards of the GAA.
- C. Other awards may be given, pending approval by the Board of Directors. All awards are dependent upon the financial status of the GAA.

ARTICLE XVIII
AMENDMENTS

- A. All proposed amendments to these By-Laws shall be adopted provided the following conditions are met:
 - 1. Proposed amendments shall be submitted in written form to all members of the Board or at any monthly Board meeting, including an Executive Session.
 - 2. Board Members shall have at least thirty (30) days to review any proposed amendments before voting on such amendment.
 - 3. Should any amendment need to be tabled for further discussion an additional thirty (30) days, or until the next regularly scheduled Board meeting may be used, provided a majority of those Board Members present approve.
 - 4. All amendments must be approved by at 51% of the Board Members present during which said amendment is voted upon. Total changes to any old by-laws will require at least two-thirds (2/3) majority.
 - 5. All proposed amendments to these By-Laws must be duly advertised as described in Article VII, Paragraph I.

ARTICLE XIX
INDEMNIFICATION OF COMMITTEE MEMBERS

- A. To the fullest extent permitted by law, the Committee shall defend, indemnify and hold members of the Executive Board and General Board harmless from and against any and all liability, actions, claims, demands, loss and expense (including reasonable attorney's fees) caused by or arising out of any action, failure to act, performance or utterance by an Executive Board Member or General Board Member in the performance of the Executive Board Member's or General Board Member's responsibilities or duties, provided that such action, failure to act, performance or utterance was done in the course of and within the scope of the Board Member's role as an Executive Board Member or General Board Member; except however, that the Board's indemnity shall not apply where an Executive


Board Member or General Board Member has committed fraud or intentional misconduct, or where an Executive Board Member or General Board Member fails to cooperate fully with the Board in defense of any claim, demand or action. An Executive Board Member or General Board Member shall give the Board prompt written notice of any claim, demand or action and cooperate fully with the Board in the Board's defense of any such claim, demand or action. In the event an Executive Board Member or General Board Member settles any claim, demand or action for which indemnity is provided without the prior written consent of the Board, the Board shall be released from any and all liability under this indemnity clause. Executive Board Members or General Board Members also have the right to be represented by separate counsel at the Board Member's own expense.

These by-laws shall be reviewed every 5 (five) years as provided by the GAA Board.

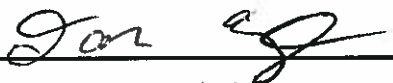
The preceding By-Laws have been adopted this 24th day of March, 2009.

The current Board of Directors of Guilford Area Athletic Association as of March 24, 2009 are:

Chris Bender Board of Directors



Tom Estep Board of Directors



Rose Mary Fitzgerald Board of Directors



Steve Frey Board of Directors



Neal Grove Board of Directors



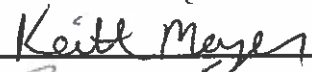
Bob Johnston Board of Directors




Bill Mitchell Board of Directors



Keith Moyer Board of Directors



Mark Overcash Board of Directors



Dave Rush Board of Directors



Patrick Sherman Board of Directors



By affixing their signatures, those members adopt and approve these by-laws. With the adoption of these by-laws, the above organization will now be known as the Guilford Athletic Association (GAA).