

BYLAWS OF
OLD SARATOGA ATHLETIC ASSOCIATION, INC.

ARTICLE I. Name.

The name of the Corporation is Old Saratoga Athletic Association, Inc. It was originally organized under the Membership Corporation Law of the State of New York and continues to operate under the Not-For-Profit Corporation Law of the State of New York.

ARTICLE II. Purpose.

The sole purpose of the Corporation shall be to provide athletic activities for the residents of the Schuylerville Central School District. In furtherance of that purpose, the Corporation teaches athletic programs and provide opportunities for the residents of the Schuylerville community to engage in athletic pursuits.

No part of the earnings of the Corporation shall inure to the benefit of any member. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation or participating in or intervening in any political campaign.

ARTICLE III. Membership.

- A. Any person interested in active participation in the Corporation may be a member.
- B. In order for any member to vote at a meeting of the Corporation, they must have attended four regular meetings of the Corporation in a running 12 month period, including the meeting at which a vote is taken. The running 12 month period shall be the meeting at which the vote is taken and the preceding 11 months.
- C. Members shall elect the Board of Directors of the Corporation by a simple majority of those members present at the regular meeting of the Corporation held in November of each year.
- D. Members shall also approve any amendment to these By Laws by a simple majority vote at any regular meeting of the Corporation.
- E. At a regular or special meeting of the Corporation, any member's membership may be suspended by the Board of Directors for a period of time to be determined by the Board of Directors upon a determination by the Board of Directors that the member has violated the Athletic Code of Conduct or committed other misconduct. Any member whose membership is subject to suspension shall be provided notice of the meeting at which suspension will be considered and the reasons for its consideration by regular mail delivered to a local post office at least five days prior to the meeting. The Board of Directors may approve a suspension of the member's membership by a simple majority vote of the Directors present at the meeting. Any suspension enacted under this section will be considered to be in addition to, not in place of, the removal of the member from the positions of team manager or coach.

Article IV. Meetings.

The Corporation's regular monthly meetings shall be held on the third Wednesday of each month at a location designated by the Board of Directors. In the event that the second Wednesday of any month is a holiday, the Board of Directors, at their discretion, may set the regular monthly meeting for that month for the third Wednesday. All regular meetings shall start at 7:30 PM. At the discretion of the President of the Board of Directors, a special meeting of the membership may be called. In the event that a special meeting is called, notice of that meeting shall be posted as soon as practicable on the Corporation's website.

Article V. Board of Directors.

The members of the Corporation shall elect a Board of Directors at the Corporation's November regular meeting each year, consisting of a President, Vice-President, Treasurer, Recording Secretary, Communications Director, Commissioner of Baseball, Commissioner of Basketball, Commissioner of Cheerleading, Commissioner of Football, Commissioner of Soccer, Commissioner of Softball, and a Commissioner-At-Large. The Board of Directors shall adopt, by a simple majority vote, all policies of the Corporation and shall approve such other actions by the Corporation, Commissioners or members as are required by these By Laws.

The responsibilities of each member of the Board of Directors are as follows:

- A. President - The President shall preside at all meetings of the Corporation and is authorized to sign all contracts on behalf of the Corporation, which have received prior approval by the Board of Directors.
- B. Vice-President - The Vice-President shall preside at all meetings of the Corporation in the event the President is not available and shall act as President during any period when the President's office is vacant.
- C. Treasurer - The Treasurer shall direct and oversee all the Corporation's financial matters, collect all revenue of the Corporation and deposit it into the Corporation's bank accounts, pay all obligations of the Corporation as they arise, prepare a monthly financial statement for the Corporation, which shall be made available at the regular monthly meeting, present an annual financial statement for the Corporation at the November regular meeting of the Corporation, and when paying obligations of the Corporation, compare the payment with the Corporation's budget for such obligation and thereafter report if any obligation is not in conformance with the budget. The Treasurer shall receive approval of at least one other member of the Board of Directors before paying any obligation that exceeds \$500.
- D. Recording Secretary - The Recording Secretary shall record the minutes at all regular and special meetings of the Corporation, maintain a list of all officers, members and meeting attendees, notify the members of any special meetings of the Corporation by causing notice to be posted on the Corporation's website, and notice any member or Director who may be suspended of the time and date of any meeting when the suspension will be discussed in accordance with these By Laws, and retain a correct copy of the Corporate By Laws, all league rosters, Athletic Code of Conduct and league rules.

E. Communications Director - The Communication Director shall oversee the Corporation's communication, be responsible for all the Corporation's publications and distribution of all the Corporation's announcements and act as the Corporation's website liaison.

F. Commissioners of Baseball, Basketball, Cheerleading, Football, Soccer, and Softball

The respective Commissioners of each respective sport shall:

- submit a budget to the Board of Directors for its approval
- submit to the Recording Secretary a league roster stating each participant's name, address telephone number and date of birth
- provide each team coach or manager a copy of each participant's Emergency Medical Authorizations
- organize, solicit and oversee registration, fund-raising, and sponsorships
- schedule player drafts, fields for play, games, and officials
- forward all invoices to the Treasurer with approval for payment
- select team managers and coaches.
- remove any team manager or coach at any time after their selection.
- inventory, issue and ascertain replacement needs for all equipment
- recommend any action issues to the Board of Directors
- maintain records of certification requirements for any equipment that must be certified
- conduct meetings of team coaches or managers, which are to be held in a public location, upon adequate notice; one such meeting is required prior to the commencement of practice or play of any sport at which attendance shall be recorded and minutes taken; the attendance sheet and minutes shall be provided to the Recording Secretary
- organize maintenance of fields and grounds during the respective sport's season(s), including trash removal
- obtain concession volunteers
- organize any festivities or awards as are budgeted and approved for the sport
- appoint such committees as are necessary or helpful to the operation of the sporting activities, the chair of which shall be a voting member of the Corporation, if possible
- report the establishment of committees and names of all chairs to the Board of Directors
- provide the Board of Directors plans for all such activity for approval prior to implementation

Each commissioner may share the responsibilities listed herein with any other voting member of the Corporation if the Commissioner determines, in the Commissioner's discretion, that such is necessary or helpful to the administration of the respective programs. In the event that any such appointment occurs, the Board of Directors shall be immediately notified and the Recording Secretary shall keep records of such notice. In the event that any Commissioner is not available for a regular or special meeting of the Corporation, the voting member appointed by a Commissioner shall be permitted to vote on behalf of the elected Commissioner at any time the Board of Directors are required to vote. The appointment by any Commissioner can be revoked at any time upon notice to the appointee and the Board of Directors, which notice shall be retained by the Recording Secretary.

G. Commissioner-At-Large - A Commissioner-At-Large shall only be elected if the number of the Board of Directors is even at any time. The Commissioner-At-Large shall be elected so that the number of members of the Board of Directors is odd. If elected, the Commissioner-At-Large shall vote on all items requiring approval of the Board of Directors.

Article VI. Nomination, Election and Removal of Board of Directors.

A. In order to be nominated to be a member of the Board of Directors, a person must have attended at least one regular monthly meeting in the four month period immediately prior to the November regular meeting at which the election shall take place.

B. At the November regular meeting of the Corporation, the members shall vote to elect the Board of Directors. In the event that there are two nominees for any Board position, anonymous ballots shall be provided to all voting members at the meeting, collected and tallied by any members of the current Board of Directors who are not seeking reelection or who are unopposed.

C. Any Director may be removed by the vote of the simple majority of the Board of Directors for failing to adhere to the Athletic Code of Conduct or for other misconduct. Upon removal, the Board of Directors shall elect a member with voting privileges to fill such vacancy.

Article VII. Committees.

The Board of Directors shall have authority to establish such committees as it finds necessary or helpful in accomplishing the purposes of the Corporation. The chairs of all such committees shall be members with voting privileges, if possible. The committees shall serve for such period of time as set by the Board of Directors or, if none, until the next November regular meeting of the Corporation.

Article VIII. Voting.

All votes by the membership and Board of Directors, except in the event of a contested election of a Director, shall be by voice, unless the voice vote results in an unclear majority, in which case the Recording Secretary shall record the votes of the membership or Board of Directors and maintain those records.

Article IX. Dissolution.

Upon dissolution of the Corporation and after all outstanding obligations have been satisfied, the assets of the Corporation remaining, if any, shall be paid to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organization under Section 501 (c) (3) of the Internal Revenue Code, or any corresponding provision of any future Code.

Article X. Amendment of By Laws.

Any proposed amendment(s) to the By Laws may be proposed at any regular meeting of the Corporation. Thereafter, notice of the proposed amendment(s) shall be posted on the Corporation's website. At the first regular monthly meeting following the proposal of the amendments, the proposed By Law Amendments shall be voted upon. These By Laws may be amended, in whole or in part, by a simple majority vote of the members.