

BYLAWS  
of the  
Harundale Youth Sports League, Inc.

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Harundale Youth Sports League, Inc.

Bylaws

ARTICLE I - NAME AND PURPOSE

Section 1.01. **Name.** The name of the Corporation is Harundale Youth Sports League, Inc., hereinafter referred to as the "Corporation," incorporated under the General Laws of the State of Maryland on September 10, 2001.

Section 1.02. **Purpose.** The Corporation was incorporated exclusively to provide a wholesome, amateur athletic program, as complete as enrollment and facilities permit, to assist in the provision of recreational team sport programs for youths under the age of 20. The Corporation shall not discriminate on the basis of race, religion, ethnicity, or national origin. The organization performs this function by providing coaching instruction, supervised practices, and raising funds to pay tournament fees and registration fees; to purchase equipment and uniforms; and maintain corporate assets. The Corporation's activities and purpose shall qualify as exempt activities within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States Internal Revenue law (the "Code").

ARTICLE II – DIRECTORS

Section 2.01. **Number, Election and Term of Office.** The Officers of the Executive Board shall fix the number of Directors / Commissioners, which shall constitute the full Executive Board. The following members will be elected in September of odd years; Vice President, Treasurer, Baseball and softball Commissioner's, and the Booster Director. The Soccer Commissioners will be elected in December of odd years as well as the Basketball Commissioners in March. The President and Secretary will be elected on the even years in September. Each Officer , Commissioner or Director shall hold office from the time of his election, but shall be responsible in elected position from such time only if he consents to his election; otherwise from the time he accepts office or attends his first meeting of the Executive Board. Each officer, commissioner or

Director shall serve until his term is completed and his successor is duly elected or until his early death, resignation or removal.

Section 2.02. **Regular Meetings; Notices.** Regular meetings of the Executive Board shall be held at such time and place as shall be designated by the Executive Board from time to time. Notice of such regular meetings shall not be required, except as otherwise expressly required herein or by law, and except that whenever the time or place of regular meetings shall be initially fixed and then changed, notice of such action shall be given promptly by telephone or otherwise to each Director not participating in such action. Any business may be transacted at any regular meeting.

Section 2.03. **Annual Meeting of the Board.** A regular meeting of the Executive Board shall be held at such date, time, and place as fixed by the Executive Board . These meetings shall be used for the board to manage organizational activities and transact business associated with the corporation.

Section 2.04. **Special Meetings; Notice.** Special meetings of the Executive Board may be called at any time by the Board itself, or the President, or by at least one-fourth of the Officers and Directors, to be held at such place and day and hour as shall be specified by the person or persons calling the meeting. The Secretary shall give notice of every special meeting of the Executive Board to each Officer, commissioner and Director at least two days before the meeting. Any business may be transacted at any special meeting regardless of whether the notice calling such meeting contains a reference thereto, except as otherwise required by law.

Section 2.05. **Organization.** At all meetings of the Executive Board , the presence of one-half of the Officers, Commissioners and Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. The Officers, Commissioners and Directors present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. If a quorum is not present at any meeting, the meeting may be adjourned from time to time by a majority of the Officers, Commissioners and Directors present until a quorum as aforesaid shall be present, but notice of the time and place to which such meeting is adjourned shall be given to any Directors not present either by being sent by telegraph or given personally or by telephone at least eight

hours prior to the hours of reconvening. Resolutions of the Board shall be adopted, and any action of the Board upon any matter shall be valid and effective, with the affirmative vote of a majority of the Officers, Commissioners and Directors present at a meeting duly convened and at which a quorum is present. The President, if present, or if not, an Officer designated by the Board, shall preside at each meeting of the Board. The Secretary, or in his absence any Assistant Secretary, shall take the minutes at all meetings of the Executive Board. In the absence of the Secretary and an Assistant Secretary, the presiding officer shall designate any person to take the minutes of the meeting.

Section 2.06. **Meetings by Telephone.** One or more Officers, Commissioners and Directors may participate in any regular or special meeting of the Executive Board of Directors or of a committee of the Executive Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting of this manner by a Officer, Commissioner or Director will be considered to be attendance in person for all purposes under these Bylaws.

Section 2.07. **Presumption of Assent.** Minutes of each meeting of the Executive Board shall be made available to each Officer, Commissioner and Director at or before the next succeeding meeting. These minutes will be corrected, if required, by those in attendance at next meeting and introduced into the record via a motion /second to accept and favorable vote.

Section 2.08. **Resignation.** Any Officer, Commissioner or Director may resign by submitting his resignation to the Secretary. Such resignation shall become effective upon its receipt by the Secretary or as otherwise specified therein.

Section 2.09. **Committees.** By resolution adopted by a majority of the whole Board, standing or temporary committee, which may include an Executive Committee, consisting of at least two Officers, Commissioners or Directors, may be appointed by the Executive Board from time to time. Each such committee shall have and exercise such authority of the Executive Board in the management of the business and affairs of the Corporation as the Board may specify from time to time, which may include any action which the laws of the State of Maryland provides shall or may be taken by the Executive Board . The Board may designate one or more Officers,

Commissioners or Directors as alternate members of any committee to replace any absent or disqualified member at any meeting of the committee, and in the event of such absence or disqualification, the member or members of such committee present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member. Any action taken by any committee shall be subject to alteration or revocation by the Executive Board; provided, however, that third parties shall not be prejudiced by such alteration or revocation.

Section 2.10. **Vacancies.** Any vacancy that shall occur in the Executive Board by reason of death, resignation, removal, increase in the number of Directors or any other cause whatever shall be filled by appointment by the President. The appointee will be confirmed by the Executive Board, whether or not a quorum, resignation or removal.

Section 2.11. **Personal Liability of Directors.**

(a) **Elimination of Liability.** To the fullest extent of that the laws of the State of Maryland, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no Directors of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.

(b) **Nature and Extent of Rights.** The provisions of this Section shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Section is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any Bylaw or provision of the Articles of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw or provision.

Section 2.12. **Indemnification.**

- (a) Right to Indemnification. As used herein, the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a party (other than an action by the Corporation) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a Director or officer of the Corporation.

Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501 (a) of the Code or result in the Corporation's failure to be describes in Section 501 (c) (3) of the Code, and except as prohibited by law, each Director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.

A person who is not a Director or officer of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Board at any time designates such person as entitled to the benefits of this Section.

As used in this Section, "indemnitee" shall include each director and each officer of the Corporation and each other person designated by the Board as entitled to the benefits of this Section; "liability" shall include<sup>3</sup> amounts of judgments, excise taxes, fines, penalties, and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Corporation has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Section I hereof that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that Section.

- (b) Right to Advancement of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501 (a)

of the Code or result in the Corporation's failure to be described in Section 501 (c) (3) of the Code, every indemnitee shall be entitled as of right to have his expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation receives a written undertaking by or on behalf of the indemnification to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

- (c) Right of Indemnitee to Initiate Action; Defenses. If a written claim under paragraph (a) or paragraph (b) of this Section is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the indemnification may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.

The only defenses to an action to recover a claim for indemnification otherwise properly asserted under paragraph (a) shall be (i) that the indemnitee's conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Corporation's tax exempt status under Section 501 (a) of the Code or result in the Corporation's failure to be described in Section 501 (c) (3) of the Code, but the burden of proving any such defense shall be on the Corporation.

The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under paragraph (b) shall be that the indemnitee failed to provide the undertaking required by paragraph (b).

- (d) Nan-Exclusivity: Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Section shall (i) not be deemed and exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Corporation at any time while this Section is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Section), and (iii) continue as to

each indemnitee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Section and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

### ARTICLE III - OFFICERS AND EMPLOYEES

Section 3.01. **Executive Officers.** The Executive Officers of the Corporation shall be the President, Executive Vice President, Secretary, and Treasurer. Any Officer may only hold one position on the executive board .. Each Executive Officer shall hold office for a two-year term upon the General Member approval or until his/her death or resignation.

Section 3.02. **Additional Officers, Commissioner, Directors : Other Agents and Employees.** The Executive Board may from time to time appoint or employ such additional officers, assistant officers, agents, employees and independent contractors as the Board deems advisable; the President or in his absence the executive board shall prescribe their duties, conditions of employment and compensation; and the Board shall have the right to dismiss them at any time, without prejudice to their contract rights, if any. The President may employ independent contractors as he may deem advisable for the prompt and orderly transaction of the business of the Corporation, and he may prescribe their duties and the conditions of their employment, fix their compensation and dismiss them at any time, without prejudice to their contract rights, if any unless party is a member of the Executive board by which then procedures as outlined in 3.03 must be followed.

Section 3.03. **Removal of Officers.** Any Executive Board Member may be removed by two-thirds vote of the Executive Board Members.

Section 3.04. **The President.** The President shall be the chief executive officer of the Corporation. Subject to the control of the Executive Board, the President shall have general supervision of and general management and executive powers over all the property, operations, business, affairs and employees of the Corporation, and shall see that the policies and programs adopted or approved by the Board are carried out. The President shall exercise such further powers and duties as from time to time may be prescribed in these Bylaws or by the Executive Board..

Section 3.05. **The Vice Presidents.** The Vice Presidents may be given by resolution of the Executive Board, general executive powers, subject to the control of the President, concerning one or more or all segments of the operations of the Corporation. The Vice Presidents shall exercise such further powers and duties as from time to time may be prescribed in these Bylaws or by the Executive Board or the President. At the request of the President or in his absence or disability, the senior Vice President shall exercise the powers and duties of the President.

Section 3.06. **The Secretary and Assistant Secretaries.** It shall be the duty of the Secretary (a) to keep an original or duplicate record of the proceedings of the Executive Board, and a copy of the Articles and of the Bylaws; (b) to give such notices as may be required by law or these Bylaws; (c) to be custodian of the corporate records and of the seal of the Corporation and see that the seal is affixed to such documents as may be necessary or advisable; and (d) exercise all powers and duties incident to the office of Secretary; and such further powers and duties as from time to time may be prescribed in these Bylaws or by the Executive Board or the President. The Secretary, by virtue of his office, shall be an Assistant Treasurer. Each Officer of the Corporation, by virtue of his office, shall be an Assistant Secretary. The Assistant Secretaries shall assist the Secretary in the performance of their duties and shall, also exercise such further powers and duties as from time to time may be prescribed by the Executive Board, the President or Secretary. At the direction of the Secretary or in his absence or disability, an Assistant Secretary shall exercise the powers and duties of the Secretary.

Section 3.07. **The Treasurer and Assistant Treasurers.** It shall be the duty of the Treasurer (a) to keep the Corporation's contracts, insurance policies, leases, deeds, and other business records; (b) to see that the Corporation's lists, books, reports, statements, tax returns, certificates, and other documents and records required by law, are properly prepared, kept and filed; (c) to be the principal officer in charge of tax and financial matters, budgeting and accounting of the Corporation; (d) to have charge and custody of and be responsible for the Corporation's funds, securities and investments; (e) to receive and give receipts for checks, notes, obligations, funds and securities of the Corporation, and deposit monies and other valuable effects in the name and to the credit of the Corporation, in such depositories as shall be designated by the Executive Board; (f) to cause the funds of the Corporation to be distributed by payment in cash or by checks

or drafts upon the authorized depositories of the Corporation, and to cause to be taken and preserved proper vouchers for such disbursements; (g) to render to the President and the Executive Board whenever they may require it an account of all his transactions as Treasurer, and reports as to the financial position and operations of the Corporation; (h) to keep appropriate complete and accurate books and records of account of all the Corporation's business and transactions; and (i) to exercise all powers and duties incident to the office of treasurer; and such further duties from time to time as may be prescribed in these Bylaws or by the Executive Board of Directors or the President. The Assistant Treasurer shall assist the Treasurer in the performance of his duties and shall also exercise such further powers and duties as from time to time may be prescribed by the Executive Board, the President or the Treasurer. At the direction of the Treasurer or in his absence or disability, an Assistant Treasurer shall exercise the powers and duties of Treasurer.

3.08 Sports Commissioners – Sports Commissioners will serve as the senior executive Officer responsible for planning and coordinating all activities associated with their respective sport for the term of their office. The Commissioner will serve as a member of the Executive board and retain one vote until such time as the executive board determines the commissioner position is no longer needed on the board and terminated as permitted by section 3.02 of these by laws. Commissioners will be voted to the board by the general membership.

3.09 Booster Director – The Booster Director shall serve as the Senior Executive Officer of the HYSL Booster organization responsible for planning and coordinating all activities associated with the Booster organization. The Booster serve as an independent party to promote moral and welfare activities of corporation and provide financial assistance. The Director will serve as a member of the Executive board and retain one vote until such time as the executive board determines the director's position is no longer needed on the board and terminated as permitted by section 3.02 of these by laws. Commissioners will be voted to the board by the general membership.

Section 3.10. **Vacancies**. Any vacancy in any office or position by reason of death, resignation, removal, disqualification - disability or other cause shall be filled in the manner provided in this

Article III for regular election or appointment to such office.

Section 3.11 **Delegation of Duties.** The Executive Board may in its discretion delegate for the time being, the powers and duties, or any of them, of any officer to any other person whom it may select.

Section 3.12 County Regulations. All commissioners, directors and officers of the corporation will be required to satisfy any Anne Arundel County regulations as it pertains to volunteer involvement in youth organizations. Failure to fulfill this obligation or maintain a record of good standing will be grounds for immediate dismissal from their respective position on the executive board.

#### ARTICLE IV - MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS

Section 4.0 I. **Execution of Notes, Checks, Contracts, and Other Transactions.** All notes, bonds, drafts, acceptances, checks, endorsements (other than for deposit), guarantees, and all evidences of indebtedness of the Corporation whatsoever, and all deeds, mortgages, contracts, and other instruments requiring execution by the Corporation, may be signed by the President, any Vice President or the Treasurer, and authority to sign any of the foregoing, which may be general or confined to specific instances, may be conferred by the Executive Board upon any other person or persons. Any person having authority to sign on behalf of the Corporation may delegate, from time to time, by instrument in writing, all or any part of such authority to any other person or persons if authorized to do so by the Executive Board, which authority may be general or confined to specific instances.

Section 4.02. **Voting Securities Owned by Corporation.** Securities owned by the Corporation and having voting power in any other corporation, shall be voted by the President or any Vice President, unless the Executive Board confers authority to vote with respect thereto, which may be general or confined to specific investments, upon some other person. Any person authorized to vote such securities shall have the power to appoint proxies, with general power of substitution.

## ARTICLE V - GENERAL PROVISIONS

Section 5.01. **Offices**. The principal mailing address office of the Corporation shall be HYSL INC, PO BOX 623, Glen Burnie MD, 21060-. The Corporation may also have offices at such other places within or without the State of Maryland as the business of the Corporation may require.

Section 5.02. **Corporate Seal**. The Executive Board shall prescribe the form of a suitable corporate seal, which shall contain the full name of the Corporation and the year and the state of incorporation.

Section 5.03. **Fiscal Year**. The fiscal year of the Corporation shall end on the 31<sup>st</sup> day of December of each year.

Section 5.04. **Quarterly Itemized Report**. The President and the Treasurer shall present a quarterly itemized report to the Board of Directors.

Section 5.05 **General Membership meeting** The Corporation shall hold four meetings of the general memberships throughout a calendar year. Meetings will be held quarterly and places and times as determined by availability of meeting venues. A general member shall be any guardian of a player who is registered or has been registered in the lat season of play for a HYSL team OR an adult serving in an active capacity on the Executive Board, independent of association with players in HYSL.

## VI – FINANCE

6.01 **Financial Agent** – HYSL Inc will serve as the financial agent for all activities associated with sport activities and conducting business in support of same.

6.02 **Corporate Account** – All funds will be executed form the corporate account under the direction of the treasurer and the Executive Board. Individual accounts shall be prohibited if funds are collected or acquired with any representation to the Corporation or

any sport sponsored by the Corporation.

6.03 Budget – Each activity or sport will be responsible for submitting a budget to the executive board for approval at a regular meeting. Approval requires a vote with the majority in attendance in favor of approving the budget. Each budget shall be submitted in a manner that reflects a balanced budget to include for allowing for appropriate contributions to cover costs associated with corporate assets and overhead. The Corporation will underwrite all budgets in the event of an unavoidable shortfall. At the conclusion of the proposed budget period the respective Commissioner or Director shall be responsible for submitting to the executive board within 2 months a reconciled final budget for the period covered.

6.04 Expenditure approval / notification – Respective Commissioner and Directors will be responsible for approving expenses associated with their activity. Directors are only approved to authorize expenditures within the financial constraints outlined in the approved budget. In the absence of an approved budget the Director or Commissioner shall bring each expense before the executive board for approval until such time as a complete budget for that activity is approved. In the event an approved budget exceeds that of which is already approved the commissioner or Director is responsible for requesting an amendment at the next regular board meeting. All expenses approved by a commissioner or Director will result in a notification to the treasurer within 5 business day of expense authorization as well as reporting on at next general meeting.

6.05 fundraisers – All proceeds from fundraisers will be deposited into the Corporations general account within 3 business days of acquiring the funds. Proceeds will be reflected on the general ledger as well as its association with the appropriate sport or activity. No funds will be carried from year to year in an individual account unless so agreed to at time of fundraiser approval by the executive board. . If special purpose fundraiser the treasurer will establish identification and special ledger to allow for accounting of funds when deposits are made to General account.

6.06 Fundraiser approval – All fundraisers, if not already in approved budget for the record, shall be brought before the Executive Board for approval. Factors critical to approval for

fundraisers include but shall not be limited to type, purpose and conditions associated with distribution.

## ARTICLE VI - ROBERT'S RULES OF ORDER

Section 6.01. **Robert's Rules of Order**. The rules contained in "Robert's Rules of Order, Latest Edition," shall govern the corporation in all cases in which they are not inconsistent with the Bylaws or the special rules of the corporation.

## ARTICLE VII - COLORS

Section 7.01. **Colors**. The official colors of the Corporation to be used on all uniforms, flags, and other clothing shall be white or red. Black can be used only as an accent color, for trim or numbers. The front of every shirt or jersey must contain the name "Harundale" or "HYSL" in the most prominent location. A logo to be designed under the supervision of and subject to the approval of the Board of Directors, is to be used whenever convenient to identify property of the Corporation. With regard to all specifications, design, color, etc., The Board of Directors must approve all uniforms and related clothing.

## ARTICLE VIII - AMENDMENTS

Section 8.0 I. **Amendments**. In order for these by laws to be amended the following actions have to occur with both resulting in a favorable vote supporting the proposed amendment. The actions are (a) A proposed change must be presented to the Executive board and be sponsored by at least two member of the executive board at a regular scheduled meeting of the executive board (b) the executive board agree on the proposed amendment by way of a vote of all in attendance with a majority indicating they are in support of the change (c) the proposed amendment will then be brought to the general membership at the next general meeting for a vote and require a majority vote in favor to pass. The time lapse from the time the executive board agrees to move forward with a proposal and the vote of the general membership shall be a minimum of 30 days.

Definition of a general member shall be any player of a parent who is registered or has been registered in the last season of play for a HYSL team OR an adult serving in an active capacity on the Executive Board, independent of association with players in HYSL.