
WARNER YOUTH SPORTS ASSOCIATION, INC.

BYLAWS

Article I. Name: Office

The name of the organization shall be the Warner Youth Sports Association, Inc. The principal office of the corporation shall be located in the Town of Warner, County of Merrimack, State of New Hampshire.

Article II. Purpose and Functions

Section 1. Purpose. The Warner Youth Sports Association, Inc. is formed for the purpose of planning, promoting and supporting all types of recreational sports for the young people of the Town of Warner and its vicinity, regardless of financial means.

Section 2. Functions. The functions of the corporation shall include, but not be limited to, providing for soccer, baseball, softball, swimming, and any other sport designated by the membership, the following support:

- A. Recruiting and training coaches, instructors and officials;
- B. Providing uniforms for the use of participants in each supported sport; and
- C. Operating concessions for the benefit of the corporation at sports events.

Article III. Membership: Voting Rights

Section 1. Individual Memberships. Any interested individual may become a member of the corporation. Each individual member shall be entitled to one vote at any annual or special meeting.

Section 2. Other Memberships. The Board of Directors may establish separate non-voting classes of membership for business, government or non-profit entities in order to obtain financial or material support.

Article IV. Meetings of the Corporation

Section 1. Annual Meeting. Annual Meetings of the membership shall be held during the month of April each year at a time, date and place set by the Board of Directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the membership may be called for any lawful purpose by the President, the Board of Directors or by not less than ten (10) members having voting rights. The person or persons authorized to call a special meeting of the membership may fix the time, date and place of any special meeting of the membership.

Section 3. Quorum. Seven voting (7) members shall constitute a quorum at all meetings of the corporation.

Article V. Board of Directors

Section 1. Powers. The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors is empowered to authorize expenditures and make contracts in an amount not to exceed \$2,500.00 for a single expenditure or contract.

Section 2. Number; Tenure; Election; Qualification. The Board shall consist of seven (7) directors. Directors shall be elected by a majority of the members present and voting at each annual meeting. Each director shall hold office for two (2) years, and until his or her successor has been elected and qualified. If this bylaw is adopted by the membership in 1995, three (3) of the directors elected in 1995 shall serve for one year, and four (4) shall serve for two years, in order to stagger the future terms of office.

Section 3. Nominations. A nominating committee, made up of four (4) members of the Board, shall nominate from the membership of the corporation at least as many nominees as there are vacancies on the Board of Directors. The nominating committee shall file a list of the recommended nominees with the Secretary not later than fifteen (15) days before the election. Nominations other than the ones recommended by the nominating committee may be made by any member from the floor.

Section 4. Notice. Ten (10) days prior to the election the Secretary shall post a list of the nominees recommended by the Nominating Committee in a minimum of three (3) locations in the Town of Warner.

Section 5. Vacancies. Any vacancy occurring on the board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board. A director filling a vacancy will serve for the unexpired term of his or her predecessor in office.

Section 6. Removal. At its discretion the Board of Directors may remove from office any board member missing three (3) consecutive meetings without good cause.

Section 7. Conduct of Business; Meetings; Quorum. The Board of Directors may adopt rules for the conduct of the business of the corporation. The Board shall meet as necessary, but not less than quarterly, at such time and place as shall be determined by them. For the conduct of business, a majority of the entire Board shall constitute a quorum.

Section 8. Informal Action By Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors.

Section 9. Liaison with Warner Parks and Recreation. The board shall maintain continuous liaison with Warner Parks and Recreation. This shall include regular and ongoing consultation on matters of mutual interest, including any issue deemed a policy matter by either group.

Article VI. Officers

Section 1. Choosing Officers. Within ten (10) days after the annual meeting the directors shall meet and elect a President, Vice President, Treasurer and Secretary for the ensuing year. The President, Vice President, Treasurer and Secretary of the Board shall be elected from among the members of the Board.

Section 2. President. The President shall preside at all meetings of the corporation and perform all duties incident to the office. The President shall, subject to the approval of the Board, appoint all committees of the corporation and shall be an ex-officio member of all committees. The President shall cause the books to be audited annually by an auditor independent of the Board.

Section 3. Vice President. The Vice President shall act in the absence of the President and shall assist the President in all duties incident to the office.

Section 4. Secretary. The Secretary shall conduct the official correspondence, preserve all books, documents and communications and maintain an accurate record of the meetings of the corporation and the Board of Directors. It shall be the duty of the Secretary to publicize annual and special meetings of the corporation.

Section 5. Treasurer. The Treasurer shall receive and disburse funds and maintain accurate financial records for the corporation. No disbursements shall be made unless authorized by the Board of Directors. All disbursements shall be made by check signed by the Treasurer, except that during any vacancy in the office of Treasurer disbursements may be made by check signed by both the President and Secretary of the corporation. The Treasurer shall make reports to the Board of

Directors at all board meetings. At its discretion, the Board may require that an acceptable bond be given in such sum as determined by the Board, to assure the faithful performance of the duties of the office. Upon request of the Board of Directors the Treasurer shall prepare a proposed annual budget for consideration by the Board.

Section 6. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the corporation would be served by such removal.

Section 7. Vacancies. A vacancy in any office for any reason may be filled by the Board for the unexpired portion of the term.

Article VII. Committees

The Board of Directors shall authorize and define the powers and duties of all committees. The Board of directors shall also approve or disapprove the President's appointment of any and all committee members.

Article VIII. Fiscal Year

The fiscal year of the corporation shall begin on January 1 and end on December 31.

Article IX. Corporate Funds

Section 1. Vote of Membership Required. No expenditure of corporate funds in excess of \$2,500.00 for a single purpose may be made in any one fiscal year except by vote of the membership at a regular or special meeting.

Section 2. Receipts. All receipts from registration fees, concessions or any other source not restricted by the donor shall be placed in the general treasury of the corporation.

Section 3. Reserves; Use. At the beginning of each fiscal year the Board of Directors shall by resolution set aside an annual reserve of at least five hundred dollars (\$500.00). Funds available in the reserve may not be used for any purpose except to support new sports not supported by the corporation during the most recently completed fiscal year.

Section 4. Proportional Use. The Board of Directors shall seek to distribute funds proportionally so that individual supported sports generally receive annual amounts in proportion to their contribution to the total receipts of the corporation in the most recently completed fiscal year. The

Board shall retain discretion to modify this distribution from year to year based upon considerations of need and equity.

Section 5. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

Section 6. Prohibition on Remuneration; Expense Reimbursement. Officers and directors shall receive no remuneration from activities undertaken on behalf of the corporation. The Board of Directors may, however, authorize reimbursement for reasonable expenses incurred by officers and directors in connection with corporate business.

Article X. Parliamentary Procedure

All questions of parliamentary procedure shall be settled by consulting the latest edition of Robert's "Rules of Order".

Article XI. Amendments

These bylaws may be amended by a two-thirds vote of those present at any regular or special meeting of the corporation, provided notice of the proposed changes shall have been publicized not later than ten (10) days prior to such meeting.

Article XII. Dissolution

In the event the corporation shall ever terminate or be dissolved by operation of law or by any proceeding, the funds and assets remaining shall be turned over to the exclusive use and control of the Town of Warner, New Hampshire, Parks and Recreation.

Warner Youth Sports Association

Conflict of Interest policy

- (a) Each Director, prior to taking his/her position on the Board, and all Directors shall submit in writing to the Board President a list of all businesses or other organizations of which he/she is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee or agent, with which the Corporation has, or might reasonably in the future enter into, a relationship or a transaction in which the Director would have conflicting interests. The Board President shall become familiar with the statements of all Directors in order to guide his/her conduct should a conflict arise.
- (b) At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by his/her written statement or not, and after answering any questions that might be asked him/her, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, neither the affected Director nor any other Director with a pecuniary benefit transaction with the Corporation shall vote on it.
- (c) The Board will comply with all the requirements of New Hampshire law where conflicts of interest are involved, including but not limited to the requirements of a two-thirds vote where the financial benefit to the director or trustee is between \$500 and \$5,000 in a fiscal year, and to the requirement of a two-thirds vote and publication in the required newspaper where the financial benefit exceeds \$5,000 in a fiscal year. The New Hampshire statutory requirements are incorporated into and made a part of this conflict policy.

(Adopted by 6-0 vote April 14, 2003)

Provision for Dissolution

In the case of dissolution of the Warner Youth Sports Association, all funds beyond those required to settle any and all outstanding liabilities and accounts shall be distributed to the Warner Parks and Recreation Commission Expendable Trust, under the auspices of the Warner Parks and Recreation Commission and the Warner Board of Selectmen.

(Adopted by 6-0 vote April 14, 2003)