

Lower Macungie Youth Association By-Laws

Article 1 - Name:

Section 1 - The name of this organization is to be "Lower Macungie Youth Association", but it will also be referred to herein as either "Corporation" or "LMYA". The registered office of this corporation shall be P.O Box 342, Trexlertown, PA 18087-0342.

Article 2 - Purpose:

Section 1 - Lower Macungie Youth Association is organized exclusively for charitable purposes within the meaning of that term under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). No part of the net earnings of this organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons except that LMYA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as stated above.

Section 2 - The purpose of LMYA is to sponsor, direct, and coach athletic programs for the youth of the East Penn School District and surrounding areas together with the fostering of good sportsmanship, respect for authority, good fellowship, and to provide a drug, tobacco, and alcohol-free environment.

Article 3 - Members:

Section 1 - All members of this corporation shall either participate through their children or as a volunteer for the organization.

Section 2 - All members of the corporation, except members on the Board of Directors, are non-voting members.

Section 3 - Membership in this corporation is not transferable or assignable.

Section 4 - The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing or expel any member who shall be in default in the payment of any dues or assessments.

Section 5 - Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by affirmative vote of two-thirds of all of the members of the Board reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Article 4 - Directors and Officers:

Section 1 - The business and affairs of this corporation shall be managed by its Board of Directors, shall not be less than ten (10) nor more than twenty-five (25) in number, the number to be determined from time to time by the Board of Directors. The members of the Board of Directors shall be natural persons of full age and who need not be residents of this Commonwealth but who shall be members of this corporation. They shall be nominated by a member of the board of directors and elected by the current members of the Board of Directors, and each director shall be elected for the term of two years and

until his successor shall be elected and shall qualify. If LMYA adds a new sport, that coordinator shall be a director after the required vote.

Section 2 - In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by the members.

Section 3 - The meetings of the Board of Directors will be held on the third Thursday of every month at 8:00 o'clock p.m. at the Lower Macungie Recreation Center, 3400 Brookside Road Macungie, PA 18062 Pennsylvania or at such a place or places within this Commonwealth or elsewhere, as the majority of the Board of Directors may from time to time appoint, or as may be designated by notice calling the meeting.

Section 4 - Written or personal notice of regularly scheduled monthly meetings, as set forth in paragraph 3 hereof, is not required. For all other meetings of the Board of Directors, written or personal notice shall be given to each director at least five days prior to the date named for the meeting.

Section 5 - Fifty percent (50%) of the directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the directors may be taken without a meeting if consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the Secretary of the corporation.

Section 6 - The Board of Directors may, by Resolution adopted by a quorum of the directors in office, establish one or more committees to consist of one or more directors of the corporation. No Committee shall be a permanent committee. Any such committee, to the extent provided in the Resolution of the Board of Directors or in the By-Laws, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

1. The submission to members of any action required by statute to be submitted to the members for their approval.
2. The filling of vacancies in the Board of Directors.
3. The adoption, amendment or repeal of the By-Laws.
4. The amendment or repeal of any Resolution of the Board.
5. Action on matters committed by the By-Laws or resolution of the Board of Directors to another committee of the Board.

Section 7 - The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.

Section 8 - The Board of Directors shall have the authority to fix the compensation of directors for their services as such. A director may not be a salaried officer of the Corporation.

Section 9 - The entire Board of Directors, or a class of the Board, where the Board is classified with respect to the power to select directors, or any individual director, may be removed from office for just cause.

Section 10 - The Board of Directors may declare vacant the office of a director if he is declared of unsound mind by an order of court or is convicted of felony, or if within sixty days after notice of his selection, he does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of disqualification as the By-Laws may specify. Further, any director who fails to attend three successive regular monthly meetings of the directors, without notifying any officer, prior to said meeting, may be removed by the Board at any regular meeting and the Board of Directors shall declare vacant the office of such director. The remaining members of the Board of Directors may elect a member of the corporation as a director to serve for the balance of the unexpired term created by reason of the vacancy.

Section 11 - The Board of Directors shall be:

1. The President
2. The Vice President
3. Secretary
4. WebMaster
5. Baseball Coordinator
6. Basketball Coordinator
7. Field Hockey Coordinator
8. Flag Football Coordinator
9. Boys Lacrosse Coordinator
10. Girls Lacrosse Coordinator
11. Soccer Coordinator
12. Softball Coordinator
13. Volleyball Coordinator

Section 12 - The Executive Board of Directors shall be:

1. President
2. Vice-President
3. Secretary

Article 5 - Duties of the Executive Board

Section 1 - President

1. President shall be the Chief Executive Officer of the corporation; he shall preside at all meetings of the members and directors; he shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. He shall be Ex-Officio, a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

2. Ensure legal and ethical integrity of LMYA
3. Attend meetings that involve the corporation: Lower Macungie Township, Parks and Recs, Membership concern, or any meeting that requires the need of the President.
4. Maintain observance of By-Laws, Policies, Rules and Regulations.

Section 2 - Vice-President

1. The Vice-President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he may be required to do from time to time.
2. Responsible for organizing and overseeing all standing committees.
3. Assure verification of and possession of clearances and credentials on all volunteers within the corporation. At times, clearance verification may be delegated to the coordinator of the respective sport.

Section 3 - Secretary

1. The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a collection to be kept for that purpose; and shall perform duties for all committees of the Board of Directors when required.
2. Provides a current set of By-Laws for review at the first meeting of the year for all members present.
3. Responsible for reporting minutes of any urgent, disciplinary, or impromptu meeting of officers.
4. Provides meeting minutes from the previous meeting to the Board of Directors and visitors a minimum of seven (7) days before the next scheduled meeting.

Article 6 - Board Members At Large: Sports' Coordinators

Section 1 - 1. Sports Coordinators shall attend monthly meetings or special meetings and give the Board of Directors updates as to the current situation of said sport.

Section 2 - Sports Coordinators shall have freedom to conduct business of said sport as they deem necessary for said sport to run properly.

Section 3 - If a sports coordinator can not attend a meeting they shall send a replacement that will be able to update the Board as to the state of said sport. The replacement shall not have voting authority.

Section 4 - If a Sports Coordinator is removed for failure to attend meetings, or just cause, the Board shall vote for the Coordinators open seat by a majority vote. If no LMYA member volunteers for the open Sports Coordinator's seat within sixty (60) days, that sport shall be suspended until the seat is filled.

Section 5 - The Board of Directors shall give written notice, on the LMYA's website and through the emails supplied to LMYA by member families, of any open Sports Coordinator. This notice shall contain;

1. What Sport Coordinator seat is open.

2. State that if the Coordinator position isn't filled in sixty (60) days that sport shall be suspended.
3. Explain that any interested member should attend the next board meeting.

Article 7 - Vacancies

Section 1 - If the office of President becomes vacant for any reason, the Vice-President automatically becomes President and the Board of Directors shall choose a new Vice-President, who shall hold this office for the unexpired term of the Vice- President. If other vacancies, whether of officers or members-at-large, occur other than set forth above, the Board of Directors may choose a successor or successors who shall hold office for the unexpired term in respect of which such vacancy occurred.

Article 8 - Committees

Section 1 - Special Committees - The Board of Directors may form special committees to conduct special projects when they arise. These committees will be formed from volunteers from either the Board of Directors, members at large, or any other person from the community. A special committee will serve as long as the project is ongoing.

Section 2 - Reports - Any reports of committees shall be submitted at a regular or special meeting of the Board of Directors and an annual written report shall be submitted by each committee prior to the end of the fiscal year of the corporation so that the report will be available for examination at the annual meeting.

Article 9 - Accounting, Budgeting, and Purchasing

Section 1 - Treasurer

1. The corporation will employ a paid treasurer position in order to maintain a robust financial record of the corporation's financial dealings.
2. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the monies of the corporation in a separate account or accounts to the credit of the corporation. He or She shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation.

Section 2 - The Coordinators are responsible for presenting their individual sport's budget for approval by the Board of Directors.

Section 3 - Coordinators are responsible for their sports' purchases and budget control.

Section 4 - The treasurer must review all purchases before payment is to be made. Any discrepancies will be brought to the Board of Directors.

Section 5 - Purchases not included in or in the excess of the approved budget must be authorized by the Board of Directors.

Section 6 - There may be no solicitation of funds or equipment for the purpose of benefiting any individual or sport without prior approval of the Board of Directors.

Article 10 - Books and Records

Section 1 - The corporation shall keep an original or duplicate record of the proceedings of the members and the directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the corporation, and an original or a duplicate membership register, giving the names of the members, and showing their respective addresses and the class and other details of the membership of each. The corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the corporation in this Commonwealth, or at its principal place of business wherever situated.

Section 2 - Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such a person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business wherever situated. This right of inspection is not an unqualified right to invade the privacy of others.

Section 3 - The Bylaws and any and all policies shall be posted on LMYA's website for the community.

Article 11 - Transaction of Business

Section 1 - The corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by affirmative vote of two-thirds of all of the members of the Board. Unless otherwise restricted in these By-Laws, no vote or consent of the members shall be required to make effective such action by the Board. If the real property is subject to a trust the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

Section 2 - Whenever the lawful activities of the corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, directors or officers of the corporation.

Section 3 - All checks or demands for money and notes of the corporation shall be signed by such officers or officers as the Board of Directors may from time to time designate.

Section 4 - The corporation shall not engage in any transaction prohibited by the Nonprofit Corporation Laws of the Commonwealth of Pennsylvania or which would

destroy its exemption status under the United States Internal Revenue Code as now enacted, or as it may hereafter be amended.

Article 12 - Annual Report

Section 1 - The Treasurer shall present annually to the Board of Directors a report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
2. The principal change in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
4. The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
5. The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found. This report shall be filed with the minutes of the meeting of members.

Article 13 - Notices

Section 1 - Unless otherwise provided in these By-Laws, whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, email , or by telegram, charges prepaid, to his address appearing on the books of the corporation, or, in the case of directors, supplied by him to the corporation for the purpose of Notice. If the notice is sent by mail or by telegram, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-Laws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 2 - Unless otherwise provided in these By-Laws, whenever any written notice is required to be given under the provisions of the statute or the Articles or By-Laws of this corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the

giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Article 14 - Miscellaneous Provisions

Section 1 - One or more persons may participate in a meeting of the Board or of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. However, voting at such meetings cannot be accompanied by such communications equipment or by proxy.

Section 2 - The fiscal year shall begin the first day of January each year.

Article 15 - Amendments

Section 1 - The By-Laws may be adopted, amended or repealed by an affirmative vote of two-thirds of all of the members of the Board at any regular or special meeting duly convened after notice to the members of the Board of Directors of that purpose. Further, the Board of Directors at any regular Board meeting may amend the By-Laws of this corporation provided such amendments do not exceed statutory authority as set forth in Section 7504 (b) of the Nonprofit Corporation Law.

Article 16 - Liability of Directors and Indemnification of Directors, Officers and Employees

Section 1 - Any director of the association shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless:

1. The Director has breached or failed to perform the duties of his office under 42 Pa. C.S.A. 8363 (relating to standard of care and justifiable reliance); and
2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 2 - The association may indemnify each person who is or was a trustee, director, officer or employee of the association, or of any other association which he served as such at the request of the association, against any and all liability and reasonable expenses that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the association or such other association or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he may become involved, as a party or otherwise, by reason of his being or having been a trustee, director, officer or employee of the association or of such other association, or by reason of any past or future action taken or not taken in his capacity as such trustee, director, officer or employee, whether or not he continues to be such at the time such liability or expense is incurred, unless it is determined by a court

that the act or failure to act, giving rise to the claim for indemnification, constitutes willful misconduct or recklessness. As used in this Article, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgements, fines, or penalties against, and amounts paid in settlement by, a trustee, director, officer or employee, other than amounts paid to the association itself or to such other association served at the association’s request. The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a trustee, director, officer or employee acted willfully or recklessly, except where there shall have been a judgment rendered specifically finding that the action of conduct of such trustee, director, officer or employee constituted willful misconduct or recklessness. Furthermore, any trustee, director, officer or employee referred to in this Article who has been wholly successful, on the merits or otherwise, with respect to a claim, action, suit or proceeding of the character described herein shall be entitled to indemnification as of right. The rights of indemnification provided in this Article shall be in addition to any rights to which any person concerned may otherwise be entitled by insurance, contract or as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person. The association may advance funds on behalf of any trustee, director, officer or employee for defense referred to in this Article, providing, however, that any such advance shall only be made upon the condition that said funds so advanced will be repaid to the association in the event it is later determined that such trustee, director, officer or employee is not entitled to indemnification under this Article.

Article 17 - Prohibition on Distribution of Earnings, Dividends and Surplus to Members, Directors, Officers and Employees

Section 1 - No surplus funds or equipment or supplies, nor any dividends or earnings shall ever be distributed to any Members, Directors, Officers and/or employees, as the same would be inconsistent with the Charitable purpose of LMYA. Accordingly, all surplus of any kind will always be utilized to further the goals of LMYA.

End of Bylaws

Revisions:

- 1. Approved October 2019**
- 2. Approved February 2024, Effective March 3rd, 2024**