

*Glenmoore Eagle Youth Association
P. O. Box 164
Uwchlan, PA 19480*



**GEYA By-Laws
July 2005**

BY-LAWS OF GLENMOORE EAGLE YOUTH ASSOCIATION

ARTICLE 1 – NAME

The name of this Pennsylvania non-profit corporation shall be the Glenmoore Eagle Youth Association (hereinafter referred to as "Association").

ARTICLE 2 – OBJECTIVE

The objective of the Association shall be to engage in athletic and recreational activities for the youth, primarily within Upper Uwchlan and Wallace Townships.

ARTICLE 3 – MEMBERS

1. The members of the Association in any calendar year shall consist of any parent or legal guardian of any child registered or enrolled in any of the Association's sponsored sports in the same calendar year. There shall be only one voting member for the parents or legal guardian of any child or children registered or enrolled in any of the Association's sponsored sports. If the parents or legal guardian cannot agree upon the designated voting member, then the voting member shall be selected by lot. In addition, the Board of Directors by majority vote at any meeting may designate any individual who performs volunteer work for the Association as a "volunteer member" of the Association with all rights of membership.
2. The Board of Directors, by affirmative vote of two-thirds of all members of the Board, may suspend or expel any member for cause within the discretion of the Board after an appropriate hearing and may, by a majority of vote of those present at any regularly constituted Board meeting, suspend or expel any member who shall be in default in the payment of any amounts due the Association.
3. Membership in this Association is not transferable or assignable except that the voting member may be either parent or legal guardian of any child enrolled in the Association sponsored sport.

ARTICLE 4 - MEETINGS OF MEMBERS

1. The annual meeting of the members shall be held on the second Tuesday in October of each calendar year at 7:00 p.m. The location of the meeting shall be at the Upper Uwchlan Township Building or at such other place as designated by notice given pursuant to these Bylaws.
2. At the annual meeting of the members, the voting members shall elect the Executive Officers and Directors whose terms have expired or where a vacancy has occurred and transact such other business as may be properly brought before the meeting. Nominations for the Board of Directors may be made by any member.
3. The members shall vote for each Executive Officer in the following order: President, Vice-President, Treasurer, Secretary, President of Baseball, President

BY-LAWS OF GLENMOORE EAGLE YOUTH ASSOCIATION

of Soccer. At the conclusion of these votes, the at-large Directors shall be voted upon by the members with the individuals obtaining the highest vote totals becoming at-large Directors. Any individual not already elected to any office may be nominated for any other office or for the position of at-large Director.

4. Special meetings of the members may be called at any time by the President, the Board of Directors, or members entitled to cast at least ten percent of the votes which all members are entitled to cast at the particular meeting. It shall be the duty of the secretary to fix the time and place of the meeting which shall be held not more than forty days after the receipt of the request.
5. Transaction of business at any meeting of the members shall be by a vote of the majority of the members present at any meeting. There shall not be any specific number necessary for a quorum.
6. All voting by members for the election of a Board of Directors shall be done in person and by secret ballot.
7. In the case of a special meeting of the members, the notice shall specify the general nature of the business to be transacted. Business transacted at all special meetings shall be confined to the object stated in the notice and matters germane thereto.
8. Persons authorized or required to give notice of a meeting of members may, in lieu of any written notice of a meeting of members required to be given, give notice of such meeting by causing notice to such meeting to be officially published. Notice of any meeting of the members shall be given at least ten (10) days prior to the meeting.

ARTICLE 5 – DIRECTORS

1. The business and affairs of this Association shall be managed by its Board of Directors. The Board of Directors shall consist of the six Executive Officers and four at-large Directors. Each elected Director and Officer shall hold office for two years except as set forth below.
2. In order to be eligible to be a Director, you must also be a member of the Association. Any individual suspended or expelled as a member shall be removed from office as a Director and/or Officer.
3. In the case of vacancies, new Directors or Officers may be selected by the Board except that the Vice-president shall become the President and serve until the next annual meeting. Any vacancy in the Board other than President may be filled by a majority of remaining Board members though less than a quorum at any Board meeting and each person so selected shall serve until the next annual meeting. The Board may appoint an existing at-large Board member to fill the vacancy for any Officer except for the President and then may appoint another individual for the vacant at-large Board position. An individual elected at the annual meeting to fill a vacancy shall serve the remaining term of the Board member he/she replaced. If

BY-LAWS OF GLENMOORE EAGLE YOUTH ASSOCIATION

Directors with both one and two year terms are elected at an annual meeting, then the Directors with the greatest number of votes shall serve the two year terms.

4. A majority of the Directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business.
5. Regular meetings of the Board of Directors shall be held at such time and place as shall be designated from time to time by resolution of the Board. Meetings shall be held at a location so that any members can attend. All board meetings shall be open to all members.
6. Special meetings of the Board may be called by any three Board members with notice by mail or personally given to each Board member three days prior to the day named for the meeting.

ARTICLE 6 – OFFICERS

1. The executive Officers of the Association shall be a President, Vice President, Secretary, Treasurer, President of Baseball, and President of Soccer. They shall hold their offices until their term expires or except as otherwise set forth herein and shall have such authority and shall perform such duties as are provided by the By-Laws and as shall from time to time be prescribed by the Board of Directors.
2. The President shall be the chief executive Officer of the Association; shall preside at all meetings of the members and directors; shall have general and active management of the affairs of the Association; 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 Association. The President shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Association and 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.
3. 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 may be required from time to time.
4. The Secretary shall attend sessions of the Board and all meetings of the members and act as clerk thereof, and record all the votes of the Association and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. The secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the secretary shall be. The secretary shall keep in safe custody the corporate seal of the Association, and when authorized by the Board, affix the same to any instrument requiring it.

BY-LAWS OF GLENMOORE EAGLE YOUTH ASSOCIATION

5. The Treasurer shall have custody of the Association funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall keep the monies of the Association in a separate account to the credit of the Association. The treasurer shall disburse the funds of the Association 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 transactions as Treasurer and of the financial condition of the Association.

ARTICLE 7 - INDEMNIFICATION AND LIMITATION OF PERSONAL LIABILITY

1. The Association shall indemnify each of its Directors, Officers, and volunteers whether or not then in service as such (and his or her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a Director, Officer or volunteer of the Association. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Association for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duty as director. Officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of their duties. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such director, Officer or employee may be entitled.
2. A director of the Association shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:
 - a. The director has breached or failed to perform the duties of his or her office as defined in 15 Pa.C.S.A. §512 and
 - b. The breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, state or Federal law.

ARTICLE 8 - MISCELLANEOUS PROVISIONS

1. The fiscal year of the Association shall be determined by the Board of Directors.
2. These Bylaws may be amended or repealed, or new by laws may be adopted, by vote of a majority of the members at any regular or special meeting. Such

BY-LAWS OF GLENMOORE EAGLE YOUTH ASSOCIATION

proposed amendment, repeal or new Bylaws, or a summary thereof, shall be set forth in any notice of such meeting.

3. Every member shall, upon written demand stating the purpose thereof, have a right to examine, 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.
4. The Board of Directors shall present annually to the members a report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the financial condition and transactions of the Association.
5. The conduct and rules of any meetings shall be determined by the Board of Directors.
6. Upon the dissolution of the Association, the Board of Directors or governing staff shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all the assets of the organization in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors or governing staff shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes.
7. The Association, the Board of Directors or governing staff, may grant confidential financial assistance to those for whom the registration fees present a financial burden. This will be done at the discretion of the Association on a case by case basis dependent upon the specific circumstances of each case.