

BYLAWS OF KEYSTONE NATIONALS

ARTICLE I — NAME AND PURPOSE

Section 1 — *Name:* The name of the organization shall be **Keystone Nationals**. It shall be a nonprofit organization incorporated under the laws of the State of Pennsylvania

Section 2 — *Purpose:* **Keystone Nationals** is organized exclusively for fostering amateur baseball.

ARTICLE II — MEMBERSHIP

Section 1 — *Membership:* Membership shall consist of the board of directors, coaches, and all parents of active Nationals players.

ARTICLE III — MEETINGS

Section 1 — *Annual Meeting:* The date of the regular annual meeting shall be determined to be the November monthly meeting. The purpose of the Annual Meeting will be to elect Board Members and conduct regular monthly business.

Section 2 — *Monthly meetings:* Will be held at a time and place to be determined by the board.

Section 3 — *Special Meetings:* Special meetings may be called by the President or one-third of the board.

Section 4 — *Meeting Notice:* Notice of each monthly meeting shall be posted on the website prior to the meeting.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — *Board role, size, and compensation:* The board of directors is made up of 4 executive officers (*President, Vice-President, Secretary, and Treasurer*) and up to 9 other Board Members. The board is responsible for overall policy and direction of the organization, and will delegate the responsibility of day-to-day operations to the staff and committees when necessary. No member of the Board shall receive any form of monetary compensation for sitting on the Board and holding a Board position.

Section 2 — *Terms:* All Board Members shall serve two-year terms and are eligible for re-election. The four (4) executive officers (*President, Vice-President, Secretary, and Treasurer*) shall be elected in alternate years. The President and Secretary shall be elected at the Annual meeting in odd number years and the Vice-President and Treasurer shall be elected at the Annual meeting in even number years.

Section 3 — *Board elections:* Election of new Board Members and/or re-election of current Board Members will occur as the first item of business at the annual meeting of the corporation. Board Members will be elected by a majority vote of the current Board Members. Board Members so elected shall serve a term beginning with the next monthly meeting.

Section 4 — *Quorum:* A quorum must be attended by at least forty percent of Board Members for elections, business transactions to take place, and motions to pass.

Section 5 — *Officers and Duties:* There shall be four officers of the board, consisting of a president, vice-president, secretary, and treasurer. Their duties are as follows:

The President shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president/secretary, treasurer.

The Vice-President shall assume the duties of the president in the event of absence, incapacity, resignation, or removal of the president.

The Secretary shall be responsible for keeping records of board elections, board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each board meeting. The treasurer assists in the preparation of taxes and tax filing, preparation of the budget, help develop fundraising plans, and make financial information available to Board Members and the public. The treasurer will also oversee each team's fund management and make all necessary fund transfers among team accounts in order to keep the Organization fiscally solvent.

Section 7 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present Board Members. These nominations shall be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 8 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary. A board member may be terminated from the board due to excess absences, more than three unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining Board Members.

Section 9 — Termination of coaches: Coaches may be placed on probation for actions unbecoming a Keystone National. Following a probationary period to be determined by the Board, a coach may be removed by a majority vote of the Board. Fiscal mismanagement or any criminal act is cause for immediate dismissal.

ARTICLE V — COMMITTEES

Section 1 — Types and Creation: The Board may create committees as needed, such as fundraising, uniforms, tournaments etc.

Section 2 — Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3 — Finance Committee: The Treasurer is chair of the Finance Committee, which includes three other Board Members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board Members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be September 1st through August 31st. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the Board Members and the public.

ARTICLE VI -- FINANCES / PLAYER REGISTRATION

Section 1 — Team Accounts: Each team will have a bank account established for them through the Organization. At no time will a team create a separate, private account. All account transactions must be documented and receipts given to the Organization's Treasurer. A form will be distributed by the treasurer for all teams to report their account activity.

Section 2—Team Administrator: Each team will establish an "administrator" to act as the treasurer for said team. This person will be responsible to keep accurate records of all team transactions and report them using the form developed by the Treasurer at the frequency communicated by the Treasurer. If the team administrator fails to follow the guidelines established by the Treasurer and Board, said administrator may be terminated from the Nationals. In addition, the funds for that team may be frozen or transferred by the treasurer or board until the account is brought up to date.

Section 3 — Coaches Compensation: No coach will receive payment from player paid fees for their coaching duties. The head coach may submit receipts to the treasurer for reimbursement for reasonable hotel expenses and fuel for travel to overnight tournaments. Fundraising by a team to cover such expenses will be allowed if pre-approved by the Board of Directors and the parents of said teams. All team funds must be used for the benefit of the players.

Section 4 — Facility Fee: Each National's player will be charged a monthly facility use fee. The amount of such fee will be established by the Board of Directors and it is currently set at \$30. If a family (family defined as a household) has more than one player in the organization then the monthly fee will be reduced for each family member by 1/3 rounded up to the

nearest whole dollar. (Example- 3 children = \$60 (\$20 from each player)) This fee will be collected by each individual team and will be used toward the teams' overall monthly facility fees.

Section 5 – Organizational Fees: Each National's player will also be assessed a yearly fee which will consist of a player's portion of the Organization's insurance costs, tax preparation fees, treasurer's fee, PO box fee, website management fees, and any other expenses occurred by the Board. The actual amount will be calculated by the Board and enacted the first day of the new fiscal year.

Section 6 – Team Fees: Each team will establish the cost per player per team based on the number of tournaments and the cost of each tournament, player uniforms (if applicable), AAU fees, and equipment expenses.

Section 7 – Fundraising: Fundraising by teams is permitted and encouraged. The Organization has the right to fundraise as well to meet expenses not covered through organizational fees and facility fees. If the Organization has a fundraiser, families (as established in prior section) will have a reduced rate of required participation. The most one family will be required to participate is 33% over the required participation of one player. (Example each player must generate \$75 in profit, a family will generate \$100). Individual teams must receive Organizational approval for fundraisers using the form provided.

ARTICLE VII — MULTIPLE TEAMS AT ONE AGE LEVEL

Section 1 — Seasons defined: The AAU defines the year as September 1 of a given calendar year to August 31 of the next calendar year. The Keystone Nationals will break this time slot into two seasons. Fall season will cover September through December. The Spring/Summer season will cover January through August. Teams playing at any time during the fall season will be responsible for Facility Fees outlined in Section 4 for the entire period of September 1st through December 31st. Teams playing at any time during the spring/summer season will be responsible for Facility Fees and Organizational Fees as outlined in Sections 4 and 5 for the entire period of January 1st through August 31st.

Section 2 — Multiple Teams at one age level: The Keystone Nationals are open to having multiple teams at the same age level for age groups before high school. However, multiple teams at the same age level will only be considered if the Organization is approached by a viable coach and at the time of tryouts, there is a minimum of 9 players of Nationals quality that are not currently on an existing Nationals team.

Section 3 — Switching teams: No Nationals player will be allowed to switch teams during the season unless both teams' coaches are involved in and agree with the movement of the player.

Section 4 — Current roster: It is suggested that coaches meet with their players and parents to discuss the players' status with the team for the upcoming season prior to any tryout to establish the "current roster" for the upcoming season. At this time coaches may extend invitations to current players thus avoiding the tryout procedure for current players invited to and accepting to be on the team.

Section 5 — Recruiting: If a Nationals team has open spots on its roster, the coach has the opportunity to bring in new players through personal contact/recruiting without the need for these players to go through the draft.

Section 6 — Try outs: a joint tryout will be held to fill any remaining open roster spots for all teams at one age level at an agreed upon time by the age level coaches. A system of a draft will be established for non-National players and released Nationals players to establish rosters for each team. The system will be established by the coaches and the Board of Directors. Current Nationals players may try out for any other Nationals team at the conclusion of a season (see season defined above). Before any current Nationals player can try out for another Nationals team, the coaches of said teams should discuss the possible movement of the player so that there is no secrecy in the tryout. If a Nationals player wishes to try out for another team there is no guarantee of making the new Nationals team, nor is there a guarantee of returning to the former Nationals team.

Section 7 — Swing players: Current Nationals players can play for another Nationals team to fill in when the other team is short players for a game/tournament only if the coaches for both teams agree.

ARTICLE VIII — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on _____

Secretary

Date

AMENDMENT

Upon the dissolution of the organization, the Board of Directors 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 under section 501©3 of the Internal Revenue code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of directors 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.

CERTIFICATION

These amended bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on June 4, 2014

Secretary

Date