

**WESLEY CHAPEL ATHLETIC ASSOCIATION
BY-LAWS**

Article One - Authority

These By-Laws are enacted in compliance with Chapter 617, Florida Statutes in order to regulate the affairs and conduct of the Wesley Chapel Athletic Association ("WCAA").

Article Two - WCAA Constitution

The WCAA Constitution adopted July 16, 2000, together with any subsequent amendments thereto is hereby incorporated by reference in its entirety in this Article Two. In the event that any succeeding provision of these By-Laws conflicts with the WCAA Constitution, then the conflicting By-Law shall be invalid.

Article Three - Identification

Section 3.01: **Principal Office.** The address of the principal office of this Corporation shall be 5450 County Road 581, Box # 304, Wesley Chapel, FL, 33544. This Corporation may conduct its business from such address or addresses as shall be designated by the General Board of Directors.

Section 3.02: **Fiscal Year.** The fiscal year of the corporation shall be the Calendar Year.

Article Four - Meetings of Participating Members

Section 4.01: **Time and Purpose.** The annual General Meeting of the Participating Members of this Corporation shall be held each year no later than September 30th at a place designated by the Executive Board of Directors for the purpose of choosing the elected positions of the Executive Board and the General Board of this Corporation, and for the transaction of such other business as may come before the meeting.

Section 4.02: **Notice of Annual General Meeting.** Notice of the time and place of each Annual General Meeting shall be posted on the WCAA website no less than 30 days prior to the date of the meeting.

Section 4.03: **Voting.** In the election of Executive Board Members and the General Board Members at the Annual General Meeting, the Participating Members of this Corporation shall have those voting rights set out in the WCAA Constitution.

Section 4.04: **Special Meetings.** Special Meetings of the Participating Members of the Corporation may be called upon the written petition of 150 Participating Members of this Corporation, stating thereon the purpose or purposes of the meeting, which petition shall be delivered to the Secretary of this Corporation. Special Meetings shall be held at such time and place as shall be designated by the Executive Board of Directors.

Section 4.05: **Notice of Special Meetings.** Notice of any Special Meeting shall be given in the manner set forth in Section 4.02.

Section 4.06: **Rules.** All meetings of the Participating Members of this Corporation shall be conducted in accordance with the most recent version of Robert's Rules of Order.

Article Five - Board Members

Section 5.01: **Number.** The Executive Board of Directors shall consist of no less than 4 and not more than 8 Board Members. The General Board of Directors shall consist of no less than 5 Board Members.

Section 5.02: **Participating Members Defined.** Adult playing members registered in any WCAA sport; parents or legal guardians of a playing member registered in any WCAA sport; registered volunteers in any WCAA sport or committee; and registered coaches or assistant coaches of any sport or committee who has been registered within two years of the date in question.

Section 5.03: **Board Member responsibilities.** Board Members will be required to perform duties as directed by the WCAA Constitution, by these By-Laws, by General Board of Directors and by the Executive Board of Directors. Failure to comply with these responsibilities can be considered neglect of the position. These responsibilities include but are not limited to:

- a. Attend no less than one regular meeting of the General Board of Directors, as defined in these By-Laws, per fiscal quarter of the fiscal year as defined in these By-Laws.
- b. Submit budgets to the General Board of Directors as required in these By-Laws.
- c. Maintain fiscal responsibility of their Sport or Operation as required by the Treasurer.
- d. Convene regularly scheduled committee meetings of committees filled with members as required in these By-Laws and submit the schedule and the minutes of these committee meetings to the Secretary.

Article Six - Board of Directors Meetings

Section 6.01: **Annual Meeting.** The Annual General Meeting of the Association shall be held no later than September 30th. At each such meeting, the Participating Members of the Association, as defined in these By-Laws, shall elect Executive Board and General Board Members. The General Board of Directors may transact such other business as shall come before it. Notice of the time and place of each Annual General Meeting shall be posted on the WCAA website no less than thirty (30) days prior to the date of the meeting.

Section 6.02: **Regular Meetings.** The General Board of Directors shall hold at least four (4) regular meetings throughout the year on such dates and at such places as shall be set by resolution of the General Board of Directors. All regular meetings of the General Board of Directors shall be open to the public and to all Participating Members of this Association, subject to space availability. Public or Participating Members participation in the meeting shall be at the discretion of the General Board of Directors and subject to such reasonable restrictions as the General Board of Directors shall impose. A quorum for a regular meeting of the General Board of Directors meeting will constitute either a simple majority of the General Board of Directors holding office or one-half of the Executive Board of Directors holding office plus one-third of General Board of Directors holding office that are not Executive Board of Directors Members in attendance.

Article Six – Board of Directors Meetings (continued)

Section 6.03: Executive Board Meetings. The Executive Board of Directors shall hold at least four (4) regular meetings throughout the year on such dates and at such places as shall be set by resolution of the Executive Board of Directors. All meetings of the Executive Board of Directors shall be open to the public and to all Participating Members of this Association, subject to space availability. Public or Participating Members participation in the meeting shall be at the discretion of the Executive Board of Directors and subject to such reasonable restrictions as the Executive Board of Directors shall impose. A quorum for a meeting of the Executive Board of Directors meeting will constitute a simple majority of the Executive Board of Directors.

Section 6.04: Special Meetings. Special meetings of the General Board of Directors or the Executive Board of Directors may be requested at any time by any Executive Board Member. Notice of the time and place of the Special Meeting shall be sent by email to all effected Board Members. A quorum for a Special Meeting will be the same for regular meetings of that Board of Directors as noted in these By-Laws.

Section 6.05: Agenda. The Secretary shall prepare an agenda for each meeting of the General Board of Directors. In preparing the agenda, the Secretary shall solicit items from all other General Board Members for inclusion on the agenda. The agenda for each regularly scheduled meeting of the General Board of Directors shall be delivered by e-mail to each General Board Member not later than two (2) days prior to the date of the meeting.

Section 6.06: Rules. All meetings of the General Board of Directors shall be conducted in accordance with the most recent version of Robert's Rules of Order.

Section 6.07: Action Without A Meeting. The President of the Association, may, at his/her discretion, take any action required without a meeting if all of the General Board of Directors, are notified in writing, email or teleconference of the action, and the requisite majority of the General Board of Directors assent in writing, voice vote or by email to the action taken or to be taken. In any case where a Board Member cannot be contacted, after reasonable attempts to do so, the non-response shall be considered and recorded as an abstention vote to the action to be taken. In any case requiring a vote where a Board Member has been contacted, but the Board Member or the Committee member, as the case may be, chooses not to vote on the matter at hand, the non-response shall be considered and recorded as an abstention vote to the action to be taken. The fact that a Board Member who was not able to be contacted is deemed to have abstained shall not preclude that Board Member from bringing a motion for reconsideration at a subsequent meeting.

Section 6.08: Voting. If at any meeting of the General Board of Directors less than a quorum is present, no business may be transacted until such time as a quorum is achieved. The taking of any action will require the affirmative vote of a majority of the Board Members present at any meeting at which a quorum is present, unless the act of a greater number of Board Members is required either by law, by the Constitution, or by the By-Laws. The President shall not vote on any issue before the General Board of Directors except to resolve a tie vote; however the President does have the right to bring a motion before the General Board of Directors for discussion or vote.

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Article Seven - Committees

Section 7.01: Delegation of Powers. The General Board of Directors may delegate its authority to one or more Committees who shall have such authority as the General Board of Directors may designate. The actions of any such Committee shall be subject to the approval of the General Board of Directors. But any action taken by any Committee so constituted shall be binding on the Association as to any third parties who may have relied upon the Committee's actions.

Section 7.02: Standing Committees. The Standing Committees of this corporation shall be the Executive Board of Directors; a Finance Committee; a Sport Committee for each operating Sport; an Election Committee; and such Ad hoc committees as may be designated by the General Board of Directors.

Section 7.02.a: Executive Board of Directors and responsibilities. The powers of the General Board of Directors may be exercised by the Executive Board of Directors as stipulated in the Constitution. The General Board of Directors at any of its meetings may overrule any action taken by the Executive Board of Directors, noting, however, that any action duly taken by the Executive Board of Directors within the course and scope of its authority shall still be binding on this Association as to third parties who have relied thereupon.

- i. The Executive Board of Directors shall have such powers, perform such duties, and observe such restrictions as the General Board of Directors may delegate to it from time to time, as well as those duties, and powers noted in these By-Laws.
- ii. The Executive Board of Directors shall decide all issues and take all actions only by affirmative vote of a majority of its members, unless otherwise directed by these By-Laws, and will determine its rules and procedures in a similar manner.
- iii. The Executive Board of Directors may conduct its meetings by telephone or internet conference call and may take action without any meeting.
- iv. The Executive Board of Directors shall keep a written record of its meetings and shall report its actions within seven (7) days thereof to the General Board of Directors.

Section 7.02.b: Finance Committee and responsibilities. The Treasurer shall be the Chair of the Finance Committee which will be made up of the Executive Board of Directors and those members appointed to the Finance Committee at the discretion of the Treasurer. The Finance Committee will perform the following duties:

- i. Be responsible for the review of all budget submission and approval of same.
- ii. Ensure that all appropriate corporate and tax filings are completed.
- iii. Meet at least quarterly for the purpose of reviewing and reconciling accounts.
- iv. Other duties as may be required to ensure the proper controls and procedures are in place to protect the financial status of the WCAA.

Section 7.02.c: **Sport Committees and responsibilities.** Each sport will have its own committee as designated by the Director of the Sport.

- i. Sport Committees will be composed of the following Administrative and non-Administrative positions. Administrative positions are required to be filled; non-Administrative positions are optional. Directors will not be limited to the number of Administrative Committee Positions listed in 7.02.c.i.a, but must request approval from the General Board of Directors to increase that number of Administrative Committee Positions.
 - a. Administrative Committee Positions: Sport Director (non-voting unless there is a tie), Sport Assistant Director, Sport Treasurer, Sport Secretary, Sport Volunteer Coordinator.
 - b. non-Administrative Committee Positions: Committees may also but are not required to include non-administrative positions which are appointed by and serve at the discretion of the Sports Director.

Section 7.02.d: **Election Committee and responsibilities.** This committee will be made up of no less than three and no more than five members. Committee members to be determined by a majority vote of the Executive Board of Directors not less than 90 days before the Annual General Meeting and will dissolve immediately after the Annual General Meeting. The Election Committee will consist of at least two Executive Board Members and at least one General Board Member. None of the members of the Election Committee are permitted to be running for office in the election the committee is charged to administrate. The Election Committee will perform the following duties:

- i. No later than 90 days prior to the Annual General Meeting, send to the General Board of Directors via email and submit to be posted to the WCAA website a list of all General Board of Directors and Executive Board of Directors positions whose term has expired.
- ii. Accept nominations delivered by written petition to the Secretary at least sixty (60) days prior to the Annual General Meeting from any Participating Member for positions open for election at the next Annual General Meeting.
 - a. Confirm that nominations for Executive Board Members will only be accepted for individuals that have served no less than twelve (12) months on the General Board of Directors.
 - b. Confirm that nominations for General Board Members will only be accepted for individuals that have served the lesser of either no less than two (2) seasons or no less than twelve (12) months in an Administrative position on a WCAA Committee.
 - c. Confirm that nominees have not, within the two years preceding the election, been suspended from participation as a Volunteer of the Association by the Executive Board of Directors, the General Board of Directors, or any Committee pursuant to the Conflict Management and Disciplinary Policy adopted by the General Board.

Article Seven – Committees (continued)

- d. Confirm that nominees have been accepted as Volunteers for the Association by submitting an application for and receiving a cleared background check.
 - e. Confirm that nominees have submitted all necessary personal information regarding the nominee including, but not limited to, their full name, current address, cell phone number, email address, a description of the nominee’s activities related to the WCAA sports and committees, and the names of at least two (2) persons that can confirm their participation with the WCAA as required for the position they are nominated.
- iii. No less than forty-five (45) days before the Annual General Meeting, deliver the final slate of nominees to the General Board of Directors via email and submit it to be posted to the WCAA website.

Article Eight - Officers

Section 8.01: **Officers.** As prescribed by the Constitution of the Association, the Officers of this Corporation shall be the President, Vice President, three (3) Assistant Vice Presidents, Treasurer and Secretary who shall be elected by the Participating Members.

Section 8.02: **President.** The President shall be the Chairman of the General Board of Directors and shall have the following responsibilities subject to the control of the General Board of Directors.

- a. Preside at the Annual General Meeting and at all meetings of the General Board of Directors and the Executive Board of Directors.
- b. Oversee the operation and management of this Corporation.
- c. Ensure that all orders and resolutions of the General Board of Directors are carried into effect.
- d. Execute all contracts on behalf of this Corporation.
- e. Appoint all committees and commissions of this Corporation, subject to the approval of the General Board of Directors.
- f. Serve as an ex-officio member of all committees.
- g. Perform the general powers and duties usually vested in the office of the President of a non-profit organization.
- h. Render the President's Annual Report covering the activities of this Corporation for the twelve months proceeding the date of the Annual General Meeting to the Members at each such meeting.
- i. Exercise such other powers and duties as may be prescribed by the Constitution and By-Laws or the General Board of Directors.

Article Eight - Officers (continued)

Section 8.03: **Vice President.** The Vice President of the Corporation shall have the following responsibilities and duties.

- a. Shall assist the President in the performance of their duties and shall perform such other duties as may be assigned from time to time by the President or the General Board of Directors.
- b. Shall have the powers and shall exercise the duties of the President whenever the President, by reason of illness or other disability or absence, is unable to act.
- c. Shall maintain an oversight of the committee structure and progress of assigned committees, and to report regularly on these matters to the President.

Section 8.04: **Assistant Vice President.** The Assistant Vice President of the Corporation shall have the following responsibilities and duties.

- a. Shall assist the President and the Vice President in the performance of their duties and shall perform such other duties as may be assigned from time to time by the President or the General Board of Directors.
- b. Shall have the powers and shall exercise the duties of the President whenever the President and the Vice President, by reason of illness or other disability or absence, is unable to act.
- c. Shall maintain an oversight of the specific Sports, Sports Committees, and Sports Directors and progress of assigned specific Sports, and to report regularly on these matters to the President.
- d. Shall conduct regular meetings with the Sports Directors of the assigned specific Sports and to report regularly on these meetings to the President.

Section 8.05: **Secretary.** The Secretary of this Corporation shall have the following responsibilities and duties.

- a. Shall be the custodian of and shall maintain the records of this Corporation and shall be the recorder of this Corporation's formal actions and transactions.
- b. To record or see to the proper recording of the Minutes and transactions of all meetings of the General Board of Directors, and to maintain separate Minute Books at the principal office of this Corporation or such other place as the General Board of Directors may order.
- c. Maintain at the principal office of this Corporation a list of all General Board and Executive Board Members of this Corporation.
- d. To maintain at the principal office of this Corporation for inspection or distribution the Constitution, the By-Laws, the Policy Decisions of the Board, and the Organizational Rules of this Corporation.
- e. To serve all notices of this Corporation required by law, the Constitution or these By-Laws.

Article Eight - Officers (continued)

- f. Maintain at the principal office of this Corporation a record of all correspondence sent by or received by this Corporation.
- g. To perform such other duties as may be assigned from time to time by the General Board of Directors or the President.

Section 8.06: Treasurer. The treasurer of this Corporation shall have the following responsibilities and duties:

- a. To keep and maintain open to inspection by any Board Member at all reasonable times the full, adequate, and correct accounts of receipts and disbursements of the Corporation.
- b. To have the care and custody of the funds of this Corporation and deposit the same in the name and to the credit of this Corporation such depositories as the General Board of Directors may designate.
- c. To insure that all checks, drafts, notes and orders for the payment of money, as required in the business of this Corporation, are properly drafted.
- d. To provide a financial report in writing to the General Board of Directors at each of its meetings.
- e. To provide a financial report on an annual basis at the Annual General Meeting.
- f. To maintain all budgets for this Corporation for each of its fiscal years.
- g. To serve as the Chair of the Finance Committee.
- h. To have such other powers, duties and authorities as may be set forth and prescribed by the General Board of Directors or the President from time to time.

Article Nine - Budgets

Section 9.01: Executive Board of Directors Responsibilities. The Executive Board of Directors shall have the responsibility to approve budgets for sports, committees, and/or operations as required by the General Board of Directors. Budgets may be approved by a majority vote of the Executive Board of Directors at any meeting of the General Board of Directors, at any meeting of the Executive Board of Directors, or by email vote of the Executive Board of Directors as directed by these By-Laws.

Section 9.01.a: Seven Days of Review. The Executive Board of Directors will not vote to approve any budget until seven (7) days after any budget has been submitted to the General Board of Directors for review.

Section 9.01.b: General Board of Directors Recommendations. The Executive Board of Directors will not vote to approve any budget until after considering all recommendations as submitted by the General Board of Directors to the Treasurer within the seven (7) days as noted in Article Nine, Section 9.01a.

Article Nine - Budgets (continued)

Section 9.01.c: **Finance Committee Approval.** The Executive Board of Directors will not vote to approve any budget until after the Finance Committee has submitted approval for said budget.

Section 9.02: **Director Responsibilities.** No later than 30 days prior to the start of registration for their Sport and in a format which is approved by the Treasurer, Directors shall have the responsibility to present to the General Board of Directors their proposed budgets as approved by their Sport Committee.

Article Ten - Indemnification

This Corporation shall to the maximum extent permitted by law indemnify each member of its General Board of Directors and its Officers and any other key employees against expenses, judgments fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was acting as an agent of this Corporation and shall advance to such persons' expenses incurred in defending any such proceeding to the maximum extent permitted by the law.

Article Eleven - Amendment

These By-Laws may be amended by a 2/3 majority vote of all Board Members in attendance at a meeting a meeting at which a quorum is present.

Article Twelve - Effective Date; Repealer

These By-Laws shall be effective upon the affirmative vote of 2/3 of the members of the General Board of Directors present and voting at the meeting at which they are presented. Any subsequent amendments of the By-Laws and adoption thereof will repeal any prior By-Laws.

Article Thirteen - Dissolution of Corporate Assets

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed to one or more community youth sports development associations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its associated Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government for public purposes.

Article Fourteen – No Discrimination

In no circumstances shall WCAA discriminate on the basis of race, gender, creed, national origin or sexual orientation.

ADOPTED BY
THE GENERAL BOARD OF DIRECTORS
OF THE
WESLEY CHAPEL ATHLETIC ASSOCIATION
ON
September 16, 2013