

EAST RIDGE ATHLETIC ASSOCIATION

EXECUTIVE BOARD BYLAWS

Last updated - August 10, 2025

ARTICLE I - MISSION AND PURPOSE

MISSION: Our mission is to support athletes who live within the East Ridge High School boundary in developing sport and teamwork skills. We strive to create a positive environment for East Ridge players to learn, grow and develop as individuals and athletes.

PURPOSE: The purpose of the East Ridge Athletic Association (hereinafter “ERAA”) shall be to promote and operate athletic programs for youth residing within the boundary and attendance area of East Ridge High School, Independent School District 833. Deviation from the eligibility area will require approval by the Sport Board Director and reviewed by the Executive Board of Directors (hereinafter “Executive Board”). ERAA is organized exclusively for charitable purposes with the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE II - ELIGIBILITY, MEMBERSHIP, AND VOTING

SECTION 1: ERAA Eligibility ERAA generally serves those athletes that reside or attend a school within the East Ridge High School attendance boundary. Athletes who do not meet these criteria but still wish to participate in ERAA programs will be considered on a case-by-case basis with each Sport Board Director (or appropriate officer therefore), with such exceptions being communicated to, and documented by, the Executive Board. You may check your address for the boundary map [HERE](#).

SECTION 2: Grandfathering or Special Clause for Boundary adherence exceptions

This clause provides guidelines for exceptions to boundary adherence requirements for board members, players, and sports programs under specific circumstances; ensuring a smooth transition and continued participation in ERAA.

2.1: Board Members Completing Their Term: Board members who were duly elected or appointed to their position prior to the adoption of boundary adherence policies or prior to moving are permitted to complete their current term, even if they or their family members no longer reside within the prescribed boundaries. This exception is valid only for the duration of the existing term, after which compliance with current boundary requirements will be mandatory for any subsequent terms and will need voting approval by the Executive Board.

2.2: Sports Not Offered in Neighboring Cities: If a particular sport or program is not offered within a player's home city or neighboring municipalities, the player may be granted an exception to participate in the association's programs, regardless of residency. This exception applies only to the specific sport not available elsewhere, and players must meet all other eligibility requirements of the association with approval from the Sport Director.

2.3: Special Exceptions: The Board of Directors reserves the right to grant special exceptions to the boundary adherence requirements in cases where extenuating circumstances justify deviation from the standard policies. Requests for special exceptions must go through the Sport Director and will be reviewed on a case-by-case basis. Any exceptions granted under this provision must be documented and justified in the sport board's official records.

2.4: Review and Renewal of Exceptions: All exceptions granted under this clause will be subject to review by the Executive Board of Directors. The Executive Board may renew, modify, or revoke exceptions based on changes in circumstances, compliance with association policies, and the best interests of the association.

SECTION 3: Membership

Any adult individual shall be considered an organization member with voting rights by payment(s) made of any annual membership fee and/or sports program registration fee(s) as determined by the Executive Board. The program year will be defined as sports commencing January 1 and terminating on December 31 of each year/season. The right of a sustaining member will be to vote at any general membership meeting called in accordance with the bylaws.

SECTION 4: Voting Rights

4.1: Eligibility: Each Family/Guardian unit is eligible for two votes (one per individual) on matters requiring membership input, provided they are in good standing with the organization (e.g., no outstanding fees, compliance with organization rules). A Family/Guardian Unit consists of one or more adults (18 years or older) who are the legal guardians or parents of the registered child(ren).

4.2: Registration: To exercise voting rights, a Family/Guardian Unit must have at least one child registered and actively participating in the organization's programs. The organization must maintain an up-to-date list of eligible Family/Guardian Units.

4.3: Voting Procedures: Each Family/Guardian Unit is entitled to two votes, regardless of the number of children participating in the organization's programs. Voting may be conducted during general meetings or special meetings. Governance and Compliance Director (or Executive board designee) may attend the voting procedures as needed or as the sport sees fit to collect and count votes along with the Sport Director. Absentee ballots accepted from Sports Board members via ERAA email to Governance and Compliance Director will be accepted for one week prior to voting. There shall be two, 1-hour voting sessions available for the vote. If there are no opposing candidates for any general membership voted in position; a vote is not mandatory.

4.4: Good Standing: A Family/Guardian Unit must be in good standing to vote, which means they have fulfilled all financial obligations and adhered to the organization's code of conduct.

4.5: Representation: For a Family/Guardian Unit to vote, a designated adult member must be present at the meeting or participate in the voting process in person as per the bylaws.

4.6: Definition of Family/Guardian Unit: A Family/Guardian Unit is defined as the primary caregivers (parents, legal guardians) of a child or children registered and actively participating in the organization. A split family is still defined as one unit and the two votes would need to be shared between the households. This may require coordination between parents/guardians on how to cast their votes.

ARTICLE III - EXECUTIVE AND SPORT BOARD OF DIRECTORS

SECTION 1: Board Membership

The Executive or Sport Board (hereinafter "Board" when pertaining to both) shall consist of up to eighteen (18) members. The Executive Board will include five (5) elected Officers and one elected Sport Director from each ERAA-sponsored sport. If a Sport Director vacancy remains open for at least three months, the elected Officers of the Executive Board will appoint or approve a new Sport Director for the remainder of the current term. All Executive Officers of the Executive Board and Sport Directors will be voting members of the Executive Board.

Any Board may additionally include certain non-voting members appointed by the elected Board members, such as Facilities and Marketing Coordinator roles. All voting members of a board help guide the organization by making decisions on strategy, policies, and governance within their board; they attend meetings and vote on key issues.

The term for all Board positions will be two years. Each person elected or appointed to a position shall assume office upon election or appointment and shall serve until a successor is chosen. Any vacancy shall be filled by a Board appointment by the Officers of the Board. The person appointed to fill the vacancy shall fill that vacancy on the Board only for the balance of the regular term for the position. Such a person may then be elected for an appropriate full term. Each person elected or appointed to a position shall assume office upon election or appointment and shall serve until a successor is chosen.

The Executive Board will be responsible for all decisions made on behalf of the organization in the interim between membership meetings.

SECTION 2: Removal of a Board Member

A Board member may be removed for failing to carry out expected duties or conduct detrimental to ERAA. In order to remove an Executive Board member, a written complaint must be presented to the Officers of the Executive Board. The complaint will be reviewed and investigated by the Officers of the Executive Board. If sufficient justification, a hearing before the full voting Board will be held. In order to remove a Sport Board member, a written complaint must be presented to the Director of the Sport. The vote of simple majority of the Board is required for the dismissal of a board member. A Board member may also be dismissed without a written complaint for three (3) unexcused board meeting absences within a membership year.

Unexcused is defined as, not announced prior to the meeting of their absence or due to extenuating circumstances i.e. illness, emergency, injury.

The aforementioned removal directive also applies to Sport directors, Sport board members, coordinators and coaches, as well as others as deemed necessary by the Executive Board.

SECTION 3: Resignation

Any Board member may resign at any time by giving written notice to the Officers of the Executive Board for Executive Board members, or the Sport Director. The resignation will take effect on the date agreed upon by the affected Board member and Officers.

ARTICLE IV - ELECTED OFFICERS

SECTION 1: Number

The Officers of the Executive Board shall consist of five (5) elected individuals: President, Vice President, Secretary, Treasurer, and Governance and Compliance Director. The Officers of the Sport Boards shall consist of a Director (President), Assistant Director (Vice President), Secretary, Treasurer.

SECTION 2: Election and Term of Office

The Officers of the Board of the organization shall be elected by the general membership. Board members must reside within the attendance boundaries of East Ridge High School or have a child in the East Ridge High School attendance area. Any exceptions to this must be presented to the Executive Board and a majority vote be held for approval. They must also be in good standing with the association which means they have fulfilled all financial obligations and adhered to the organization's code of conduct. Board Officers will be staggered for each election year on a rotating basis. Effective with the board election or appointments in 2024, the initial expiration of terms of office (not tenure) for the following positions shall be as set forth hereafter. Officers currently serving may continue their term to the date below or resign whereby a new appointment will be made to fill the vacancy.

- **President:** 2025 and odd years following (2027, 2029, 2031, etc)
- **Vice President:** 2024 and even years following (2026, 2028, 2030, etc)
- **Secretary:** 2024 and even years following (2026, 2028, 2030, etc)
- **Treasurer:** 2025 and odd years following (2027, 2029, 2031, etc)
- **Governance and Compliance Director:** 2024 and even years following (2026, 2028, 2030, etc)

All Sports are required to have documentation of their board roles, voting status, and job descriptions outside of the four required officer roles: Director, Assistant Director, Secretary, and Treasurer.

SECTION 3: Removal

Any Officer or agent elected or appointed may be removed from office by a majority of the Board whenever, in its judgment, the best interests of the organization will be served thereby. The process to remove a Board member will follow Article III, Removal of a Board Member.

SECTION 4: Resignation

Any Board Officer may resign at any time by giving written notice to the President or Director of the Sport Board. If the President or Director is the Officer resigning, he or she must provide written notice of their desired resignation to the Vice President. The resignation will take effect on the date agreed upon by the affected Executive Board Officer and President or Vice President, as appropriate.

SECTION 5: Vacancies

Any vacancy in any principal office because of death, resignation, removal, disqualification or otherwise shall be filled by the Officers of the Board for the unexpired portion of the term.

SECTION 6: President of the ERAA Executive Board

The President shall be the principal Executive Officer of the organization and subject to the control of the Executive Board and membership. The President shall: **a)** supervise all business and affairs of the organization; **b)** preside at all meetings of the membership and the Executive Board; **c)** sign all official documents of the organization; **d)** appoint committees as needed; and **e)** serve as ex-official member of all committees.

SECTION 7: Vice President of the ERAA Executive Board

The Vice President shall perform the duties of the President in the event of the inability of the President to act, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall act as liaison between committees and the full Executive Board. The Vice President will partner with the Compliance Director on Incident Reports and Code of Conduct claims. The Vice President shall also perform other duties as may be assigned by the President or the Executive Board.

SECTION 8: Secretary of the ERAA Executive Board

The Secretary shall perform all duties incident to the office of Secretary, subject to the control of the Executive Board. Minutes of the meetings will be recorded and copies maintained by the Secretary. Copies will be distributed to Executive Board members. The Secretary shall also hold the official papers of the association, such as the bylaws. Upon completion of term of office, the Secretary shall deliver all books, papers and reports as appropriate to the Executive Board.

SECTION 9: Treasurer of the ERAA Executive Board

The Treasurer shall have charge and custody of and be responsible for all funds of the organization; receive and give receipts for monies due and payable to the organization from any source whatsoever, and deposit all such monies in the name of the organization in a financial institution insured by the Federal Insurance Deposit Corporation. The Treasurer shall, in general, perform all duties incident to the office of Treasurer and other duties as may be assigned by the Executive Board. The Treasurer and/or President shall sign all checks for the organization. To ensure proper approval of funding, all invoices sent directly to the Treasurer by an external vendor require approval from the internal budget owner or the President or Vice President prior to processing. If the Treasurer is also the internal budget owner, all requests for payments from external vendors require approval from the President or Vice President prior to processing. The Treasurer will provide a financial report annually to the general membership.

SECTION 10: Governance and Compliance Director of the ERAA Executive Board

The Governance and Compliance Director shall research, communicate and assist in implementing best practices with the Executive and Sport Boards as it relates to compliance and operations. This role will support the Executive and Sport Boards with compliance on guidelines set forth in the ERAA Executive and Sport Board Bylaws and ERAA Operating Manual. The Governance and Compliance Director will track code of conduct, incident and mandated reporter claims.

ARTICLE V - MEETINGS

A general membership meeting shall be held annually at which time elections will be held for all open Board Officer positions. The annual meeting time and location along with the board openings will be communicated to the general membership at minimum 30 days prior to the annual meeting taking place.

A special meeting of the membership for any purpose may be called by the President or a member of the Executive Board. At the request of at least 10% of the membership, a special membership meeting will be called by the President or Executive Board. The business transacted at a special membership meeting is limited to the purposes stated in the notice of the meeting.

A quorum of the membership shall consist of those members present at a duly constituted meeting. The affirmative vote of a majority (minimum 51%) of membership present shall constitute an act of the membership. The votes may be cast in person or via ERAA email for board members.

The Executive Board will generally meet monthly and a minimum of ten times annually. Additional meetings may be scheduled as necessary. A quorum for any Board meeting shall consist of a minimum two-thirds (2/3) of the voting Board members. If a quorum is present, the affirmative vote of a majority (minimum 51%) of elected voting Board members constituting the quorum shall constitute an act of the Board.

Meetings shall be held at any location within the city of Woodbury as designated by the Executive Board, or online. Notice of meetings shall be communicated to each member, and members must be given at minimum 48-hour notice of the proposed meeting. All meetings shall be open to the public and posted on www.eraamn.com.

During a regular or special Board meeting, there may be times where sensitive or confidential information may be discussed. The Board can vote to go into a closed session. If the vote for closed session is passed, all non-Board members will be excused until the Board votes to end the closed session. Minutes shall state that the Board voted to go into closed session. Minutes will be taken during the closed session, but will only be made available to the Board members for future reference upon request.

Article VI - EXECUTIVE COMMITTEE

The Executive Committee shall have the authority and power to act for the Executive Board between meetings of the Executive Board in situations that require time-sensitive decision making.

- The members of the Executive Committee shall be the (1) President, who shall act as chair, (2) Vice President, (3) Secretary, (4) Treasurer, and (5) Governance and Compliance Director.
- Meetings of the Executive Committee shall be held at any time or place within the attendance area of East Ridge High School when called by the President or any three (3) members of the Executive Committee with a minimum of three (3) days' notice required.
- A quorum of the Executive Committee shall consist of a majority of the members of the Executive Committee.

At the next regular or special meeting of the Executive Board, the Executive Committee shall make a report of its activities since the last Executive Board meeting for ratification or prospective modification or rescission, provided, however, that any action of the Executive Committee upon which a third party may have relied (e.g., by signing, or authorizing the signing of a contract) may not be modified or rescinded by the Executive Board.

ARTICLE VII - SPECIAL COMMITTEES

A Board may establish special committees as needed. Actions of special committees are subject to approval of the board. The special committee shall establish rules and regulations and operate the specific activity under its jurisdiction. The intent of the committee shall be to propose decisions to the full voting board for approval. The President/Director shall have final jurisdiction. Special committees may be reviewed and reappointed annually, if the committee is still necessary.

Article VIII: ERAA Conflict of Interest (COI) Policy

Section 1: Purpose

ERAA is a charitable organization and, in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes. The purpose of this conflict of interest policy is to protect the interests of ERAA when it is contemplating entering into a transaction or arrangement that might benefit the private interests of a board member, officer, or key employee. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

2.1: Interested Person: Any member of the ERAA Executive Board or any Sport Board, or person that has been asked to act on behalf of the ERAA Executive Board or any Sport Board, who has a direct or indirect Financial Interest.

2.2: Financial Interest: A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

- A.** An ownership or investment interest in any entity with which ERAA has a transaction or arrangement;
- B.** A compensation arrangement with ERAA or with any entity or individual with which ERAA has a transaction or arrangement;
- C.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ERAA is negotiating a transaction or arrangement; or
- D.** May otherwise financially benefit or be compensated as a result of his or her work on behalf of ERAA.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

2.3: Conflict of Interest: A conflict of interest arises when an Interested Person's Financial Interest could influence their objectivity in fulfilling their duties to ERAA.

Section 3: Duty to Disclose

Upon learning of any actual or possible conflict of interest, an Interested Person must promptly disclose the existence of the financial interest and all material facts to the Executive Board. The Executive Board, or appropriate sub-committee created by the Executive Board, shall conduct an investigation to determine whether a conflict of interest exists and, if so, determine an appropriate remedy or sanction.

Section 4: Acknowledgements

Within a reasonable time after the approval of this Article, each member of the Executive Board or any Sport Board shall be provided a copy of this COI Policy and acknowledge in writing that he or she has reviewed the Policy and agrees to comply with it. The Executive Board shall circulate this Policy at reasonable intervals in the future to ensure that new board members are aware of, and agree to comply with, the Policy.

ARTICLE IX - EXECUTIVE SPORT BYLAWS FOR ALL SPORTS

SECTION 1: General Governance

1.1 Unified Executive Board Bylaws: The Executive Board Bylaws of ERAA shall serve as the overarching governance document for all sports offered under the association's umbrella. These bylaws provide the foundational policies and procedures that ensure consistency, transparency, and fairness across all sports programs.

1.2 Scope of Bylaws: These bylaws apply to all sports, teams, and activities organized and managed by ERAA. All participants, coaches, volunteers, and members should adhere to the provisions set forth in these bylaws.

SECTION 2: Addendums for Specific Sports

2.1 Recognition of Unique Requirements: ERAA acknowledges that certain sports may have unique requirements or circumstances that necessitate specific rules, procedures, or guidelines.

To address these differences, individual sports may propose addendums to the Executive Board Bylaws

2.2 Proposal of Addendums: Each sport may draft an addendum outlining the specific rules, procedures, guidelines, and board positions that differ from the Executive Board Bylaws. These addendums must be clearly written and include a rationale for each deviation from the standard bylaws.

2.3 Approval Process: Any proposed addendum must be submitted to the Executive Officers for initial review. The Executive Board will ensure that the proposed addendum aligns with the overall mission and values of ERAA. Following this review executive board approval, the addendum will be presented to the general membership for a vote during the following sport board meeting.

2.4 Voting on Addendums: A proposed addendum shall be adopted upon receiving a majority vote from the general membership during a board meeting. Voting may take place during a scheduled general membership meeting or through an alternative voting method as determined by the Board.

2.5 Implementation and Enforcement: Once an addendum is approved, it becomes an official part of the bylaws for the specific sport. The Executive Board, along with the sport-specific committees or representatives, is responsible for the implementation and enforcement of the addendum.

SECTION 3: General Provisions

3.1 Consistency and Compliance: All members, participants, and stakeholders of ERAA are expected to comply with the Executive Board Bylaws and any approved sport-specific addendums.

3.2 Effective Date: These bylaws, along with any sport-specific addendums, shall become effective immediately upon approval by the general membership, date documented on the addendum, and posted on the ERAA website.

ARTICLE X - BYLAW CHANGES

Any Article may be changed upon approval of the Executive and Sport Board and a majority of the membership present at a scheduled general membership meeting provided the incorporation status of the Association is not altered. Two (2) weeks minimum advance notice to all membership is required before any changes can be voted into the bylaws.

The ERAA Executive Board bylaws will override any ERAA Sport Board bylaws/addendums if there are discrepancies.

ARTICLE XI: NON-ADHERENCE TO PROTOCOLS, GUIDELINES, OR BYLAWS

Section 1: Accountability and Compliance

All members, participants, coaches, officials, and volunteers within the association are expected to adhere to the association's protocols, guidelines, and bylaws. Compliance with these regulations is crucial to maintaining the integrity, safety, and fairness of our programs.

Section 2: Reporting Violations

2.1: Reporting Process: Any member or participant who becomes aware of a violation should report it to the appropriate authority within the association, such as a director, board member, compliance officer, or designated committee, via email or incident reporting.

2.2: Confidentiality: All reports will be handled with confidentiality to protect the privacy of those involved, to the extent possible and requested.

Section 3: Investigation of Violations

3.1: Initial Review: Upon receiving a report, the compliance officer in conjunction with the executive officers and ERAA legal advisors as the committee will conduct a preliminary review to determine if a full investigation is warranted.

3.2: Formal Investigation: If the initial review suggests a violation may have occurred, a formal investigation will be conducted. This may involve gathering statements, reviewing evidence, and consulting with relevant parties.

3.3: Temporary Measures: If necessary, temporary measures, such as suspension of the involved parties, may be implemented during the investigation to ensure the safety and integrity of the association.

Section 4: Resolution and Disciplinary Actions

4.1 Findings and Decision: Upon completing the investigation, the committee will present its findings and recommend actions to the sport board of directors. The sport board collectively will make the final decision regarding any changes or disciplinary measures.

4.2 Disciplinary Actions: Depending on the severity and nature of the violation, disciplinary actions may include, but are not limited to:

- Verbal or written warnings
- Probationary status
- Suspension from activities or participation
- Revocation of membership or coaching privileges
- Expulsion from the association

4.3 Appeals Process: Any individual subject to disciplinary action may appeal the decision in writing within 30 days. The appeal will be reviewed by the executive board or designated board members not involved in the original decision.

Section 5: Preventative Measures and Education

5.1 Ongoing Training/Prevention: ERAA will provide ongoing training, resources, and guidance to ensure all members are aware of and understand the association's protocols, guidelines, and bylaws. This may result in the executive officers review and supervision of protocols and guidelines for consecutive years.

5.2 Review and Update: This section of the bylaws will be reviewed annually and updated as necessary to ensure it reflects the association's values and commitment to fair play and compliance.

ARTICLE XII - INDEMNITY

ERAA shall indemnify and hold harmless any ERAA Board member (Executive and Sport) from any suit, damage, claim, judgment arising out of or asserted to arise out of the conduct of such person in their capacity as an ERAA Board member except in cases involving willful misconduct. The indemnification provided under this section shall comply with and follow the requirements as provided by the statute. The Executive Board shall have the power to purchase or procure insurance for such purposes.

ARTICLE XIII - LIQUIDATION OR DISSOLUTION

On liquidation or dissolution of ERAA, all remaining properties and assets of the organization shall be distributed and paid over to an organization dedicated to nonprofit purposes that has established its tax-exempt status pursuant to Section 501(c) of the Code.

