

OFFICIAL BY-LAWS
SPANISH FORT SPORTS ASSOCIATION, INC
Dated February 2013

ARTICLE I

NAME AND PURPOSE

SECTION 1 - The name of this organization shall be Spanish Fort Sports Association, Inc., referred to as "SFSA."

SECTION 2 - SFSA is a community organization whose purpose shall be to promote, encourage, direct and operate athletic programs for the youth of Spanish Fort, Alabama. The SFSA shall also strive to promote ideals of good citizenship as well as good sportsmanship through its athletic programs and activities, and for the benefit of the community.

SECTION 3 - SFSA shall be a non-denominational organization and shall not discriminate toward any person because of their race, creed, color, or national origin.

ARTICLE II

GOVERNING BODY

SFSA is currently franchised through organizations such as Dixie Youth Baseball, Dixie Boys Baseball, American Youth Football, ASA and the USSSA. SFSA can serve any relationship and associate with any other organization which SFSA deems appropriate.

ARTICLE III

OFFICERS

SECTION 1 - SFSA shall be governed by a Board of Directors, (referred to as the Board,) that consists of the following:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. High School Athletic Director
6. Baseball Commissioner
7. Softball Commissioner
8. Dixie Boys Commissioner
9. Football Commissioner

SECTION 2 - The management of SFSA shall be vested in the Board. All members of the Board will be voting members. All Board positions will carry one full vote. Two-thirds attendance of the Board will be required for a QUORUM. All Board members with the exception of the High School Athletic Director and the league Commissioners shall be elected for a term of two years. The positions of President and Secretary will be elected during odd years and the positions of Vice President and Treasurer will be elected during even years. The High School Athletic Director shall serve on the Board for as long as he/she carries the position. The League Commissioners will serve for a period of one year. Nominations for President, Vice-President, Secretary and Treasurer will come from the membership. The elected Board will appoint all Commissioners for the league(s.)

SECTION 3 - The Board shall manage, regulate and control the activities, property, and general affairs of the league(s.) The Board shall approve all appointed executive committees. The Board shall operate under the guidance of the Standard Operating Procedures set forth herewith.

SECTION 4 – The Board may elect the additional Board Members at any meeting, provided that is one of the stated purposes given in the notice of the meeting, at which an amendment of the By-Laws is adopted authorizing an increase in the number of Board Members. No reduction of the number of Board Members shall have the effect of removing any Board Member prior to the expiration of his or her term of office.

SECTION 5 - By-Laws may only be amended or adopted after approval of 51% of the current SFSA membership. The process for altering or amending By-Laws shall be as follows: By-Law amendment is submitted to the Board for review. The Board must approve proposed amendment by two-thirds majority before submission to the SFSA membership. After Board approval the proposed amendment is submitted to the SFSA for approval. The SFSA membership must approve the proposed by-law by 51% majority to become part of the SFSA By-Laws.

SECTION 6 - Standard Operating Procedures may be amended or adopted after approval by the affirmative vote of a majority of a quorum of the Board.

ARTICLE IV

MEMBERSHIP AND REGISTRATION

SECTION 1 – Membership: Any family having paid registration fees for an active participant in the SFSA within the previous 12 months shall be deemed a member. There will be one membership per family.

SECTION 2 – Registration Fees: A registration fee shall be charged for participation in each sport/activity. All registration fees must be paid prior to active participation in each sport/activity. All registration fees collected shall be deposited in the SFSA Main Operating Account.

SECTION 3 – Refund Policy: Full refund of registration fee, less any administrative and/or transaction processing fees, will only be allowed up to but not including the ordering of jerseys/uniforms for each respective sport or activity. Exceptions may be made by the Board.

SECTION 4 – Hardship clause: Financial hardships may be available for registration as deemed appropriate by the Board.

SECTION 5 – Removal from SFSA: A member of the SFSA may be removed by a two-thirds vote of the Board whenever, in their judgment, the best interest of the SFSA will be served by the removal.

ARTICLE V

MEETINGS AND ELECTIONS

SECTION 1 – Regular Meetings: Regular meetings of the Board will occur every other month of the year on the 2nd Wednesday of the month. These meetings are open to the SFSA membership. The SFSA Membership will be notified within 14 days of the scheduled meeting. Regular meeting dates will be posted on the SFSA website.

SECTION 2 – Special Meetings: The Board may call special meetings or work sessions at the request of any Board member.

SECTION 3 – Special Meetings and Notices: Written notice of the time and place of special meetings shall be delivered personally to the Board or sent to each Board Member by letter, email or by fax, charges prepaid, addressed to him/her at his/her last known address or as it is shown upon the records, or if it is not shown on such records and is not readily ascertainable, at the place in which the meetings of the Board are regularly held. In case such notice is mailed, it shall be deposited in the United States mail at least seventy-two (72) hours prior to the time of the holding of the meeting. In case such notice is delivered personally as above provided, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting. Such mailing, email, fax or personal delivery as above shall be due legal and personal notice to such Board Member. Attendance of a Board Member at a meeting shall constitute a

waiver of notice of such meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 4 – Waiver of Notice: When all Board Members are present at any Board meeting, however called or noticed, and sign a written consent thereto on the records of such meeting, or, if a majority of the Board are present, and if those not present sign in writing waiver of notice of such meeting, whether prior to or after the holding of such meeting, which said waiver shall be filed with the Secretary of the SFSA, the transactions are as valid as if had a meeting regularly called and noticed.

SECTION 4 – Nominations and Elections: Nominations of Elected Officers will occur during Opening Day for Spring Baseball/Softball. Nominees will be notified within one week after Opening Day to accept or decline nomination. Bios of each nominee will be sent to the SFSA membership. Elections will occur during the annual meeting in each year. Nominees will be voted on by present SFSA members. Newly elected officers will assume their positions within 7 days after election results are verified.

SECTION 5 – Election results will be verified by the SFSA Accountant.

SECTION 6 – Vacancies: Vacancies of the Board may be filled by a vote of a majority of the remaining Board members. This appointment shall stand for the remainder of the unexpired term.

SECTION 7 – Removal and Resignation: A Board member may be removed by a majority vote of the Board, at any regular or special meeting of the Board. Any Board member may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 8 - Action of the Board without Meeting: Any action required or permitted to be taken by the Board may be taken without meeting if all members of the Board shall consent in writing to such action, including but not limited to, email. If such action is taken the written consent of each Board member will be recorded by the Secretary.

ARTICLE VI

OFFICER RESPONSIBILITIES

SECTION 1 - PRESIDENT – It is the President’s primary responsibility to direct all programs in a manner that will result in a recreation outlet being provided for as many children as possible. The President is charged with assuring that the rules and regulations for the local program(s) are adhered to and that the official rule guide of each specific sport is followed. The President is accountable for ensuring park representation at District and State meetings, as well as other official functions of each sport. The President is responsible for recommending yearly and long range objectives to the Board for consideration. The President shall preside at all meetings of the Board. The President will be responsible for the development of the management plan for park facilities and their maintenance.

SECTION 2 - VICE-PRESIDENT – The Vice-President will be responsible for the development of the management plan for concessions operations. The Vice-President will also be in charge of uniform pricing, ordering and working with Commissioners for uniform and equipment ordering. The Vice-President shall work with the Treasurer on uniform and equipment budgets. In the absence or disability of the President, the Vice-President shall perform all duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President is responsible for coordinating the yearly and long range objectives approved by the Board.

SECTION 3 - SECRETARY – The Secretary shall keep or cause to be kept, a book of minutes of all meetings of the Board, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at the meetings, and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by the By-Laws or by law to be given. The Secretary will work with the Treasurer to keep all books, records and papers including written contractual obligations of SFSA. The Secretary will assist the Commissioners in registration. The Secretary will maintain the SFSA website providing information necessary for members.

SECTION 4 - TREASURER – The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct amounts of the properties and business transactions of the SFSA, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The books of account shall be open to inspection by any Board Member at all reasonable times. The Treasurer will keep accurate records of all transactions, prepare monthly analysis of all monthly receipts and disbursements and pay all valid billings of the program. The Treasurer is responsible for acquiring insurance for all leagues before the players begin practice. The Treasurer is responsible for ensuring the completion of the certificates of

billing franchise fee forms, including state and national levels. An annual budget of estimated expenditures shall be prepared with the assistance of the League Commissioners. The Treasurer will establish and maintain an operating account at a local bank. All elected board members will be authorized signers on the account. All checks over \$500 will require two signatures from elected board members. An annual tax return, prepared by a Certified Public Accountant, must be prepared by the deadline of the following tax year.

SECTION 5 - HIGH SCHOOL ATHLETIC DIRECTOR – The High School Athletic Director will consult the board on all sports. The High School Athletic Director will attend Board Meetings where possible and be the face of the Spanish Fort Sports Association, Inc.

SECTION 6 - LEAGUE COMMISSIONERS – It is the responsibility of each league commissioner to assist the elected Board in the direction of the SFSA program. Each commissioner is responsible for acquiring the adequate number of qualified managers and coaches for his/her respective sport. ALL LEAGUE DRAFTS and ALL STAR selections will be directed by the League Commissioner. The elected Board will handle any disputes or discrepancies in a manner that supports the direction of SFSA. The League Commissioners will be responsible for league scheduling, umpire scheduling, tournament scheduling and compliance. The Commissioners of each league must present a budget for their sport. The Commissioner is responsible for appointing and removing division commissioners. Each League Commissioner is responsible for the equipment of his/her respective sport.

SECTION 7 – Attendance at City Council Meetings – A Board Member shall attend regular City Council meetings.

ARTICLE VII

RECORDS AND REPORTS

SECTION 1 – Records: The Board shall maintain adequate and correct accounts, books and records of its business. All such books, records and accounts shall be kept at a secure location as approved by the Board. All such books, records and accounts shall be retained for a period as required by law.

SECTION 2 – Inspection of Books and Records: All books and records shall be open to inspection by the Board and the City of Spanish Fort as requested.

SECTION 3 – Certification and Inspection of By-Laws: The original or a copy of these By-Laws, as amended or otherwise altered to date and certified by the Secretary, shall be open to inspection by the Board at any time. A copy of the By-Laws shall be kept at the office of the SFSA Attorney.

SECTION 4 – Checks, Drafts, etc.: All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the SFSA, shall be signed or endorsed by such person or persons and in such a manner as described by the Standard Operating Procedures set forth by the Board.

SECTION 5 – Contracts, etc.: The Board, except as in the By-Laws otherwise provided, may authorize any Board Member, officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the SFSA. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer or agent shall have the power or authority to bind the SFSA by any contract or engagement, or to pledge its credit, or to render it liable for any purpose of to any amount.

ARTICLE VIII

MISCELLANEOUS

SECTION 1 – Fiscal Year: The fiscal year of the SFSA shall be the calendar year, beginning January 1st and ending December 31st.

SECTION 2 – Audits: A financial review of the accounts, funds and properties of the SFSA by an independent third party may be requested by the Board or the City of Spanish Fort at any time. Should it be necessary to perform a full audit, said audit shall be conducted by a Certified Public Accountant of recognized standing to be selected by the Board or the City of Spanish Fort. Any entity requesting a full audit be done, regardless of the outcome of the financial review, will be responsible for any fees associated with said audit.

SECTION 3 – Funds: All funds and property received by or coming into the custody of the SFSA belong to the SFSA and are to be expended only for the purposes authorized by the Board for direct expenses of the operation of the SFSA. Any funds used for the purchase of capital assets to be owned by the SFSA may not be used without the affirmative vote of a majority of a quorum of the Board.

SECTION 4 – Conflicts of Interest: No contract or other transaction between the SFSA and any other individual, partnership, or Corporation, and no act of the SFSA shall in any way be affected or invalidated by the fact that any of the Board Members of the SFSA are pecuniarily or otherwise interested in, or are the Officers, Directors, Partners, Owners of such other

Corporations, partnerships, sole proprietorships, or other business entities, any Director individually, or any firm of which any Board Member may be a member or otherwise associated with, or may be pecuniarily or otherwise interested in, any contract or transaction that he or such firm so interest shall be disclosed or shall have been known to the Board at the time at which action upon any such contract or action shall be taken; and, any Board Member of this SFSA who is also a Director, Officer, Partner, or Owner of such other firm or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of the SFSA which shall authorize any such contract or transaction, provided, however, that such member of the Board shall be disqualified in voting to authorize such contract.

SECTION 5 – Coaches: All coaches participating at SFSA will be subject to a criminal background check. A coach may be relieved of his/her duties by the Board if he/she does not comply with the intent and purpose of the SFSA as found in Article 1, Section 2.

**FAILURE TO COMPLY WITH THE BY-LAWS OF THE SPANISH FORT SPORTS ASSOCIATION, INC
COULD RESULT IN REMOVAL FROM THE ORGANIZATION.**

Approved and Signed this 7th day of February, 2013

Current Board of SFSA

Tommy Hallmark

Wesley Pennington

Gregg Wood

Kelly Komyati

Vic Knight

Robbie Ridgley

Andy Penry

Ray Floyd

William Freeman