

**BY LAWS OF THE
PIRATE YOUTH ATHLETIC ASSOCIATION
Adopted 12.04.13**

ARTICLE I: NAME & PURPOSE

Section 1: Name

The name of the organization shall be Pirate Youth Athletic Association. Hereafter, the organization may be referred to as "association" or "organization" or "PYAA."

Section 2: Purpose

The purpose of the Pirate Youth Athletic Association shall be to promote and operate athletic programs for youth residing within the boundary and attendance area of the Cochrane-Fountain City School District and other purposes approved by the Board of Directors or members and authorized by Chapter 184 of the Wisconsin Statutes.

The purpose of the organization is exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II: MEMBERSHIP

Section 1: Adult Members (Voting Members)

Any adult who is the parent or guardian of a child participating in a PYAA sporting activity shall become a member of the association upon the completion of all required registration forms and payment of participation fees. In addition, all adult volunteers of the PYAA are adult members of the association. Adult members have the right to nominate, vote for and serve as a PYAA Board member, to serve as a Program Lead and to serve on any Committee.

Section 2: Player Members (Non-Voting Members)

Any child who lives in or attends a school within the boundaries of Cochrane-Fountain City School District and supports the objectives of the association shall be eligible for player membership in the PYAA. Children eligible for player membership shall become player members upon completion of all required registration forms and payment of participating fees. Player members are entitled to all privileges of membership except making nominations, voting and serving on the Board of Directors or as Program Lead.

Section 3: Membership Duties

All members of the PYAA must comply with the bylaws and any policies, procedures, rules, standards and guidelines of the PYAA as well as with state and federal law.

Section 4: Membership Term

Membership terms shall run from January 1st of one year until December 31 of the following year.

Section 5: Removal of Members

Any member may resign by filing a written or electronic notice of resignation with a PYAA Board member. The PYAA, by a two-thirds vote of Board members present, shall have the authority to discipline, suspend or terminate the membership of any member (adult or player) when the conduct of such person is considered detrimental to the best interests of the association. The member involved shall be notified of the meeting at which the matter will be addressed, informed of the general nature of the charges and given the opportunity to appear at the meeting to respond to such charges.

ARTICLE III: MEETINGS OF MEMBERS

Section 1: Place of Meetings

Meetings of the members of this organization shall be held at such place as may from time to time be determined by the Board of Directors.

Section 2: Annual Meeting of Members

In each calendar year, an Annual Meeting of members shall be held.

- A. Time and Place: The Annual Meeting shall be held during the month of October at such time and place as shall be specified as the Board of Directors shall choose.
- B. Notice of Meeting: The Secretary of the organization shall cause a published notice of the time and place of the Annual Meeting to appear in the local newspaper at least seven days prior to the meeting. Alternatively, if the organization has a functioning website which it is using to distribute information to its members, notice may be given by posting notice of the meeting on the website at least seven days prior to the meeting.
- C. Purposes of Meeting: The purpose of the Annual Meeting shall be to elect PYAA Board members, to receive reports from officers and committees and for any other business that might arise.

Section 3: Special Meetings

Special Meetings of members may be called by the President, by a majority of the Board of Directors or by a written request signed by 25% of the voting members.

Special meetings shall be on twenty four (24) hours' notice (either published in the local newspaper or posted on the organization's website). The meeting notice shall describe generally the business to be transacted at the meeting.

Section 4: Voting

Voting shall be by voting members present at a meeting, provided a quorum (of 4 or more) is met. Proxy or absentee voting shall not be allowed. Unless otherwise required by these bylaws, a majority vote among voting members present at a meeting shall be sufficient to approve or adopt any matter voted on by the members.

Section 5: Procedure

Meetings shall be conducted pursuant to *Robert's Rules of Order* unless some other procedure is approved by a two-thirds vote of voting members present and voting.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Number of Directors

The management of the organization shall be vested in a Board of Directors consisting of a minimum of five and a maximum of nine persons. An Administrator or Athletic Director from the Cochrane-Fountain School District shall serve on the Board in an advisory only (non-voting) capacity.

Section 2: Qualifications

To serve as a PYAA Board Director, a person must be an adult member of the association.

Section 3: Term

The term of each director shall be two years from and after his/her election to office, except that the terms of the initial directors shall be staggered, as set forth in Article VI, Section 3, such that approximately one-half of the directors are elected each year.

Section 4: Election

Election of directors shall take place at the annual meeting of members. Each voting member may cast one vote for each director position open for election at such meeting. Election shall be by a majority of the voting members present at the meeting. If no candidate receives a majority of votes in the first round of balloting, the two candidates with the most votes will stand for election in a second round.

Section 5: Vacancies

In the event of a vacancy on the board due to death, resignation, or removal, the president shall appoint a successor to fill the vacancy for the remainder of the term for that position.

Section 6: Powers and Duties

The Board of Directors shall have the power to call meetings of the Board and also of the membership when it deems such meetings are in the interest of the association. The board shall conduct, manage and control the affairs, relations, business, and policies of the association and to make rules not inconsistent with the laws of the State of Wisconsin and the United States of America. The Board shall have the powers of control over the affairs of the association not specifically reserved to the members by the bylaws.

Section 7: Compensation and Indemnification

All directors shall serve without compensation. Directors shall be entitled to indemnification for actions as directors to the extent permitted by Wisconsin law.

Section 8: Removal of Board Members

Any PYAA Board member may resign by filing a written or electronic notice of resignation with a PYAA Board member. Where the PYAA Board member resigning holds the position of Secretary, said notice will be filed with the President. Any PYAA Board member who is absent for more than three regularly scheduled meetings without giving sufficient excuse to the President or presiding officer may be removed by a majority vote of the remaining members of the Board. If a PYAA Board member no longer meets the qualifications required of a Board member, the position will be declared vacant thirty (30) days after the PYAA Board becomes aware of the deficiency.

ARTICLE V: MEETINGS OF DIRECTORS

Section 1: Place of Meetings

Meetings of the Board of Directors shall be held at such place as may from time to time be determined by the Board of Directors.

Section 2: Annual Meeting of Directors

In each calendar year, an Annual Meeting of Directors shall be held.

A. Time and Place: The Annual Meeting shall be held during the month of October, immediately following the meeting of members

- B. Notice of Meeting: The Secretary of the organization shall cause a published notice of the time and place of the Annual Meeting to appear in the local newspaper at least seven days prior to the meeting. Alternatively, if the organization has a functioning website which it is using to distribute information to its members, notice may be given by posting notice of the meeting on the website at least seven days prior to the meeting.
- C. Purpose of Meeting: The purpose of the annual Board of Directors meeting shall be to set a schedule of regular board meetings for the period until the next annual meeting and for the purpose of transacting any other business properly brought before it.

Section 3: Regular Meetings

- A. Time and Place: Regular meetings of the Board of Directors shall be held at such times and places, as the Board of Directors shall determine.
- B. Notice: A single written notice of regular board meetings will be given to all directors within 10 days following the annual directors' meeting. No further notice of regular directors' meetings shall be required.
- C. Conduct of Business: The general conduct of a regular meeting shall be as follows:
 - 1. Call to Order
 - 2. Roll Call
 - 3. Approval of Minutes
 - 4. Announcements/Communications
 - 5. Financial Report
 - 6. Committee/Team Reports
 - 7. Unfinished Business
 - 8. New Business
 - 9. Adjourn

Section 4: Special Meetings

Special Meetings of members may be called by the President or by any director. Special meetings shall be on five days' notice (either published in the local newspaper or posted on the organization's website). The meeting notice shall describe generally the business to be transacted at the meeting.

Section 5: Voting

- A. Voting: Voting shall be by directors present at a meeting. Proxy or absentee

voting shall not be allowed. A majority of the number of directors elected or appointed under these by-laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater proportion is required by law or by the Articles of Incorporation or these by-laws.

- B. Alternate Voting Procedures: Acting by unanimous consent or conducting meetings electronically or telephonically shall be permitted to the extent and under the conditions permitted by law.

Section 6: Procedure

Meetings shall be conducted pursuant to *Robert's Rules of Order* unless some other procedure is approved by a two-thirds vote of voting members present and voting.

ARTICLE VI: OFFICERS

Section 1: Number of Officers

The officers of the organization shall consist of a President, Vice-President, Secretary, and Treasurer.

Section 2: Qualifications

Each officer shall be a member of the Association and Board of Directors.

Section 3: Term

The initial terms of the officers shall be as follows:

- President and Treasurer: from the date of the election until December 31st following the election;
- Vice-President and Secretary: from the date of the election until the second December 31st following the election;

Thereafter, the term of office for each officer is two years from the date of election, ending December 31st. There are no term limits.

Section 4: Election

The officers of the Board shall be elected by the Board of Directors.

Section 5: Vacancies

A mid-term vacancy of the President position will be filled by the Vice-President. Other vacancies shall be appointed by the President with majority approval of the PYAA Board.

Section 6: Duties of Officers

A. President:

The President shall:

- Preside over all meetings of the general membership and PYAA Board of Directors.
- Appoint committee chairperson for all standing committees and for ad-hoc committees.
- Be an ex-officio member of all committees.
- Enforce all laws, rules, and regulations of the association.
- Sign checks issued by the association.
- Perform a year-end review of the organization's financial records and bank statements in collaboration with the Board of Directors.

B. Vice-President:

The Vice-President shall:

- Perform all duties and exercise all powers in the absence of the President.
- Act as a liaison between committees and the full Board of Directors.
- Assist the President in any matter so designated by the President.
- Perform a year-end review of the organization's financial records and bank statements in collaboration with the Board of Directors.

C. Secretary:

The Secretary shall:

- Maintain all records of the organization.
- Prepare minutes of all meetings of the Board of Directors and members
- Attend to all correspondence and public relations matters.
- Notify Board and members of the time, date, and place of each meeting.
- Update the association policies, rules, and regulations as approved by the Board of Directors.
- Perform a year-end review of the organization's financial records and bank statements in collaboration with the Board of Directors.

D. Treasurer:

The Treasurer shall:

- Keep account of all monies received and deposited in the name of the association in such depository so designated by the PYAA Board of Directors.

- Prepare an annual report on receipts and expenditures.
- Sign checks issued by the association. Checks in the amount of \$1,500 or more must be approved by two or more the Board of Directors.
- Present the monthly bank statement to the Board of Directors.

Section 7: Compensation and Indemnification

All officers shall serve without compensation. Officers shall be entitled to indemnification for actions as directors to the extent permitted by Wisconsin law

ARTICLE VII: PROGRAM LEADS

Section 1: Number of Program Leads

Each sporting activity included in the PYAA shall elect or appoint a Program Lead for that sporting activity.

Section 2: Qualifications

To serve as a Program Lead, a person must be an adult member of the association.

Section 3: Term

The term of each Program Lead shall be for the duration of the season.

Section 4: Election

The Program Lead for each sport shall be elected by a voting process of each sport's choosing, with approval by the Board of Directors.

Section 5: Vacancies

Vacancies shall be elected by a voting process of each sport's choosing, with approval by the Board of Directors. If the position remains vacant for more than 60 days, the President shall appoint a Program Lead for that sporting activity.

Section 6: Duties of Program Lead

Each Program Lead shall:

- Coordinate each specific athletic program to ensure continuity and implementation of the stated purposes of the association.
- Serve as a liaison between the sporting activity represented and the Board of Directors, and attend meetings to report on season progress.
- Serve as a liaison between the sporting activity represented and the Cochrane-Fountain City School District.

- Serve as a liaison between the sporting activity represented and the league in which the sporting activity participates (i.e. Morrie Miller, Great Northwest Basketball, Wisconsin Independent Volleyball League, Dairyland League, etc.)
- Serve as a liaison between the sporting activity represented and the members
- Serve as a liaison between the sporting activity and the high school coaches for that sport from Cochrane-Fountain City School District.
- Communicate the facility schedules to the Program Leads and/or coaches and parent organizers, including posting such schedules on the organization's website.
- Serve as a mentor for coaches and parent organizers of the sporting activity represented.
- Serve on the Program Development Committee and Policy Committee.

ARTICLE VIII: SPORTS DIRECTOR:

The Sports Director shall:

- Communicate with the Program Leads and/or coaches and parent organizers of each sporting activity to determine facility use needs.
- Work with the administration of the Cochrane-Fountain City School District to determine facility availability to meet the needs of the PYAA.
- Serve as a liaison between the sporting activity represented and the members
- Allocate the use of the available facilities pursuant to the policies, rules, and regulations established by the PYAA Board of Directors.
- Communicate the facility schedules to the Program Leads and/or coaches and parent organizers, including posting such schedules on the organization's website.
- Troubleshoot facility scheduling conflicts.
- Field complaints/concerns about facility use allocation from members and Program Leads and resolve them in accordance with the policies, rules and regulations established by the PYAA or, if unresolvable, refer them to the Board of Directors

ARTICLE IX: COMMITTEES

Committees may be established by the Board of Directors as needed to carry out the work of the organization.

Section 1: Committees

Committees of the organization can include the following:

- A. Fundraising Committee: charged with organizing and conducting fundraising activities to ensure the financial solvency of the association. All fundraising activities must be approved by the Board of Directors.
- B. Program Development Committee: charged with evaluating program offerings and identifying, recommending and implementing improvements to the PYAA Board of Directors

- C. Policy Committee: charged with making recommendations to the PYAA Board of Directors regarding policies, regulations and rules of the association.
- D. Nominating Committee: charged with soliciting qualified members for elective office
- E. Other Committees: as deemed necessary

Section 2: Qualifications & Appointment

Any adult member may serve on any committee. The President shall appoint a chairperson of each committee who shall chair committee meetings and provide reports on committee activities to the Board of Directors at board meetings.

Section 3: Term of Office & Committee Size

The term of office for all committees will be indeterminate. The size of the committees will be left to the President's discretion.

Section 4: Committee Actions

Actions of committees are subject to approval by the Board of Directors.

ARTICLE X: TAX EXEMPT STATUS

1. It is the intent of the Pirate Youth Athletic Association, Inc., to apply for and secure tax exempt status under section 501(c)(3) IRC. To that end, both the Articles, and "2" of this Article, set forth the general purposes of the Corporation and how the Corporation assets shall be distributed upon dissolution.
2.
 - a. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributinon to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This shall specifically include the promotion and operation of athletic programs for youth residing within the boundary and attendance area of the Cochrane-Fountain City School District and other like purposes approved by the Board of Directors or Members and authorized by Chapter 184 of the Wisconsin Statutes.
 - b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons,

except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- c. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI: AMENDMENT OF BYLAWS

Section 1: By Members

These bylaws may be amended by a vote of two-thirds of the members of the organization present and voting and a meeting duly called for such purpose. Written notice of the meeting and of such amendment must be given to the members at least seven days prior to the meeting. Notice may be by a published notice in the local newspaper or posted notice on a functioning website of the association.

Section 2: By the Board of Directors

These bylaws may also be amended by a vote of two-thirds of the entire Board of Directors at a duly called regular or special meeting of the board, provided that written notice of the meeting and of such amendment must be given to each director at least seven days before the day of the meeting. Notice may be by a published notice in the local newspaper or posted notice on a functioning website of the association.

The foregoing bylaws, consisting of 10 pages, were adopted as the bylaws of the Pirate Youth Athletic Association on December 4, 2013.

Updated 2/1/22 by current PYAA Board.

Updated 7/16/2025 by current PYAA Board.
Approved 9/1/2025 at Board Meeting.