

**MOUNTAIN PARK ATHLETIC ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS**

Revised April 15, 2012

ARTICLE I - NAME AND PURPOSE

Section 1. The name of this organization shall be the Mountain Park Athletic Association.

Section 2. The purpose of this non-profit, voluntary organization shall be that of Youth Development and Recreational Activities.

ARTICLE II - MEMBERSHIP AND DUES

Section 1. Any person(s) having an active participant in the Mountain Park Athletic Association is eligible for membership. All members of the athletic association are eligible to vote in the general election. The term "member" for purposes of voting in the annual general election is defined as any parent, step-parent or legal guardian of a child who is currently enrolled or has participated in a youth athletic program at Mountain Park Park in the prior 12 month period. In the absence of being a parent or legal guardian of an active participant, any person age 18 or over, may apply for a yearly membership. Membership eligibility rests within the discretion of the majority vote of the Board of Directors. Application for consideration of a membership shall include a formal expression of interest in the activities of this association and a willingness to subscribe to the by-laws and basic principles of this association. Also, a fee of \$25.00 per person shall be assessed to those persons approved for membership by the Board of Directors. Each member will be entitled to one vote, regardless of the number of active participants that they may have.

Section 2. The elected Board exercises the full power and authority to expel from membership any person or persons whose activities might be termed detrimental to, or inconsistent with, the by-laws and basic principles of this association.

Section 3. All members of the Board of Directors shall be entitled to two (2) free registrations per sport for their children who are participating in any MPAA program. Any additional registrations during that sport season will be at the regular registration fee. This privilege can be revoked at anytime the Board of Directors deems the privilege is detrimental to the advancement of MPAA.

ARTICLE III - MEETINGS

Section 1. An annual meeting for the election of Officers and Directors of this Association shall be held on the third Sunday in the month of May.

Section 2. In addition, annual meetings for baseball, softball, lacrosse, football, and basketball shall be held as stated in Article IV.

Section 3. Special meetings of the general membership may be called for a special purpose by twenty-five (25) petitioning active members in good standing or as called by the President.

Section 4. Public notice of the time and place of all regular and special meetings shall be given out not less than ten (10) days prior to the date set for any such special meeting, if possible.

Section 5. Any number of members present at any Association meeting by the general membership constitutes a quorum. Voting shall be by a majority vote (except elections and rule changes) cast in person.

Section 6. Special meetings of the Board of Directors may be called by the President, or by a majority of the Board, upon notice to all members of the Board.

Section 7. Regular meetings of the Board of Directors shall occur at least once a month on an established basis.

Section 8. A majority of the membership of the Board of Directors shall constitute a quorum for the transaction of business at a physical meeting. The act of a majority of the Directors at a physical meeting in which a quorum exists shall be considered an act of the entire Board. A written report of the business transacted at each Board meeting shall be made by the Secretary at the next meeting of the Board.

Section 9. Rules meetings for each individual sport shall occur on the first Tuesday following the last regular registration day for such sport.

ARTICLE IV - GOVERNMENT

Section 1. The affairs and business of this association shall be managed by a

Board of thirteen (13) directors of which at least five (5) members shall be officers: a President, a Vice President- Concessions, a Vice President- Administration, a Secretary, and a Treasurer. An IT director, a two-year director and the directors of each of the six individual sports (baseball, softball, basketball, lacrosse, football and cheerleading) shall complete the Board. Officers and the directors shall be elected at the May meeting by a plurality vote of the members present with their terms beginning on September 1st; except the terms of the football and cheerleading directors which shall begin on December 1st. The officers and the IT director shall serve one-year terms, one of the directors (the two-year director) shall serve a two year (2) term commencing in even numbered years, and the remaining directors shall be elected for two (2) year terms commencing in even numbered years. The Board of Directors may replace Directors/Officers missing two (2) consecutive meetings without just and valid cause.

Section 2. No Board member shall serve in any governing capacity of two Athletic Associations.

Section 3. The President shall be the chief executive of the Association and Chairman of the Board of Directors charged with the duty of supervising all its functions subject to the orders of the Board of Directors. The President shall be responsible for the implementation of the total Association program. The President shall see that all activities relative to registration, try-outs, draft, practice schedules on fields and the season schedules are executed and formulated far in advance of the opening day to assure complete harmony on this date. The President shall see to it that sound economy procedures prevail throughout this association. The President shall see that the playing fields and the adjacent facilities and environment are maintained as attractively as is practical. The President shall communicate on a regular basis with all members of the Board of Directors. The President shall appoint standing and special committees and serve as ex-officio member of all committees, except the nominating committee.

Section 4-1. The Vice President - Concessions shall be responsible for purchasing and maintaining the concession stand during the softball/baseball season including tournaments and during the football season. In the President's absence or in the event of the President's inability to act, the Vice President - Concessions shall also perform such other duties as may be assigned by the President or the Board of Directors.

Section 4-2. The Vice President - Administration shall be responsible for registration of all sports including notifying the membership of registration dates and maintaining a computerized registration database in order to generate such reports as may be needed by the directors of each sport and the Board of Directors. The Vice President - Administration shall also be responsible for preparing and mailing out a newsletter to the members on a periodic basis as determined by the Board of Directors, and shall be responsible for the publicity of all sports working with the directors of each sport and the Board of Directors. The Vice President -

Administration shall also be responsible for scheduling pictures for all sports, shall obtain bids for photography for each sport and shall present them to the Board of Directors for selection of the photographer(s) for each sport and shall assist the Director of each individual sport in distributing information through the team mothers of the dates and times of pictures. In the President's absence or in the event of the President's inability to act, the Vice President - Administration shall also perform such other duties as may be assigned by the President or the Board of Directors.

Section 5. The Secretary shall conduct the correspondence of the Association, issue notices of and keep minutes of all meetings of the Association, be custodian of the records, keep the roll of all members and discharge such other duties as may be assigned by the Board of Directors or the President. The Secretary shall also keep minutes of all Board of Directors meetings. The Secretary shall deliver the original minute book to the Secretary's successor on August 31 of each year or at the request of the President.

Section 6. The Treasurer shall collect all monies and shall have the care and custody of all funds and property of the Association, which shall be disbursed by him only by check and only upon the order of the Board of Directors or the President. The Treasurer shall submit a report at each meeting and deliver an accounting of funds to the Treasurer's successor on August 31 of each year or at the request of the President. The Treasurer shall deposit all funds in the name of the Association in such banks as may be used for disbursement of funds of the Association. The Treasurer shall prepare and file in a timely manner, if possible, any tax returns which the Association is required to file.

Section 7. The IT director shall be responsible for maintaining and updating the association website. The IT director shall assist the Vice — President Administration by publishing all registration dates and information pertinent to the individual sports by season. The IT director shall be responsible for publishing game schedules for all sports as prepared by the individual sports directors

Section 8. The two year director shall be responsible for uniforms and equipment for all sports. The two year director shall be the Chairman of a purchasing committee. The committee will consist of the Director of each individual sport and the Treasurer. The two year director shall be responsible for the distribution of all playing equipment and uniforms to the Directors of each sport. The two year Director shall collect from the directors at the conclusion of each season, all uniforms and/or equipment for inventory, appraisal and storage. A full report shall be made to the Board of Directors within 60 days after the conclusion of each individual sports season.

Section 9. The immediate Past President shall serve as an ex-officio (non-voting) member of the newly elected Board of Directors for a period of one year following the commencement of the term of the newly-elected President.

Section 10. Each individual sport director shall be responsible for enforcing the rules and regulations under which teams and leagues shall play and activities shall function. The directors for each individual sport shall be responsible for obtaining commissioners of all age groups, to be approved by the Board before the commencement of the season for such sport, if possible. The individual sport directors shall attend all Board meetings.

Section 11. There shall be Assistant Directors appointed in each sport by the individual sport director. These are subject to the approval of the Board. The directors and the assistants are responsible for preparing the practice schedules and the playing schedules for the season. They will obtain coaches subject to approval by the Board. They are to see that all Managers and Coaches receive a copy of the playing rules. They shall see that the try-outs and draft are handled in accordance with the By-Laws and rules of the Association. They shall see that All-Stars and play-offs are handled in the proper manner. They shall see that all managers and coaches receive a clean-up schedule as well as a concession duty schedule.

Section 12. The Board of Directors shall be the ultimate arbitrator.

Section 13. Each person who acts as a Director or Officer of the Association shall be indemnified by the Association against expenses actually and necessarily incurred by each person in connection with the defense or any action, suit or proceeding in which any director or officer is made a party by reason of being or having been a Director or Officer of the Association, except in relation to matters as to which the Director or Officer shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct and accept any sum paid for the Association in settlement of an action, suit or proceeding based on gross negligence or willful misconduct in the performance of their duties. The right of indemnification provided shall inure to each director or officer at the time such costs or expenses are imposed or incurred, and in the event of their death shall extend to their legal representative.

Section 14. The Board of Directors shall fill any vacancy on the Board and this appointment shall stand until the next general election.

Section 15. Each sport director and the Treasurer shall prepare an annual budget for each sport for approval by the Board no later than thirty (30) days prior to the commencement of the season for such sport. It is intended that each sport shall be financially independent. The Board is responsible for maintaining sufficient reserves to insure continued operations of all programs. No budget line item shall be exceeded without prior approval of the Board.

Section 16. The Board of Directors shall adopt and may revise a Code of Conduct at any time. Furthermore, the Board of Directors shall adopt and may modify the rules concerning baseball, softball, basketball, lacrosse,

football and cheerleading at any time. In addition, rules concerning baseball, softball, basketball, football, lacrosse, and cheerleading may be amended at the regular sport meeting, the first Tuesday after the last regular registration date, provided that the proposed changes have first been submitted in writing to the Board of Directors at least two (2) weeks prior to the meeting for the rule to be voted on at any meeting. In such a case, proposed changes require a two thirds majority vote not counting abstentions of the membership present. Only Members registered for the current season in that sport may vote at such meetings.

Section 17. Appeals Procedure: A participant who has been disciplined (i) for a violation of the Code of Conduct, (ii) for a violation of any of the rules concerning baseball, softball, basketball, lacrosse, football or cheerleading, or (iii) a member who has not been approved to serve or been removed as a manager, coach, commissioner or assistant sport director shall be entitled to a review of the disciplinary decision, provided that a written request is delivered to a member of the Board of Directors within five (5) business days following the date that the disciplinary/non-approval action is taken.

In order for a review of the disciplinary action to be considered on any basis, it must be presented to the Board of Directors in a timely fashion. At the time of receipt of a written request of appeal, the disciplinary action taken shall be lifted until a final decision is made by the Board of Directors and the appointed committee.

A committee appointed by the President consisting of three members shall meet with the party requesting a review and such other witnesses as a majority of the committee considers appropriate and shall submit a written report within five (5) business days to the Board of Directors and to the party requesting the review. The Board of Directors shall then consider the request for review and the written report and take such action as it considers appropriate.

ARTICLE V - NOMINATIONS

Section 1. The President shall appoint a Nominating Committee by no later than March 1st of each year, which shall consist of three (3) people from the membership and two (2) from the Board of Directors who shall identify and interview potential candidates to run for the open positions on the Board of Directors. The members of the Nominating Committee shall be published along with the positions open for election. After interviewing all interested candidates, the Nominating Committee shall select one candidate per office, which will be indicated as the Nominating Committee's recommendation for such office on the election ballot. All other candidates who were interviewed by the Nominating Committee, but not selected as their choice for the position, shall be listed on the ballot for election, along with the Nominating Committee's recommendation. The Nominating Committee shall notify the Secretary or President of their recommendation for each position no later than April 15th. No later than two (2) weeks prior to the May annual meeting, the

President shall publish, or cause to be published, the Nominating Committee's recommendations for each open position on the Board of Directors and the other interested candidates for such positions. No nominations for any elected position shall be accepted from the floor.

ARTICLE VI - AMENDMENTS

The Constitution and By-Laws may be amended by a two thirds majority less abstentions of the membership present at any May meeting of the Association provided the proposed amendment shall have been submitted in writing to the Board of Directors at least two (2) weeks prior to the meeting. Public notice shall be given out two (2) weeks prior to the meeting, if possible. Amendments, also, may be approved by two thirds vote of the Board provided at least nine (9) members are present and vote during a regular Board meeting. All Board members must receive a copy of the proposal at least two (2) weeks prior to the meeting.

ARTICLE VII - PARLIAMENTARY AUTHORITY

This Association shall be governed by Robert's Rules of Order Revised in all cases in which they are applicable, and in which they are not inconsistent with the By-Laws of this Association.

ARTICLE VIII - DISSOLUTIONS CLAUSE

In the event of dissolution of the Association, all monies and property will be donated to Gwinnett Park and Recreation to be used exclusively for the benefit of the children in the Mountain Park area.