

BY-LAWS, REGULATIONS & GUIDELINES OF THE
MIDDLEBURG ASSOCIATION of ATHLETICS INC. (MAA)



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MIDDLEBURG ASSOCIATION OF ATHLETICS INC.

BYLAWS

DESCRIPTION AND MISSION

The Middleburg Association of Athletics Inc. (MAA) was established in 2016 as a non-profit organization that strives to provide a safe and competitive learning experience, grounded in principles of good sportsmanship.

MAA is dedicated to the development of well-rounded youth through participation in sports. Our mission is to provide the youth in Middleburg with the opportunity to play sports in a safe environment that emphasizes respect, integrity, teamwork, and commitment.

These bylaws outline the rules governing Middleburg Association of Athletics Inc.

ARTICLE I - ORGANIZATION NAME

SECTION 1 - This organization shall be known as the **MIDDLEBURG ASSOCIATION OF ATHLETICS, INC.** a non-profit organization listed through the IRS AS A 501C (3), herein can be referred to as MAA.

SECTION 2 - MAA is located in the Community of Middleburg, County of Clay, and the State of Florida.

ARTICLE II - OBJECTIVES

- I. MAA objectives shall be to implant firmly in the minds of the boys and girls participating in MAA's Baseball, Softball, Football and Cheer programs the ideals of good sportsmanship, honesty, loyalty, and reverence so that they will grow to become clean, healthy, productive, and trustworthy citizens.
- II. To promote, develop, supervise, and voluntarily assist in all the interests of those who will participate in the MAA's Baseball, Softball, Football & Cheer programs.
- III. All volunteers shall bear in mind that the attainment of exceptional skills or winning games is secondary; the molding of future men and women is of prime importance.
- IV. MAA shall be non-partisan, non-commercial and non-political.

ARTICLE III - GOVERNMENT

SECTION 1 - The government of Middleburg Association of Athletics shall be under the supervision of the President and the Board Members. MAA board members shall include all elected officers.

SECTION 2 - All Board members shall maintain a yearly background check.

SECTION 3 - Motions may be made and approved electronically if the motion receives unanimous approval. Any discussion, abstentions, or nay votes will require the motion to be presented at a regularly scheduled meeting or special meeting called for that purpose.

SECTION 4 At the annual election meeting MAA voting members* shall elect (see section 9) a

President, Vice President, Secretary, and Treasurer.

*MAA voting members are defined as one adult representative per paid registration. Each adult will only be allowed to receive 1 ballot.

The above-mentioned officers and board members shall be elected for two full years. The following positions will be elected on opposite election years: Vice President and Secretary on odd years and President and Treasurer on even years.

SECTION 5 - New Executive Board members will work with the outgoing Executive Board Members from the November election until they officially take office in January at the regular monthly board meeting.

SECTION 6 - All other MAA Directors will be elected for one full year at the monthly board meeting on the following schedule:

- Baseball Director and Softball Director – Elections in June (Interested parties should be submitted to the Secretary by April 30th. Approved nominees will be announced in May at the regularly scheduled Board meeting)
- Football Director and Cheer Director – Elections in January (Interested parties should be submitted to the Secretary by November 30th. Approved nominees will be announced in December at the regularly scheduled Board meeting)
- All Remaining Positions – Elections in December (Interested parties should be submitted to the Secretary by October 31st. Approved nominees will be announced in November at the regularly scheduled Board meeting)

Eligible candidates are members who have attended 3 monthly meetings in the previous 6 months.

Open Director positions shall be elected by MAA voting members.*

*MAA voting members are defined as one adult representative per paid registration. Each adult will only be allowed to receive 1 ballot.

SECTION 7 - All matters concerning the operation of this organization shall be decided by the MAA Board of Directors.

SECTION 8 - Regular board vacancies may be filled, in the interim, at a closed, special meeting called for that purpose.

Executive board vacancies will be filled in the interim, at a closed, special meeting called for that purpose.

SECTION 9 - Executive Board nominations shall be filled at the annual meeting, by a majority vote of the eligible voting members. Eligible candidates are:

- Tier One: Current Board Members who have served on the Board for a minimum of one year
- Tier Two: Current Board Members who have served on the Board for less than one year

If there are not a minimum of 2 eligible and interested candidates from Tier One after 7 consecutive days, then the position will be open to Tier Two members. If after 14 days, there are no interested candidates, a special meeting will be called to forego aforementioned the 2 candidate minimum.

SECTION 10 – Ad hoc committees can be formed by recommendations of Board members and confirmed by a majority vote of the Board of Directors. These committees will be chaired by MAA Board members, in consultation with the Executive Board.

SECTION 11 - The President or his/her appointed representative shall preside at all Local League meetings and shall sign all written contracts for the Local League. In the event of the absence or disability of the President, the Vice President shall serve and assume the duties of the President until the President returns. All Executive Board Members are approved agents for the organization and its operations.

SECTION 12 - The MAA Board shall be made up of the following elected officers.

EXECUTIVE BOARD POSITIONS OF MAA SHALL BE:

1. President
2. Vice President
3. Treasurer
4. Secretary

BOARD OF DIRECTOR POSITIONS OF MAA SHALL BE:

5. Baseball Director
6. Softball Director
7. Football Director
8. Cheer Director
9. Buildings and Grounds Director
10. Safety Director
11. Team Mom Director
12. Concessions Director
13. Baseball Scheduling Director
14. Softball/Football Scheduling Director
15. Events Director
16. Media Director

SECTION 13 - MAA Board of Directors or their delegates are obligated to participate in all activities that pertain to their respective program as defined in the appropriate position descriptions.

SECTION 14 - A Board member's position shall be deemed vacant in the following cases:

- a. By the death of the incumbent
- b. By his or her resignation (verbal, electronic, or written)
- c. By his or her removal as outlined in Section 17 of this Article.
- d. By his or her refusal to take office
- e. By his or her having 3 unexcused absences at any regularly scheduled monthly board meetings and/or special board meetings. The Board will determine if absence is excused or not. The Secretary shall note this on the attendance report.

SECTION 15 - Any recommendations for revisions to the bylaws shall be to the Secretary, as head of the bylaws committee.

SECTION 16 -The MAA Executive board members along with the director of the relevant sport, will discuss any concerns regarding parent behavior, child behavior, or issues related to any volunteer. In the case that concerns include any of the Executive Board members, the President will include up to (3) regular board members for consideration of the issue. In the case that the President is directly involved in the matter of concern, he/she will recuse himself/herself and the Vice President shall include up to (3) regular board members for consideration of the matter.

SECTION 17 - The MAA board, by a two-thirds vote at any duly constituted meetings, shall have the authority to terminate any member thereof whose duties, responsibilities and/or conduct is considered detrimental to the best interests of MAA and/or who has three unexcused absences without reasonable justification or cause.

SECTION 18 – Members of the Board of Directors may be married, but for the purpose of establishing quorum, a married couple serving on the Board of Directors only counts as one. *This is only for the purpose of establishing quorum. Married Board members will each have a separate vote.*

SECTION 19 - Due to the unique responsibilities of the role of Executive Board members, Executive Board members may not be family members of another Executive Board Member (spouse, sibling, child, grandparent, grandchild, or in-law).

a.) The Board may override Section 19 with a $\frac{2}{3}$ vote (allowing a family member of an existing Executive Board member to run) at a special meeting held for this purpose.

SECTION 20 - Election to the MAA board will not be a ceremonial event but rather a commitment to the betterment of the organization. MAA prohibits Board members from serving on the Board or in a leadership capacity of any other sports organizations if the sport is offered at MAA. If the sport organization offers a sport that is offered at MAA, but there is no overlap of player eligibility within the Local League, then serving on the Board may be allowed. Members of the MAA Board who are considering serving on another Board must provide notice in writing to the MAA Board at least 30 days prior to accepting the position. Involvement in another recreational organization in a capacity as a member of the governing board must ensure that role does not interfere or have any conflict of interests with the current responsibilities owed the MAA.

ARTICLE IV- BOARD MEETINGS

SECTION 1 - A meeting of the MAA Board shall be conducted the second Wednesday of each month at 6:30 pm throughout the year. Additional (or special) meetings may be called by the President at any time or upon request of at least three members of the Board of Directors. If the meeting is deemed an Emergency Meeting by the Executive Board, then it shall take place within three working days from the date of request.

SECTION 2 - An annual meeting will be held the first Wednesday of November at 6:30 to hold the Executive Board Elections.

SECTION 3 - At least three days' notice of all special meetings shall be given to all MAA Board members.

SECTION 4 - A quorum for the transaction of all business shall consist of fifty percent (50%) of MAA Board members. A majority vote of those present shall govern.

SECTION 5 - Roberts' Rules of Order shall govern the proceedings of all meetings, except where the same conflicts with the stated objectives or Bylaws of MAA.

ARTICLE V - COACHES AND ASSISTANT COACHES

SECTION 1 - All Coaches must be approved by MAA and the Local League at the beginning of each season.

SECTION 2 - Any prospective adults desiring to become a Head Coach, Assistant Coach or volunteer shall turn in a completed application to the MAA Board for approval and pass a full background check. These background checks must be completed PRIOR to a Head Coach or Assistant Coach assuming their duties (including preseason activities).

a.) For baseball and softball only: there is an exception of 12 hours of volunteer time monitored by a Coach with an approved background check.

SECTION 3 - Any Coaches or Assistant Coaches must be approved by the Board prior to first official practice.

SECTION 4 - At official games, each team may be allowed one Head Coach and an appropriate number of Assistant Coaches (as determined by the number of players or cheerleaders on each team). Names of all Coaches and Assistant Coaches shall be included with team rosters. All Coaches and Assistant Coaches will be briefed thoroughly on the rules and purpose of Middleburg Association of Athletics. A copy of these bylaws shall be given to every team to be contained in the team books.

SECTION 5 - Coaching vacancies will be filled following the close of the season or by the beginning of the next season.

SECTION 6 - Any Coach or Assistant Coach violating the Official Rules and Regulations as published by MAA's Baseball, Softball, Football, or Cheer Programs may be temporarily or permanently suspended from coaching on the recommendation from the MAA Program Director to the MAA Board.

SECTION 7 - Coaches shall be responsible for the selection of their team, in accordance with the governing league. Coaches are also responsible for their actions and the actions of their players, parents, and visitors while at practice/games. Coaches will assist the Program Directors in recovering equipment from their players. However, the players' parents are ultimately responsible for the return of all issued equipment. Players and the siblings of players who do not return equipment will not be eligible to register for sports at MAA until equipment is returned or paid for.

SECTION 8 - All Head Coaches and Assistant Coaches are obligated to participate in all activities, including mandatory trainings, that pertain to their respective sport programs, as determined by the Sport Director.

ARTICLE VI - MEMBERSHIP

SECTION 1 - Any youth meeting the requirements of age as outlined in the rules and regulations as published by MAA's Baseball, Softball, Football, and Cheer Programs shall be eligible for the participation in Middleburg Association of Athletics, Inc activities.

SECTION 2 – MAA Board of Directors shall, upon evidence of the misconduct of any child, notify the Coach of the team of which the child is a member within 24 hours. The Coach shall appear, within one week, in the capacity of an adviser, with the child, and parent of the child before a duly appointed committee of MAA Executive Board members. This committee shall have full power to suspend or revoke the child's privileges to future participation at Middleburg Association of Athletics Inc.

SECTION 3 - All fees to defray the cost of insurance and equipment expenses, field maintenance, and any other program appropriate expenses may be charged. This amount shall be established by the MAA Board members before registration.

ARTICLE VII- FINANCIAL POLICY

SECTION 1 - The MAA Board shall decide all matters of the finances of the MAA Inc., and it shall place all income in the MAA bank account and direct the expenditure of the same in such a manner that does not prioritize any one team and/or program over the other.

SECTION 2 - In the Spring Baseball and Softball Season there will be two park-led fundraisers. The

proceeds from both of those fundraisers will be disbursed evenly between the park and the individual teams to assist with end-of-season gifts/parties. There will be two park-led fundraisers for the Fall Football and Cheer Season that will also be disbursed evenly between MAA and the individual teams. There will only be one park-led fundraiser for the Fall Baseball and Softball season where the proceeds will be disbursed in the aforementioned manner. All special fundraisers ex. (GoFundMe page) or any other fundraising must receive prior approval by the MAA Board. However, any special fund-raising which is offered to all can be divided between teams by the percentage of participation. No MAA board member shall permit the contribution of funds to an individual or team(s) without approval from the MAA Board. Additional fundraisers will not be conducted until the park-led fundraisers have been completed each season.

REFUND POLICY

SECTION 3 - While state laws primarily govern the issue of returned merchandise there is no federal law that requires a merchant or association to refund money. In most states, refunds are subject to the established association's refund policy at the time of registration. A parent or player changing his or her mind after registration is not sufficient reason for MAA to provide a refund.

Generally speaking, MAA will offer refunds under certain conditions. A parent who registers a player for the benefit of participating in activity within MAA may be given a full refund, if:

1. The goods or services are defective, are not represented, or if any item described according to this part is not received as promised. This will include any uniform items, equipment or if any the equipment becomes defective and it becomes a detriment to the child's safety and the association cannot mitigate or replace the items to participate in any function related to the activity associated with the season.
2. There is a medical issue that arises before the start of the season that would preclude a child from participating in the sport. A doctor's statement must be submitted to the board no later than 7 business days before the start of any activities related to the start of the season. All equipment items must be turned in to the Equipment Manager before any refunds can be issued.
3. Once a child is fitted for a uniform and/or equipment, no refunds will be given based on a parent or child changing their minds.
4. As outlined in this policy, there may be circumstances that would preclude a child from participating (i.e. military-related moves, death of parent). Verification must submit in writing via certified mail to the MAA Board explaining the circumstances surrounding any reason not covered under this policy once the request and all documentation are submitted, the MAA board will decide and contact the requestor in writing within 30 days after the request has been received via certified mail with a decision.

SECTION 4 - All reimbursement requests will be reviewed by the MAA Board of Directors during

regular monthly Board meetings only. Reimbursement request must be accompanied with proof of purchase (original receipts).

ARTICLE VIII- RULES

SECTION 1 The Official Rules and Regulations published by MAA's Baseball, Softball, Football, and Cheer programs for the current year, shall not contradict those of the local league.

SECTION 2 - Coaches are required to become knowledgeable of these rules and regulations and agree to abide by them. The rules and regulations of MAA Inc. will be presented to the MAA Board at a meeting to be held before the first scheduled game of the season. These rules shall in no way conflict with the rules/regulations published by the sport's governing league.

SECTION 3 - Board members, coaches, parents, and other spectators at all MAA games and functions have a responsibility to conduct themselves courteously and in a manner that reflects a sportsmanlike attitude. Jeering, booing or harassment of players, coaches, cheerleaders, or officials will not be allowed. MAA reserves the right to deny anyone the privilege of remaining on the premises who is conducting themselves in a manner contrary to the goals of MAA. The Sports Directors shall make that determination, and if he or she is not present then an onsite, designated MAA board member will be assigned as the Field Marshall during home games. The MAA President shall be informed within 24 hours of any incidents that occur before, during or after a home or away games.

SECTION 4 - These Bylaws may be amended, except for such changes that will conflict with the Official Rules and Regulations of MAA's Baseball, Softball, Football, and Cheer programs, or relevant Florida statutes. Proposed amendments must be approved by a two-thirds vote of the MAA board present at a duly constituted meeting. Written notice of the proposed amendments must be made available to each member of the Board. All amendments shall be submitted for a vote. It is the responsibility of all MAA board members to read and understand the bylaws and any amendments thereof.

ARTICLE IX - CONFLICT OF INTEREST

SECTION 1 The purpose of the conflict-of-interest policy is to protect the interest of this tax- exempt organization (MAA) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of any MAA board member or might result in a possible excess benefit transaction. 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.

DEFINITIONS

SECTION 2

1. Interested Person- Any principal officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

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 the organization has transaction or arrangement,
 - b. A compensation arrangement with the organization or with any entity or individual with which the organization has transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or Arrangement.
3. Compensation- includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
4. A financial interest is not necessarily a conflict of interest, Under Section 3(b), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

PROCEDURES

SECTION 3

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be allowed to disclose all material facts to the members of the committee with the governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not

give rise to a conflict of interest.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, shall inform the member of the basis for such belief and allow the member to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigations as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. If the Board of Directors is forced to take action against an individual or group of individuals the disciplinary action may be up to and including permanent dismissal from MAA.

COMPENSATION

SECTION 4

1. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for service is precluded from voting on matters of that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters of that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization either individually or collectively, is prohibited from providing information to any committee or Board of Directors regarding compensation.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

ARTICLE X - CODE OF ETHICS

MAA is a volunteer-run, nonprofit, tax-exempt association formed to promote, develop, educate, and otherwise further the youth athletes in the Middleburg community. The business of MAA is managed under the direction of the MAA Board. The Board's code of ethics serves as a code of conduct for the association's volunteers, coaches, and board members. Code violations may result in sanctions imposed under the guidance of this document. The principles and requirements that comprise the code and procedures are based on and are designed to ensure full compliance by MAA volunteers, coaches, and board members with the fiduciary duties imposed on such individuals by

state corporate law, the federal tax code's prohibition on private inurement and private benefit and other requirements of federal tax exemption, common law due process requirements, federal and state antitrust and unfair competition law, state tort law, and other legal precepts and prohibitions. At the same time, the code and procedures are not designed to supplant courts of law in the resolution of disputes within the context of this non-profit organization. Moreover, the checks and balances built into the code and procedures are designed to strike the proper balance between ensuring full compliance with the legal obligations described here and ensuring the integrity and efficacy of the code on the one hand and, on the other, the protection of board members, through the use of reasonable due process procedures, against patently false, malicious, or groundless accusations that could result in significant business or personal harm if not properly handled. Members of the board affirm their endorsement of the code and acknowledge their commitment to upholding its principles and obligations by accepting and retaining membership on the board.

Members of the Board (including ex officio members of the board) shall at all times abide by and conform to the following code of conduct in their capacity as board members. Each member of the MAA board will abide in all respects by the MAA's Code of Ethics and all other rules and regulations of the association (including but not limited to the association's articles of incorporation and bylaws) and will ensure that their membership (or the membership of the entity for which they serve as an officer, director, employee, or owner, as the case may be) in the association remains in good standing at all times. Furthermore, each member of the Board will at all times obey all applicable federal, state and local laws and regulations and will provide or cause to provide the full cooperation of the association when requested to do so by those institutions and their persons set in authority as are required to uphold the law. Members of the MAA Board will conduct the business affairs of the association in good faith and with honesty, integrity, due diligence, and reasonable competence.

1. Except as the MAA Board member may otherwise require or as otherwise required by law, no MAA Board member shall share, copy, reproduce, transmit, divulge, or otherwise disclose any confidential information related to the affairs of the association and each member of the board will uphold the strict confidentiality of all meetings, other deliberations, and communications of the MAA Board.
2. Members of the MAA board will exercise proper authority and good judgment in their dealings with association staff, suppliers, and the general public and will respond to the needs of the association's members in a responsible, respectful, and professional manner.
3. No member of the MAA Board will use any information provided by the association or acquired as consequences of the board member's service to the association in any manner other than in furtherance of his or her board duties. Further, no member of the Board of Directors will misuse association property or resources and will at all times keep the association's property secure and will not allow any person not authorized by the Board of Directors to have or use such property.
4. Upon termination of service, a retiring MAA Board member will promptly return to the MAA

Inc. all documents, electronic and hard files, reference material, passwords, keys, and other property entrusted to the board member to fulfill his or her job responsibilities. Such a return will not abrogate the retiring board member from his or her continuing obligations of confidentiality for information acquired as consequences of his or her tenure on the MAA Board.

5. The MAA Board dedicates itself to leading by example in servicing the needs of MAA and its members and also in representing the interests and ideals of youth athletics at large.
6. The MAA Board must act, at all times, in the best interests of the MAA and not for personal or third- party gain or financial enrichment. When encountering potential conflicts of interest, board members will identify the conflict and as required, remove them from all discussion and voting on the matter. MAA Board members shall follow the below guidelines:
 - a. Avoid placing (and avoid the appearance of placing) one's self-interest or any third- party interest above that of MAA. While the receipt of incidental personal or third party benefit may necessarily flow from certain association activities, such benefit must be merely incidental to the primary benefit to the association and its purposes.
 - b. Do not abuse board membership by improperly using board membership or the association's staff services, equipment, resources, or property for personal or third-party gain or pleasure; board members shall not represent to third parties that their authority as a board member extends any further than what is outlined in these bylaws.
 - c. Do not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect MAA.
 - d. Do not engage in or facilitate any discriminatory, harassing, or otherwise unprofessional behavior directed toward MAA volunteers, parents, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the association.
 - e. Do not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor for matters of the association; and
 - f. Provide goods or services to the association as a paid vendor to the association only after full disclosure to, and advance approval by, the board, and according to any related procedures adopted by the board.

ARTICLE XI - FIDUCIARY RESPONSIBILITY

1. The MAA Board shall provide diligent, vigilant, and educated oversight of the fiduciary responsibilities of the MAA Inc.

2. The MAA Board shall seek professional services for the drafting of formal financial policies and procedures.
3. The MAA Board shall adopt a preliminary budget no later than the 1st meeting in April of each year. The MAA board shall adopt a final budget by June 15th of each year.
4. The MAA Treasurer shall present a year-end financial report to the general membership at the last general membership meeting of the year.
5. MAA Inc. shall remain in compliance with all Federal, State, and Local laws and regulations governing the fiduciary responsibilities of the nonprofit corporations.

ARTICLE XII - OFFICER DUTIES

All MAA Board Members shall be responsible for assisting in operation of park events as they are available.

MAA PRESIDENT

It shall be the duty of the President of MAA to promote the orderly and sustainable growth and development of the Middleburg Association of Athletics through sound planning, judgment, and leadership. The President must be of the highest integrity, possess strong interpersonal skills, and be capable of committing the personal time necessary to be a comprehensive leader. Also:

1. In all decision-making concerning MAA matters, the President shall maintain neutrality. The president must possess the ability to recognize potential conflicts and abstain. If the sitting President is also a coach within the organization while acting in his/her capacity as a coach, the President shall make a decision appropriate to his/her team, while maintaining the interests of the park as the highest priority. In the event of a potential conflict of interest, the President shall abstain. If the President is required to abstain, the Vice President and/or the Director shall arbitrate.
2. Shall preside at all Board of Director meetings and general membership meetings.
3. Shall call at least 1 (one) general membership meeting per year.
4. Shall assume responsibility for the smooth functioning of the MAA in the capacity of liaison with parents, sponsors, partners, coaches, officers, board members, government officials, and others.
5. Shall co-sign all agreements and contracts made by MAA (along with the Secretary) upon approval of the Board of Directors.
6. Shall review the Treasurer's financial statement (along with the Vice-President) at the time of each Board of Directors meeting, and also regularly apart from the Board of Directors meetings.
7. Has the authority to spend or approve up to \$500 (Five Hundred Dollars) as needed to conduct or maintain the continuous function of business operations without the approval of the Board of

Directors – such instance(s) shall not exceed \$500 between Board meetings. Communication to the Board of Directors should occur once it is known that a purchase is necessary. Receipts shall be provided to the MAA Treasurer before the next Board of Directors meeting. The purchase is subject to review by the Board of Directors.

8. Shall represent the MAA at all Clay County Parks & Recreation Board meetings, as well as other relevant governmental meetings.
9. Shall act as an administrator assisting in all aspects of the MAA with the authority to assign duties as necessary.
10. Shall represent or appoint a qualified person (i.e. an attorney) to represent, the MAA in any legal proceedings. Shall ensure that the MAA's non-profit status is active according to Federal Taxing Laws and the State of Florida.
11. Shall appoint or conduct internal audits with at least one other person to maintain the integrity of MAA.

VICE PRESIDENT

It shall be the duty of the Vice-President to assist the President in the discharge of the President 's duties. Also, in the absence of the President, the Vice President shall assume the President's duties and officiate in his/her stead.

1. Shall act as an administrator assisting in all aspects of the MAA with authority to assign duties as necessary provided said assignments are in the keeping of the general likeness of the President.
2. Shall be responsible for creating and maintaining the full MAA calendar and submitting it to the Media Director.
3. Work directly with the Concession Stand Director and Team Mom Director to ensure a lucrative menu design for the concession stand is displayed and provide assistance with fundraising ideas and planning.
4. Work directly with Sports Directors to ensure appropriate access to League Magic, Sports Engine, or other team management programs for the efficient registering, scheduling, and communication management of the teams.
5. Shall, along with the Treasurer and Secretary, be listed as co-signer's for all financial accounts of the Association.

TREASURER

The Treasurer should have professional experience in accounting, financial management, and/or relevant experience in bookkeeping/financial monitoring and budgeting. Besides, he or she shall:

1. Reports to the Vice President
2. Submit reports at the request of the President or MAA board.

3. Manage and disburse funds with the approval of the board, unless otherwise noted in these bylaws.
4. While the board of directors is responsible for the funds received and spent by MAA, the treasurer is the fulcrum for ensuring the board fulfills its fiduciary responsibilities. This individual oversees the management and reporting of a nonprofit's finances, thereby ensuring the organization stays financially sound and that assets are used appropriately.
5. Oversees the development of financial policies and procedures, and their review by the board. Ensures that funds are retained in safe accounts,
6. Shall, along with the Vice President and Secretary, be listed as co-signer's for all financial accounts of the Association.
7. Invest excess funds per MAA Board direction.
8. Verifies that donations and grants are handled appropriately, reviews invoices, checks, and bank statements.
9. Ensures that financial books and records are accurate and up to date.
10. Assists in the preparation of the annual budget and its presentation to the board for review; monitors results and alerts the board to any important issues.
11. Discusses with the Board of Directors and the external auditor any potential problems or deficiencies.
12. Ensures that an independent audit of the organization's finances takes place every two years, and assists with the development and presentation of the annual report to the Board; informs the Board of important financial events, trends, and issues.
13. Work directly with the Team Mom Director and Media Director to ensure sponsor logos, banners, and likeness are prominently displayed per the executed sponsorship agreements.
14. Oversees the development of monthly or quarterly financial statements and presents these to the Board.
15. Ensures that an independent audit of the organization's finances takes place every two years, and assists with the development and presentation of the annual report to the Board; informs the Board of important financial events, trends, and issues.
16. Ensures that government tax filings and remittances are submitted on a timely basis.
17. Shall provide the Board of Directors with sound cost-benefit analysis when reviewing long-term partnerships and considering the execution of agreements/purchases requiring large financial outlays.
18. The MAA treasurer shall present a year-end financial report to the general membership at the last general membership meeting of the year.

19. Issue approved receipted refunds and reimbursements.

If the Treasurer is unable to perform his/her duties, the Board of Directors may move to allow the Vice President or the Secretary, on an interim basis only, the authority to assume the role.

SECRETARY

It shall be the duty of the Secretary to take a proactive and intricate role in maintaining the MAA's general organizational structure and compliance with this regulatory document and the administrative requirements herein, as well as performing administrative duties and historical record-keeping related to MAA Board of Directors (current and historical):

1. Shall keep the minutes of the general membership meetings and Board of Directors meetings. This includes taking detailed notes and producing summary minutes for review and adoption by the Board of Directors. These minutes, upon adoption, will be the official records of MAA.
2. Maintain and ensure the accuracy of the official roll of Board Members together with the date of their acceptance and their appointment to their respective positions.
3. Shall be responsible for supplying attendance sheets and keeping a record of attendance for general membership meetings and Board of Directors meetings. This record will be utilized to determine general membership status and voting privileges.
4. Shall assist the President and Vice President in the creation of meeting agendas and ensure the dissemination of information to Board members.
5. Shall actively maintain and monitor all agreements with sponsors, facility managers, and partners. This includes monitoring each agreement as to pertinent dates, payment deadlines, required achievement goals, and other "trigger" dates or events significant to the agreement.
6. Shall assist in other duties as assigned by the President and Vice President.
7. Shall keep minutes of official coaches and team parent meetings. This includes taking detailed notes and producing summary minutes for review and adoption by the Board of Directors.
8. Shall actively manage and monitor the MAA's general membership. This shall include but is not limited to:
 - Accurately maintain a record of general members with the ability to cast a vote in the general election.
 - Populate and maintain a digital database with all pertinent information for each member.
[Excel format]

- Maintain accurate records, all reports, and documents connected with the MAA Board of Director Membership.

9. Shall, along with the Treasurer and Secretary, be listed as co-signer's for all financial accounts of the Association.

ARTICLE XIII – BOARD OF DIRECTORS' DUTIES

BASEBALL DIRECTOR

1. Record all player registrations.
2. Submit to Vice President, team rosters, including players claimed, and the tournament team eligibility affidavit. Notify Vice President of any subsequent player replacements or trades.
3. Notify Baseball Scheduling Director for scheduling umpires for home games as needed.
4. Reserves the right to nominate Commissioners for each league division, with the approval of the Executive Board.
5. Oversight of the Recreational, Advanced and All-Star programs.
6. Prepare a preliminary budget for upcoming season in cooperation with Treasurer.
7. Assign all coaches.
8. Maintains all fields.
9. Responsible for ordering and distribution of all equipment/uniforms
10. Notify Treasurer of the number of bags of chalk needed for the season so order can be placed.
11. Notify Secretary of all scheduled meetings so that official minutes can be taken.
12. Perform additional duties as defined by the Board.

SOFTBALL DIRECTOR

1. Record all player registrations.
2. Submit to Vice President, team rosters, including players claimed, and the tournament team eligibility affidavit.
3. Notify Vice President of any subsequent player replacements or trades (baseball and softball).
4. Notify Softball & Football Scheduling Director for scheduling umpires for home games as needed.
5. Reserves the right to nominate Commissioners for each league division, with the approval of the Executive Board.
6. Oversight of the Recreational, Advanced and All-Star programs.
7. Prepare a preliminary budget for upcoming season in cooperation with Treasurer.
8. Assign all coaches.
9. Maintain all fields.
10. Responsible for ordering and distribution of all equipment/uniforms
11. Notify Treasurer of the number of bags of chalk needed for the season so order can be

placed.

12. Notify Secretary of all scheduled meetings so that official minutes can be taken.
13. Perform additional duties as defined by the Board.

FOOTBALL DIRECTOR

1. Record all registrations.
2. Receive and review applications for player candidates in checking residence and age eligibility (birth certificate). Prepare a preliminary budget for upcoming season in cooperation with Treasurer.
3. Reserves the right to assign Commissioners for the sport.
4. Responsible for game day set up and cleanup coordination.
5. Assign all coaches.
6. Responsible for distribution of all equipment/uniforms
7. Notify Secretary of all scheduled meetings so that official minutes can be taken.
8. Perform additional duties as defined by the Board.

CHEER DIRECTOR

1. Maintain an accurate and up-to-date record thereof.
2. Receive and review applications for player candidates.
3. Prepare the cheer roster sheets for each age group.
4. Submit to prevailing conference team rosters, including players claimed, and the tournament team eligibility affidavit.
5. Notify prevailing conference of any subsequent player replacements or trades.
6. Assign all coaches.
7. Individual player accounts will be maintained by sport director and communicated to the Treasurer at the end of each fundraising event.
8. Notify Secretary of all scheduled meetings so that official minutes can be taken.
9. Perform additional duties as defined by the Board.

BUILDINGS AND GROUNDS DIRECTOR

1. Be responsible for the care and maintenance of the playing fields, buildings, machinery, and grounds.
2. Undertake building and improvement projects as directed by the Board.
3. Plan for the future needs of the Association.
4. Utilize the County and/or CDD allotment to accomplish major improvements and repairs for the Association subject to the approval of the Board.

5. Be responsible for obtaining necessary goods and services for the position and shall be considered an “Agent” for these purposes. He/she shall adhere to all purchasing policies and procedures outlined under Financial Operation.
6. Be responsible for all “maintenance workers”, as selected by the director with board approval, and the duties of these individuals.
7. Perform additional duties as defined by the Board.

SAFETY DIRECTOR

1. Coordinate all safety activities and promote safety in activities through training, equipment, procedures, and facilities.
2. Coordinate prevention of injuries and solicit suggestions for making conditions safer. He/she then reports said suggestions to the Board and implements those changes approved by the Board.
3. Coordinate reports of any injuries, including but not limited to the filing of the necessary documentation and notification of the appropriate persons and insurance.
4. Notify Secretary of all scheduled meetings so that official minutes can be taken.
5. Coordinate Background Checks and certify compliance.
6. Perform additional duties as defined by the Board.

TEAM MOM DIRECTOR

1. Coordinate a team mom meeting prior to each season and assist each team with deadlines set by the Board.
2. Responsible to ensure all money is collected, and receipted, including but not limited to: uniforms, fundraisers, and sponsorships. Deposits are submitted to the Treasurer in a timely manner.
3. Collecting funds from each individual team parent and distributing merchandise to each individual team parent. Ensure funds are given to Treasurer in timely manner.
4. Submit any issues to the specific Director of their sport.
5. Work with Media Director and Events Director to coordinate picture day for each sport.
6. Perform additional duties as defined by the Board.
7. Coordinate all fundraising activities for the park and each sport.
8. Communicate to team parent for each sport all fundraising activities.
9. Submit to board for approval fundraising activities.
10. Communicate to Media Director all fundraising activities to be communicated through website and social media.

CONCESSIONS DIRECTOR

1. Responsible for coordinating all concession stands within the Association.
2. Negotiate all vendor contracts and submit to the Board for review and approval.
3. Determine cost for product sold and submit to Treasurer for approval.

4. Coordinate the opening and closing of the Concession stand.
5. Responsible for ordering food, drinks, and supplies to stock the Concession stand. Includes picking up, shopping, and meeting vendors for delivery.
6. Obtain Treasurer approval for purchases exceeding \$2,000.
7. Maintain and provide an inventory list to the Board as requested.
8. Monitor product loss and report to the Board as requested.
9. Submit any issues to the Vice President of the Executive Board. Perform additional duties as defined by the Board.

BASEBALL SCHEDULING DIRECTOR

1. Notify Umpire Association for scheduling umpires for home games as needed for baseball rec games and any All-Star tournaments held at the Association.
2. Concession schedule for baseball teams.
3. Provides master schedule to the Board that contains practices, games, and concession.
4. Attends baseball scheduling meetings with outside parks.
5. Notify Secretary of all scheduled meetings so that official minutes can be taken.
6. Distribute the work duty schedule for concession.
7. Perform additional duties as defined by the Board.

FOOTBALL/SOFTBALL SCHEDULING DIRECTOR

1. Notify Umpire Association for scheduling umpires for home games as needed for baseball and softball rec games and any All-Star tournaments held at the Association.
2. Schedule concession schedule for softball, football, and cheer.
3. Schedule gates for football.
4. Provides master schedule to the Board that contains practices, games, and concession.
5. Attends softball scheduling meetings with outside parks.
6. Notify Secretary of all scheduled meetings so that official minutes can be taken.
7. Distribute the work duty schedule for concession and/or gate.
8. Perform additional duties as defined by the Board.

EVENTS DIRECTOR

1. Be responsible for the planning of the opening day events for Baseball/Softball. Must provide the Board with a projected budget to prepare for the event.
2. Be responsible for the planning and execution of homecoming for Football/Cheer. Must provide the Board with a projected budget to be approved to prepare for event.
3. Plan any involvement in community events on behalf of the Association.
4. Help plan and execute any Baseball/Softball tournaments that the park may host.

5. Coordinate, along with Team Mom Director and Events Director picture day for each sport.
6. Perform additional duties as defined by the board.

IT DIRECTOR

1. Maintain IT Projects, work with vendors, and communicate with board members about project status.
2. Configure, monitor, maintain, and manage applicable communications, such as wired/wireless internet, security cameras (if applicable), wired/VOIP phones, email servers and creation/maintenance/admin of the servers.
3. Review, validate, and deploy software/hardware updates for league utilized devices, services, and methods.
4. Assist in website design, improvements, and new integrations. Assist with updates to the website and files/domains associated with it as well as improvements to security within the website.
5. Collaborate and consult as appropriate with board members in the structuring and development of application requirements; advises board members and visitors on the application implementation.
6. Identifies and recommends new technologies and services that will improve efficiency, processes, and operations; reviews requests for additional services and upgrades assessing the cost and benefits to the organization.
7. Oversee, support, and continuously support strong IT functions.
8. Maintains pace with technological progress, economic change and organizational needs by directing continual improvements of IT equipment and procedures.
9. Perform additional duties as defined by the Board.

MEDIA DIRECTOR

1. Maintain and update the Association website as requested.
2. Maintain social media sites for the Association .
3. Keep all sponsorships, registrations, events, board members, and documents up to date on website.
4. Maintain online calendar for official meetings, events, games, and other relevant information
5. With Team Mom Director and Events Director, coordinate team picture days.
6. Perform additional duties as defined by the Board.

ARTICLE XIV – FUNCTIONAL COMMITTEES

Functional Committee Overview:

The Chairperson and Committee Members of each Functional Committee shall be appointed by the President with approval of the Executive Board. The Board, during the December Board meeting or at the earliest opportunity, will confirm and approve all appointments. All policy for Functional Committees will be either directed by the Board or subject to Board approval.

Each Functional Committee shall:

1. Consist of at least 2 (two) members including chairperson.
2. Organize and maintain its own activities in order to achieve its objectives.
3. Communicate with appropriate Player Agents and Team Representatives as necessary to conduct its function.
4. The Chairperson shall represent the committee at Board Meetings. Inform the Board of the current status, plans and objectives for his/her committee.
5. Specific duties and responsibilities for each Functional Committee are outlined below:

Budget & Finance Committee

Chairperson: Treasurer

Members: Shall consist of the President, a representative from each Sport, and any additional approved members by the Board.

The Budget & Finance Committee shall be responsible for and have authority to:

1. Conduct monthly meetings to review the previous month expenses and future expenses for the Association as needed.
2. Review all proposals and submit recommendations to the Board for approval if not within budget.
3. Prepare the proposed budget for the upcoming year and submit to the Board for approval at the board Meeting.
4. Prepare all purchasing and cash handling procedures for the Association and submit to the Board for approval.
5. Submit any issues to the Executive Board.
6. All financial records are subject to inquisition and clarity from the Board of Directors.
7. Perform additional duties as defined by the Board.

Nominating Committee

Chairperson: Appointed by the Secretary.

Members: to be determined by the Chairperson

The Nominating Committee shall be responsible for and have authority to:

1. The Committee shall investigate and consider eligible candidates and submit the slate of candidates for the Board of Directors to the Secretary by October 31st by November 16th the Election Ballot of the Nominees must be posted on the website for the upcoming election.
2. The Committee shall also submit for consideration by the Executive Board.
3. The Committee shall conduct and confirm each potential candidate's willingness to serve as a committee member.

Bylaws and Policies Committee

Chairperson: Secretary

Members: Shall consist of the Vice President, Director from each Sport, and any additional members approved by the Board.

The Bylaws and Policies Committee shall be responsible for and have authority to:

1. Annual Review and recommend any necessary changes to the existing By-Laws.
2. On a quarterly basis, review policy suggestions and bylaw amendments presented to the Committee and submit proposed amendments to the Board for approval.
3. Maintain an up-to-date copy of the Association Bylaws.
4. Provide an up-to-date copy of the Association Bylaws to the Board in October of each year as needed.

Article XV – Director-Led Committees

As a volunteer-run association, it is understood that many Directors have multiple responsibilities and would benefit from being able to run committees to delegate the specific duties of their positions. Additionally, volunteers may be more willing to take on duties if they are able to do so without committing to become a Director. As such, Directors may convene committees as follows:

Director-Led Committee

Chairperson: Director

Members: Shall be determined by Director

The Director-Led Committee shall be convened by the Director when input or assistance is needed to carry out the duties of the Director. The Director maintains all listed responsibilities, but may delegate and assign duties to the committee members. The formation of this committee is at the discretion of the Sports Director. To form a committee, the Director must:

1. Submit to the Board for approval by majority vote:
 - a. a list of names of prospective members to the board for approval by majority vote.
 - i. Prospective committee members must complete background check .
 - b. the duties that are to be delegated.
2. Provide an update of committee activities and accomplishments to the Board at regular Board meetings.
3. Dissolve the committee at the end of the season.

The foregoing amended Bylaws of the **Middleburg Association of Athletics Inc.** are hereby adopted and approved as of the date written and shall be written immediately as provided herein.

Approved by an affirmative vote of the Board of Directors of the Middleburg Association of Athletics this: _____ day of _____, _____.

Signed _____

MAA President

Attest

Secretary