



# **Waterloo Sports Association**

## **By-Laws**

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AS AMENDED – DECEMBER 2010

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Waterloo Sports Association  
P.O. Box 281  
Waterloo, IL 62298

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## **ARTICLE I - NAME**

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The name of the organization shall be "Waterloo Sports Association, Inc." Waterloo Sports Association (WSA) shall be a 501(c)(3), not-for-profit organization.

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## **ARTICLE II – PURPOSE**

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### **SECTION 1**

The purpose of the Waterloo Sports Association shall be to provide recreation for area youth in the form of athletic programs; inspire children to practice good health, citizenship, and character; bring children of the community together through the means of a common interest in sportsmanship, fair play, and fellowship; and keep the welfare of children first and entirely free of adult lust and glory.

### **SECTION 2**

In addition to the above general purposes, specific Waterloo Sports Association purposes are as follows:

- A. To acquaint participants with the fundamentals of the programs it provides.
  - B. To teach through its programs: sportsmanship, love of the game, and the ability to face adversity.
  - C. The Waterloo Sports Association will be an entirely not-for-profit organization, wherein no board member shall receive any type of remuneration for their services from the Association's treasury, other than reimbursement for actual costs accrued to provide for the Association, unless otherwise approved by the Board of Directors, for which vote the affected Director must abstain.
  - D. The Waterloo Sports Association will not endorse, sponsor financially, nor support in any other way, any political party or candidate of any political office.
  - E. No child shall be turned away due to financial hardship, race, religion or disability.
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## **ARTICLE III - MEMBERSHIP**

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### **SECTION 1 – DEFINITION & VOTING RIGHTS**

- A. Member is defined as a parent or legal guardian that had at least one youth registered and participating in a Waterloo Sports Association program during the previous calendar year, excluding programs identified in section 1(B) below.
  - B. Only one member vote per participating child will be allowed. Voting privileges are limited to those programs that require an individual program deposit.
  - C. If the child's parents and/or legal guardians cannot agree upon which individual shall be the "voting member," each child's parents, or where applicable legal guardians, shall be entitled to one-half (1/2) vote.
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- D. Where only one parent or one legal guardian is present at a meeting, that parent or guardian shall be the "voting member" at that meeting.
- E. The board of directors reserves the right to refuse membership.

## **SECTION 2 – DUES AND FEES**

- A. Membership dues shall be designated by the Board of Directors and constitute registration fees for participating youth in each program, payable at time of registration.
  - 1. There shall be an application process for those who apply and qualify for financial assistance and approved by the board of directors.
- B. A deposit for volunteer requirements shall be assessed once per family, per sports season (i.e., Winter, Spring, Summer, Fall), due at the time of registration.
  - 1. The deposit will be refunded upon the completion of the required volunteer time.
  - 2. In the event a family fails to fulfill all volunteer requirements, the deposit shall be forfeited.
- C. In lieu of work program deposit the board of directors may offer alternative means of meeting the requirement.

## **SECTION 3 – MEMBER SUSPENSION AND EXPULSION**

- A. Any member and/or participating child may be suspended or expelled for conduct endangering or likely to endanger the welfare, interest, or character of the Association. Said conduct by participating youth or anyone in the household constitutes grounds for suspension or expulsion.
- B. Affected members shall be advised in writing, of the charges and shall be notified in writing at the most recent address provided at the member's most recent registration of the youth in a Waterloo Sports Association program at least seven (7) days prior to the meeting of the Board of Directors, at which meeting the charges are to be heard.
- C. Any board member reserves the right to suspend any member, participant, player, spectator, etc. as they deem necessary. Such suspension shall remain until further reviewed by the board of directors as outlined in Section 3A & 3B above.
- D. In cases of suspension or expulsion, the Waterloo Sports Association Board of Directors shall vote via secret ballot. The suspension or expulsion shall carry with a two-thirds (2/3) majority vote.

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## **ARTICLE IV – ANNUAL MEMBERS' MEETING**

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### **SECTION 1**

- A. There shall be one annual meeting of the Association to be held during the month of December. The fiscal year of the Association shall be January 1 through December 31.
- B. The time and place of the annual meeting shall be designated by the President and an announcement of the meeting shall be placed in as many media outlets as possible.
- C. Regular meetings of the Board of Directors will also be announced in the aforesaid manor whenever possible.

- D. No proxy may be used to vote on behalf of another member and only members present at the annual meeting shall be allowed to vote.

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## **ARTICLE V – ELECTION OF BOARD, OFFICERS AND PROGRAM DIRECTORS**

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### **SECTION 1 – NOMINATIONS**

- A. At the November monthly Board of Directors meeting, the President shall select three (3) Directors for a temporary nominating committee. This committee shall nominate replacements for the retiring Directors, any open Director seat, four (4) officers, and program directors.
- B. Nominees who are not general members must be approved by the outgoing Executive Board by a two-thirds (2/3) margin to be eligible for election.

### **SECTION 2 – ELECTION OF BOARD OF DIRECTORS**

- A. The nominees for Board of Directors will be presented by the nominating committee at the annual meeting of members.
- B. The President shall call for further nominations from the floor. After closing of nominations, voting for the Board of Directors, except by acclamation, shall be by secret ballot of the general members.
- C. The number of open positions shall be filled by the nominees receiving the highest number of votes (i.e. if three Director positions are to be filled, the three nominees receiving the most votes will become the elected Directors).

### **SECTION 3 – ELECTION OF OFFICERS AND PROGRAM DIRECTORS**

- A. The election of officers and program directors shall immediately follow the election of the Board of Directors.
- B. The nominees for each office and program directors are presented by the nominating committee. Nominations from the floor may be made prior to the closing of nominations for each office and program directors.
- C. Voting for officers and program directors, except when unopposed, shall be secret ballot of the Board of Directors.

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## **ARTICLE VI – BOARD OF DIRECTORS**

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### **SECTION 1**

- A. The affairs of this Association shall be managed by a Board of Directors, consisting of at least seven (7) directors. The minimum number of directors may at any time be increased or decreased by amendment to these By-Laws.
- B. The Board of Directors, at any monthly or special meeting, shall have the power to elect additional Directors to hold offices until the next annual meeting of the members and until their successors are elected and qualify.

- C. The Board of Directors shall exercise control and management of this Association and determine its policies.
- D. The Board of Directors shall have authority to do all lawful things which they deem proper and expedient to promote the objectives and interests of the Association.
- E. The composition of the Board of Directors shall attempt to include representation from all programs, if members are willing to serve when asked. A mixed representation of members from all programs will be a consideration in nominating new board members.
- F. No member of the Board of Directors shall be a member of the Board of Directors for other not-for-profit organization whose primary purpose is youth recreation, except for those organizations that work hand-in-hand with the WSA, i.e., District 19 and SWIYFC. Exceptions shall be voted on at the appropriate meeting. Such a situation would be considered a conflict of interest and the Director would be required to immediately resign from the WSA Board of Directors.
- G. All Directors must sign a no-compete agreement, the details of which shall be contained in the Standing Policies and Procedures.

## **SECTION 2**

- A. At the first meeting of members, TWENTY-ONE (21) Directors shall be elected.
  - 1. One-third (1/3rd) of the Directors shall be elected to one-year terms of office ending at the first annual meeting.
  - 2. One-third (1/3rd) of the Directors shall be elected to two-year terms of office ending at the second annual meeting.
  - 3. One-third (1/3rd) of the Directors shall be elected to three-year terms of office ending at the third annual meeting.
- B. At each annual meeting, the successors to the Directors whose terms expire in that year shall be elected to three-year terms of office.
- C. Each Director shall serve on at least one Board-appointed committee each year.

## **SECTION 3**

- A. Each director must attend, in person, eighty percent (80%) of the monthly meetings in a year.
- B. Any director who does not notify the President, directly, that he/she will miss a regular monthly meeting shall be considered as "unexcused" without a vote required.
- C. The directors present at each meeting shall be presented with the reasons given for a director's absence and vote for excused or unexcused status on the absence.
- D. Excused absences do not count towards the meetings missed by a director for that year, but they do take away from the total number of months by which the director must accumulate eighty percent (80%) of his/her attendances. For example, a director with 2 excused absences must attend 8 of the 10 other meetings for which he/she did not have an excused absence.
- E. In the event a director misses enough meetings to put eighty percent (80%) attendance for the year out of reach, the Board of Directors may follow proper motioning and voting to force the director to resign from the Board of Directors.

- F. Directors may be forced to resign by a two thirds (2/3) majority of the directors present. There must be at least seventy five percent (75%) of the directors present to constitute a quorum for forcing resignation of directors.
- G. If a director is absent for two consecutive meetings without contacting the President, the position shall be considered vacant, and thereby subject to replacement filling per these by-laws.
- H. In the event of a vacancy in the Board before the next annual meeting, the President will nominate a replacement to fill such vacancy for the unexpired term of such Director position, subject to approval by a majority vote of the Board of Directors.
- I. Any replacement Director nominee who is not a member of the Association shall need to meet the guideline set in Article V, Section 1, B of the Association's By-Laws.
- J. Any prospective replacement to a vacancy on the Board of Directors shall serve a minimum 60 day probationary period, unless the annual meeting of members occurs prior to the 60<sup>th</sup> day of probation.
  - 1. At the earliest, the President shall call for a vote at the next regular monthly Board of Directors meeting following the 60<sup>th</sup> day of the probationary period.
  - 2. If the President sees fit for a longer probationary period, he may delay the vote by no more than one regular Board of Directors meeting.

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## **ARTICLE VII – OFFICERS AND PROGRAM DIRECTORS**

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### **SECTION 1 - OFFICERS**

- A. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer, and they shall be elected to serve for a period of one year by the Board of Directors.
- B. Election of officers shall be by majority vote of the Board of Directors during the annual meeting, after the annual election of the Board of Directors.
- C. Officers may serve an unrestricted number of successive terms.
- D. The officers shall propose a budget at the monthly February meeting for approval by the Board of Directors.

### **SECTION 2 - PRESIDENT**

- A. The President shall be the chief executive officer of the Association.
- B. The President shall preside at meetings of the Association and the Board of Directors, have general and active management of the activities of the Association, shall see that all orders and resolutions of the Board are carried into effect, and shall perform such duties as the Board of Directors shall prescribe.
- C. The President's power shall not infringe upon the management and decision-making rights of any Board-appointed committees.

### **SECTION 3 – VICE-PRESIDENT**

- A. The Vice President shall assume the duties and authority of the President in the absence or disability of that officer.

- B. The Vice President shall oversee the Association's fundraising and sponsorship programs, and may assign a director to chair the Fundraising Committee as well as a director to lead sponsorships.
- C. The Vice-President's power shall not infringe upon the management and decision-making rights of any Board-appointed committees.

#### **SECTION 4 - SECRETARY**

- A. The Secretary shall keep accurate minutes of the Annual Meeting and each Board of Directors Meeting and shall distribute the previous meeting minutes to all Board members within a week of the meeting.
- B. The Secretary shall not keep the minutes of the meetings of Board-appointed committees.
- C. The Secretary shall be responsible for keeping and maintaining the member registration database and mailing registration announcements to general members.
- D. The Secretary's power shall not infringe upon the management and decision-making rights of any Board-appointed committees.
- E. The Secretary shall be responsible for any and all Thank You letters and any WSA approved sympathy gestures.

#### **SECTION 5 - TREASURER**

- A. The Treasurer shall keep the accounting of the finances of the Association, receiving all monies paid in and depositing same in banking institutions designated by the Board of Directors and paying all bills and demands against the Association in accordance with conditions and regulations established by the Board of Directors.
- B. The Treasurer shall have available monthly balance sheet and financial report, which shall be made available to the Board of Directors. The annual financial statement and report of transactions shall be made available to the general membership at the annual meeting.
- C. The Treasurer shall submit his records to a CPA firm at the end of the fiscal year so that they may be audited.
- D. The Treasurer's power shall not infringe upon the management and decision-making rights of any Board-appointed committees.

#### **SECTION 6 – OFFICER VACANCIES**

- A. In the event a vacancy occurs in an officer position before the next annual meeting, the Board of Directors will elect a replacement from the current Board.
- B. An office is considered vacant if an officer misses two (2) consecutive meetings without giving notice to the President.

#### **SECTION 7 – PROGRAM DIRECTORS**

- A. The Board of Directors shall elect program directors to serve for a period of one year for cheerleading, football, recreational baseball, recreational softball, select baseball, select softball, soccer, and t-ball, AND ANY OTHER PROGRAM AS VOTED ON BY THE BOARD OF DIRECTORS.
- B. Election of program directors shall be by majority vote of the Board of Directors during the annual meeting, after the election of officers.

- C. Program directors may serve an unrestricted number of successive terms.
- D. Program directors shall propose a budget at least two months prior to their respective sports' first registration for approval by the Board of Directors.

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## **ARTICLE VIII – COMMITTEES**

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### **SECTION 1**

- A. The committees of this Association shall be standing committees, temporary committees, and special committees. Except as specified herein, the chairperson and all members of the committees shall be appointed and the number of members shall be determined by the President.
- B. Association Directors shall comprise a majority of each committee membership.
- C. The President, with assistance from the Board, shall be responsible for communicating goals for each committee consistent with the needs of the Association.
- D. Only those who are members of a committee shall have the right to vote on matters before the committee. The committee chairperson may only vote on matters before the committee in the event of a tie vote.
- E. The committee chairperson shall count as one member of the committee for purposes of establishing a quorum.

### **SECTION 2 – COMMITTEE MEETING MINUTES**

- A. The chairperson of each committee shall see that records of meetings are maintained by either a permanent or temporary committee secretary.
- B. Committee meeting minutes shall be forwarded to the Secretary of the Board of Directors for inclusion in the Board's minutes at the next regular monthly Board of Directors meeting following the committee meeting.

### **SECTION 3 – STANDING COMMITTEES**

- A. The standing committees of the Association shall be:
  - 1. Executive Committee
    - a. Shall be responsible for administering the ordinary business matters of the Association as delegated by the Board of Directors.
  - 2. Operations Committee
    - a. Shall be responsible for overseeing the everyday operations of the WSA programs.
  - 3. By-Laws Committee
    - a. Shall be responsible for reviewing the existing by-laws and governing documents and bringing recommended changes before the Board of Directors for approval.
  - 4. Fundraising Committee
    - a. Shall be responsible for securing Association and team sponsorships, suggesting specific WSA fundraisers, and marketing all WSA activities.
  - 5. Improvements and Grounds Committee

- a. Shall be responsible for bringing physical improvement suggestions to the Board of Directors for approval.
- 6. Growth and Development Committee
  - a. Shall research and propose any prospective programs to add to the Association and present such ideas to the Board of Directors.
- 7. Equipment Management Committee
  - a. Shall be responsible for assessing equipment needs for all programs, preparing equipment for distribution for all programs, and brings purchase and maintenance proposals to the Board of Directors for approval.
- 8. Work Program Committee
  - a. Shall be responsible for scheduling work program workers for all WSA needs.

#### **SECTION 4 – TEMPORARY COMMITTEES**

- A. In addition to the standing committees in Article VIII, Section 3, the President shall select temporary committees of three (3) non-officer Directors for the following:
  - 1. Nominations Committee
    - a. Accept nominations and present ballot to the Executive Board.

#### **SECTION 5 – SPECIAL COMMITTEES**

- A. In addition to the standing and temporary committees, the President shall, from time to time, select temporary committees of three (3) non-officer Directors for the purpose of investigating situations as they arise and as deemed necessary.
- B. This committee will report findings and recommendations to the Board of Directors.

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### **ARTICLE IX – MEETINGS**

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#### **SECTION 1 - REGULAR MONTHLY MEETINGS**

- A. All WSA monthly meetings are to be held on the second (2nd) Monday of each month at the WSA Ebeler Complex Meeting Room at 801 Illinois Ave, Waterloo, IL 62298.

#### **SECTION 2 - SPECIAL MEETINGS**

- A. If requested or required, the President shall schedule a special meeting within five (5) days of the request or required date. The President shall have the power to call any special meeting as deemed necessary.
- B. Notice of the meeting must be sent to the Directors at least three (3) days prior to the meeting. The notice can be given by e-mail, fax, or phone. No other business may be conducted at this meeting other than the purpose called.

#### **SECTION 3 - COMMITTEE MEETINGS**

- A. Any Director assigned to be a member of a standing, temporary, or special committee, must be present at the scheduled meeting(s). Failure to attend shall be treated as missing a regular monthly Board meeting, covered under Article VI, Section 3.

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**SECTION 4 – MEETING CANCELLATION**

- A. No meeting may be canceled unless agreed upon by a majority of the Executive Committee, and only in the event of inclement weather (act of God) or a National emergency.
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**ARTICLE X - QUORUM**

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**SECTION 1**

Seven (7) or more members present shall constitute a quorum for the purpose of transacting business of the Association at the Annual Meeting of members or at any special meeting of members.

**SECTION 2**

- A. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business.
1. Every act or decision done or made by a majority of the Directors present at a duly held Board meeting at which a quorum is present is the act of the Board of Directors, unless a greater number is required by statute, the Articles of Incorporation, or these By-Laws.
- B. If there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time, until the quorum shall have been obtained.

**SECTION 3**

- A. A majority of the committee members shall constitute a quorum for all committees of the Association.
1. The act of a majority of the members or a majority of the committee members present at the meeting at which a quorum is present shall be the act of such body.
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**ARTICLE XI – PARLIMENTARY AUTHORITY**

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**SECTION 1**

Robert's Rule of Order shall prevail. Webster's' New World Robert's Rules of Order Simplified and Applied Second Edition shall be adopted as the parliamentary authority.

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**ARTICLE XII - AMENDMENTS**

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**SECTION 1**

- A. Any amendments or changes to the Articles of Constitution may be made by majority vote of the Board of Directors at any regularly scheduled meeting provided legal counsel has been previously consulted by the Board of Directors.
- B. Any amendments or changes to the By-Laws must abide by the following process.
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1. Discussion on the motion shall be allowed, after which the motion shall be tabled, as no amendment shall be voted upon at the same regular meeting in which it is introduced, but shall be voted upon at the next regular meeting.
  2. Amendments motioned and seconded during all EXCEPT the May, June, September, and October monthly meetings:
    - a. A two-thirds (2/3) affirmative vote from the Board of Directors shall be required to pass the amendment.
  3. Amendments motioned and seconded DURING the May, June, September, and October monthly meetings:
    - b. A unanimous affirmative vote from the Board of Directors shall be required to pass the amendment.
- C. Any amendments or changes to the Standing Policies and Procedures may be made by majority vote of the Board of Directors at any regularly scheduled meeting.

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## **ARTICLE XIII – DISSOLUTION**

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### **SECTION 1**

- A. Upon dissolution of the Association, after paying or making provision for the payment of the corporation's lawful debts, the Executive Committee shall distribute all assets to any of the following organizations:
1. Organizations operating for purposes consistent with those of the Association and qualify as an exempt organization under Section 501 (c)(3) of such Code
  2. Organizations operating exclusively for charitable, educational, religious or scientific purposes and qualify as an exempt organization under Section 501 (c)(3) of such Code
  3. To the State of Illinois or a political subdivision thereof
  4. To the United States of America, and to no other organization or person.

### **SECTION 2**

- A. Any WSA program motioned to be dissolved shall require a special meeting of the entire association membership, wherein a vote on dissolution shall be conducted, for which a simple majority of the members present shall carry the motion of the dissolution.
- B. At abovementioned meeting to determine program dissolution, the motioning and seconding parties shall be required to address the WSA membership to present their reasons for motioning for dissolution and answer any and all questions presented before a vote shall be allowed.

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## **ARTICLE XIV – MERGERS**

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### **SECTION 1**

This Association may merge with another not-for-profit corporation or consolidate into a new corporation by adopting a plan of merger in accordance with state law.

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**SECTION 2**

- A. Prior to such merger or consolidation, the Board of Directors shall adopt a resolution approving the plan and directing that it be submitted to a vote at a meeting of members which may be either an annual or a special meeting thereof.
- B. Written or printed notice setting forth the proposed plan or a summary thereof shall be given to each member entitled to vote at such meeting within the time and in the manner set forth by state law.
- C. The time and place of any special meeting where a vote on a merger or consolidation will occur shall be shall be designated by the President and an announcement of the meeting shall be placed in the Waterloo, Illinois newspaper, if one is in publication, otherwise, in any newspaper published in Monroe County, Illinois.
- D. No proxy may be used to vote on behalf of another member at a meeting where a vote on a merger or consolidation will occur and only members present at the meeting shall be allowed to vote.

**SECTION 3**

At such annual or special meeting of members, a vote of the members shall be taken. The proposed plan shall be adopted by receiving the affirmative vote of at least two-thirds (2/3rds) of the votes present and voted.