

**BY-LAWS OF
WESTSIDE ATHLETIC ASSOCIATION OF MOBILE, ALABAMA, INC.
A NON-PROFIT CORPORATION
ADOPTED August 28, 2022**

**ARTICLE ONE
INTRODUCTION**

Definition of By-Laws

1.01 These By-Laws are adopted by Westside Athletic Association of Mobile, Alabama, Inc. for regulation and management of its affairs.

Purposes and Powers

1.02 This corporation will have the purposes or powers as may be stated in its Articles of Incorporation and these By-Laws and any such powers as are now or may be granted hereafter by law. The primary purpose of this Corporation is to develop and promote youth athletic programs in west Mobile County, Alabama.

Principle and Branch Offices

1.03 The principal place of business of this Corporation is the northern aspect of the real property formerly owned by the Alabama Department of Mental Health d/b/a the Albert P. Brewer Developmental Center. The Corporation's mailing address is: ----- Mobile, AL ----. In addition, the Corporation may maintain a different or alternative principal place of business at its discretion as determined by the Board of Directors.

**ARTICLE TWO
MEMBERSHIP**

Definition of Membership

2.01 The members of this corporation are those persons or other entities having membership rights in accordance with the provisions of these By-Laws.

Classes of Members

2.02 This Corporation will have two (2) classes of members which are designated as active and sponsors. Certificates of membership evidencing membership in such classes may be issued by the Corporation, if so desired. Only active members have voting rights.

Qualifications of Members

2.03 The qualification and rights of members of the membership classes of this corporation are as follows:

(A) Active members must be either the parents or legal guardian of the youth(s) that are registered participants in programs developed by the Corporation and must be current in all registration and/or membership fees as determined by the Board of Directors.

(B) Sponsor members are those non-voting individuals, organizations or other entities who provide or donate funds, equipment and/or services for the benefit of the Corporation in attaining its goals and purposes. This class of membership is open to all persons or entities with an interest in the goals, programs, purposes and objectives of the Corporation, but they have no voting privileges.

Notice of Members' Meetings

2.04 Ordinary meetings of the members may be called from time to time by: (1) The President, (2) The Board of Directors, or (3) any Officer acting on behalf of the President in his/her absence through written, electronic, or telephonic notice to the Officers and Directors of the Corporation along with posting a public printed or electronic notice, stating the place, day, and time of such meeting. Printed notices, if used, should be posted at the concession stand or bulletin boards in the park within a reasonable amount of time before such a meeting.

2.05 Special meetings of the members may be called only by: (1) The President, (2) The Board of Directors, or (3) any Officer acting on behalf of the President in his absence through written, electronic, or telephonic notice to the Officers and Directors of the Corporation along with posting a public printed or electronic notice, stating the place, day, and time of such meeting. Printed notices, if used, should be posted at the concession stand or bulletin boards in the park within a reasonable amount of time before such a meeting.

Termination of Membership

2.06 Members can be terminated for cause:

A. Any two (2) Officers or Members of the Board of Directors shall have the authority to temporarily suspend any child or the child's member parent or legal guardian, or any visitor or fan who demonstrates conduct not in keeping with the principles of the Corporation. Any such temporary suspension shall be presented to the Board of Directors by the citing Officer or Board Member in writing within forty eight (48) hours after the occurrence. The child, member, visitor or fan who has received the suspension shall have the opportunity to appear before the Board of Directors to contest the suspension provided such child, member, visitor or fan serves the Board with reasonable notice of such request in writing. All written notices to the Corporation can be served on the Corporation by placing -----**(US Mail or Email?)** In the event the Corporation decided to serve the child, member, visitor or fan with any written notice, such notice can be served in person on the child, member, visitor or fan by an Officer or Board Member, OR by such notice being deposited in the United States mail addressed to the child, member, visitor or fan at such address which appears in the records of the Corporation with postage paid.

B. Before any child, member, visitor or fan is terminated for any reason, said child, member, visitor or fan will be given an opportunity to be heard before the Board of Directors provided he/she complies with the requirements outlined in subsection "A" above. The Board of Directors

has the authority to reinstate membership if the Board is satisfied that the cause of termination has been removed and has a majority vote to reinstate membership.

C. The Board of Directors shall have the power to suspend for a specified period of time or terminate membership upon a vote of $\frac{2}{3}$ of the Board of Directors.

ARTICLE THREE **BOARD OF DIRECTORS**

3.01 The Board of Directors of this Corporation will be elected by a simple majority vote of the active members. Board members will be elected to a term of two (2) years, with the necessary number of Board Members elected each year. Elections to the Board of Directors will be held in the Spring of each year.

3.02 The Board of Directors will consist of thirteen total members including the officers outlined in ARTICLE FOUR of these By-Laws.

3.03 Board Members must be able to pass a background check.

3.04 Board Members can be terminated for cause:

A. Any two (2) Officers or Members of the Board of Directors shall have the authority to temporarily suspend a Director who demonstrates conduct not in keeping with the principles of the Corporation. Any such temporary suspension shall be presented to the Board of Directors by the citing Officer or Board Member in writing within forty eight (48) hours after the occurrence. The Director who has received the suspension shall have the opportunity to appear before the Board of Directors to contest the suspension provided such Director serves the Board with reasonable notice of such request in writing. All written notices to the Corporation can be served on the Corporation by placing -----**(US Mail or Email?)** In the event the Corporation decided to serve the Director with any written notice, such notice can be served in person on the Director by an Officer or Member of the Board, OR by such notice being deposited in the United States mail addressed to the Director at such address which appears in the records of the Corporation with postage paid.

B. Before any Director is terminated for any reason, said Director will be given an opportunity to be heard before the Board of Directors provided he/she complies with the requirements outlined in subsection "A" above. The Board of Directors has the authority to reinstate the Director if the Board is satisfied that the cause of termination has been removed and has a majority vote to reinstate said Member of the Board.

C. The Board of Directors shall have the power to suspend for a specified period of time or terminate a Director upon a vote of $\frac{2}{3}$ of the Board of Directors.

3.05 Should any Director not serve his /her whole term of office, for whatever reason, then the Board of Directors shall appoint, by majority vote, a qualified member to serve the remainder of his/her term.

The Board of Directors shall have authority to appoint any active member of the Corporation to fill any such vacancy.

3.06 If a board member is in his/her last term, and they are not elected to an officer position, that board member may choose to re-enter the general park election.

ARTICLE FOUR **OFFICERS**

Roster of Officers

4.01 The Officers of this corporation shall consist of the following:

- (1) President;
- (2) First Vice President;
- (3) Second Vice President;
- (4) Secretary;
- (5) Treasurer.

President

4.02 The President will be the chief executive officer of this Corporation and shall be the chairman of the Board of Directors. The President will perform all duties instant to such office and such duties as may be provided in the By-Laws or as may be prescribed from time to time by the Board of Directors. This position will be filled by appointment through a majority vote of the Board of Directors of the Corporation. The President is allowed to vote on matters only as a tie-breaker.

First Vice-President

4.03 In the absence of the President, the First Vice President shall exercise all of the powers and duties of the President and shall be vested with full authority to act in such capacity, and shall also represent Westside on the Mobile County Youth Board. This position will be filled by appointment through a majority vote of the Board of Directors of the Corporation. The First Vice President will be allowed to vote on all matters before the Corporation.

Second Vice-President

4.04 The Second Vice President shall act as President in the event of the absence of the President or First Vice President and shall further be designated as the parliamentary. This position will be filled by appointment through a majority vote of the Board of Directors of the Corporation. The Second Vice President will be allowed to vote on all matters before the Corporation.

Secretary

4.05 The secretary will keep the minutes of all meetings and will be the custodian of the Corporate records. The Secretary will give notices as required by law or by the By-Laws, and generally, will perform all duties subject to such office, such as having minutes completed and ready to present at each board

meeting. This position will be filled by appointment through a majority vote of the Board of Directors of the Corporation. The Secretary will be allowed to vote on all matters before the Corporation.

Treasurer

4.06 The treasurer will have charge and custody of all funds of this Corporation, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports and accounting to the Directors and to the Membership as required by the Board of Directors or by law, and will perform in general all duties subject to such office. This position will be filled by appointment through a majority vote of the Board of Directors of the Corporation. The treasurer will be allowed to vote on all matters before the Corporation.

Election of Officers

4.07 Officers shall be elected by a simple majority vote of the active Board Members of the Corporation. Officers will be elected to a term of three (3) years. Elections of Officers will be held prior to the general park elections held in the Spring of each year.

4.08 For any Officer position that is up for re-election (the officer's term is expiring), the current operating Board of Directors shall have the opportunity to vote on such Officer position prior to the general park elections held in the Spring of each year. An Officer that is in his/her last term may be nominated, or any other active Board Member of the Corporation may be nominated. If no current Officer or active Board Member of the Corporation is nominated, the new Board of Directors that will transition in the Fall of each year will have the ability to vote on the vacant Officer position.

4.09 Should any officer not serve his /her whole term of office, for whatever reason, then the Board of Directors shall appoint, by majority vote, a qualified board member to serve the remainder of his/her term. The Board of Directors shall have the authority to appoint any active Board Member of the Corporation to fill any such vacancy.

Termination of Officers

4.10 Officers can be terminated for cause:

A. Any two (2) Officers or Members of the Board of Directors shall have the authority to temporarily suspend an Officer who demonstrates conduct not in keeping with the principles of the Corporation. Any such temporary suspension shall be presented to the Board of Directors by the citing Officer or Board Member in writing within forty eight (48) hours after the occurrence. The Officer who has received the suspension shall have the opportunity to appear before the Board of Directors to contest the suspension provided such Officer serves the Board with reasonable notice of such request in writing. All written notices to the Corporation can be served on the Corporation by placing -----**(US Mail or Email?)** In the event the Corporation decided to serve the Officer with any written notice, such notice can be served in person on the Officer by another Officer or Board Member, OR by such notice being deposited in the United States mail addressed to the Officer at such address which appears in the records of the Corporation with postage paid.

B. Before any Officer is terminated for any reason, said Officer will be given an opportunity to be heard before the Board of Directors provided he/she complies with the requirements outlined in subsection "A" above. The Board of Directors has the authority to reinstate the Officer if the Board is satisfied that the cause of termination has been removed and has a majority vote to reinstate said Member of the Board.

C. The Board of Directors shall have the power to suspend for a specified period of time or terminate an Officer upon a vote of $\frac{2}{3}$ of the Board of Directors.

ARTICLE FIVE

Amendment of By-Laws of the Corporation

5.01 Any Officer, Member of the Board, or Active Member of the Corporation may propose amendments to the By-Laws as may be needed. The Board must approve any changes to the By-Laws by $\frac{2}{3}$ majority vote.