

CONSTITUTION and BY-LAWS

of

Shenango Athletic Association

*The purpose of the Shenango Athletic Association shall be to develop, finance, promote and manage sports programs and activities for youth residing within the Shenango Area School District.*

ARTICLE I

General

Section 1. Name.

The name of the Corporation shall be the Shenango Athletic Association, Inc. (hereinafter referred to as SAA).

Section 2. Purposes and Powers.

The SAA will have the purpose and power as stated in its Articles of Incorporation, and whatever powers as are or may be granted by the Nonprofit Corporation Law of 1988, as amended, of the Commonwealth of Pennsylvania, or any successor legislation.

Section 3. Office.

The principal office of the SAA shall be at such place or places as the Board of Directors may determine from time to time.

Section 4. Fiscal Year.

The fiscal year of the SAA shall, unless otherwise determined by resolution of the Board of Directors, end on December 31 of each year. The Board of Directors may by resolution from time to time change the fiscal year of the SAA.

ARTICLE II

Membership

Section 1. Player Members.

Any boy or girl residing primarily within the boundaries of the Shenango Area School District and meeting the age requirements of the respective Leagues operated by the SAA, is eligible for active player Membership. No boy or girl will be denied active playing eligibility due to financial hardship. The SAA shall have the right to utilize government guidelines to dictate low-income status.

## Section 2. Regular Members.

The parents of Player Members, or anyone standing in *loco parentis*, will be considered a non-voting Regular Member until voting requirements are fulfilled.

Other adults who have an active interest in the SAA as a manager, coach, umpire, or worker for any of the Leagues operated by the SAA will also be considered a non-voting Regular Member until voting requirements are fulfilled.

Regular Members will be expected to perform reasonable volunteer services and pay any applicable fees and confirm to all policies as adopted by the SAA and the Leagues operated by the SAA as required by the Executive Committee and the Members of the Board of Directors.

Coaching Members of any affiliate sport or activity, including but limited to softball, baseball, football, cheer/dance/majorette program, are expected to be accredited through the SAA Coaching Accreditation program or a named affiliate. All coaches, head or assistants, must attend one teaching clinic, sponsored by the SAA, each year in order to teach, instruct or coach any activity at any level. The Board of Directors and its Executive Committee may institute accreditation programs for all sports at its discretion.

## Section 3. Termination of Regular Membership.

Any Membership may be terminated by resignation or by ceasing to meet the requirements set forth in Section 2 of this Article II.

## Section 4. Annual Meeting.

A minimum of one General Membership Meeting of the Regular Members will be held each month of each year with the exception of December. A general report of the SAA by the President, a detailed Financial Report by the Treasurer, reports by Sport & Activity Directors and League Reports by each Commissioner will be presented at each General Meeting. Agenda items must be presented to the President and/or Secretary 24 hours before the scheduled meeting. Regular Voting and Non-voting Members may discuss relevant matters under new business provided that they petition the President and/or Secretary prior to the meeting's start. A new business petition will be available at the Secretaries table. The president (or presiding member) at his/her sole discretion may choose to entertain the requested item of business and determine its place as an agenda item.

The SAA recognizes the monthly General Membership Meeting as the primary means through which information about the affairs of the SAA is conveyed. The SAA also acknowledges that a coach who volunteers his/her time will, from time to time, be interacting in a capacity on behalf of the SAA with participants, parents, grandparents, and guardians of participants, and others interested in the SAA programs, and has a responsibility to remain informed of SAA affairs. All coaches, head or assistants, must be a voting-eligible member of the SAA as defined in Article II, Section 7; provided, however, that voting status be achieved within six months of the request to volunteer as a coach.

## Section 5. Special Meetings.

Special meetings of the Regularly Members may be called at any time of resolution of the Board of Directors, which may fix the date, time and place of the meeting. If the Board does not fix the date, time and place of the meeting, it shall be the duty of the Secretary to do so.

Section 6. Notice of Members' Meetings.

Any written notice of any meeting shall specify the place, day and hour of the meeting and any other information required by any provision of the Non-Profit Corporation Law of 1988, as amended.

Persons authorized or required to give notice of a meeting of Members, may, in lieu of any written notice of a meeting of Members, give notice of such meeting by causing notice of such meeting to be officially published.

Section 7. Voting

Each Regular Member that has attended six of the last 12 General Meetings shall have one vote. Whenever any action is taken by the vote of the Regular Members, it shall be authorized by a majority of the votes cast at a duly organized meeting of the Regular Members. Any action taken by the Board of Directors at any Board of Director's Meetings, via a vote or motion to approve based on voting, shall consider a valid vote as one where a quorum of a minimum of seven Executive Committee and Board of Directors are available to vote. The Executive Committee and Board of Directors will have one vote each. In all cases, a majority vote will be the deciding factor for all decisions.

ARTICLE III

Directors

Section 1. Powers. Qualification and Term of directors.

The property and affairs of the SAA shall be managed by a Board of Directors. The Board of Directors will consist of 9 (Nine) Members. The Executive Committee will be composed of the President, Vice-President, Treasurer, and Secretary. Except as otherwise provided in these By-Laws, each Member of the Board of Directors shall serve for a 2 (Two) year term. Any person who has been convicted of a crime of violence, a crime against a person, or crimes involving possession or sale of illegal substances shall be prohibited from serving on the SAA Board. The Executive Committee, Board Members and board appointees of the SAA will be required to sign a Statement of Eligibility in order to serve on the Board. The requirements of Article IV, Section 10 pertaining to PA Act 34 will apply to each Board of Director. Failure to comply with Article IV, Section 10 will result in immediate removal from the Board unless compliance is met within 10 days of member notification by the Secretary.

Any person who resigns or is removed from a position as a member of the Board of Directors under Article III shall not be eligible for election to the Board of Directors for a period of five years after such resignation or removal from the Board of Directors; provided, however, that a person who resigns may seek re-election prior to the conclusion of the five-year period upon a majority vote of the Board of Directors and a majority vote of the voting-eligible members of the General Membership.

Section 2. Vacancies on the Board.

Unless otherwise provided in any By-Laws adopted by the Board of Directors, the Board of Directors may declare vacant the office of a Director or an Executive Committee member if he is

declared of unsound mind by an order of the court or is convicted of a felony. If before: (1) December 31<sup>st</sup> of the same year of the Board of Director's or Executive Committee Member's selection or; (2) the first Board of Director's Meeting for the newly elected Board of Director or Executive Committee Member, whichever occurs first, the newly elected Board of Director or Executive Committee Member does not accept such office, the current Board of Directors and Executive Committee Members will fill the vacant position with the person who has obtained the next highest level of votes received at the November General Election Meeting. In this case, the next nominee with the highest votes will be eligible for the vacant position and have until the next Board of Director's Meeting to accept such position. If in case the next nominee with the highest votes does not accept the position, the Board of Directors and Executive Committee Members shall select a person from the pool of nominees who were not elected to any office at the November general Election Meeting. If the aforementioned steps were not successful in obtaining a candidate to fill the current vacancy, the Board of Directors shall then go to the General Membership to initiate a new nomination and voting process among those eligible to vote. The Board of Directors shall accept the eligible voting General Member, who has obtained the highest votes at the special new General Election Meeting, as the new Board of Director or Executive Committee Member.

Not more than one immediate family member shall serve on the Board of Directors at the same time. Immediate family member is defined as any family members living in the same household and will also include those outside of the same household as Husband, Wife, Son, Daughter, or Parent of another Board of Director.

Vacancies on the Board of Directors resulting from resignations, deaths or other causes, including vacancies resulting from an increase or decrease in the number of Directors, may or may not be filled by a majority vote of all Board of Directors and Executive Committee Members at any regular or Special meeting. Each person elected shall be a Director to serve for the balance of the unexpired term.

### Section 3. Location of Directors' Meetings.

Meetings of the Board of Directors, Regular or Special, will be held at such place or places as the Board of Directors designates by a resolution duly adopted.

### Section 4. Board of Director's Meetings.

The Board of Directors shall hold Regular meetings on a monthly basis throughout the year, generally on the first Monday of each month. The Secretary is responsible for notifying all Board Members of the time, date and place of meeting. Regular Members may place items on the agenda of these meetings by giving written notice to the Secretary, or to any other Member of the Board of Directors, at least three days prior to the meeting. In order to maintain his/her status as a Board Director or Executive Committee Member, members elected to Executive Committee and Board of Directors must attend two-thirds (2/3rds) of the Board Meetings and cannot have more than three (3) consecutive unexcused absences from Board Meetings in any calendar year. In order to maintain his/her status as a Board Director or Executive Committee Member, members elected to the Executive Committee and Board of Directors must also attend six (6) of the last twelve (12) General Meetings held monthly. Executive Committee Members and any Board of Director not meeting the minimum attendance requirements must present his/her reason for not attending before the other Executive Committee Members and Board of Directors shall determine the future status of the Executive Committee Member or Board of Director in question.

#### Section 5. Special Meetings.

The President or Secretary may call for a special meeting for the Board of Directors. The Secretary shall provide written notice of any special meeting of the Board of Directors to each Director at least two days before the day of the meeting. The notice need not state the business to be transacted at, or the purpose of the meeting.

#### Section 6. Quorum of Directors

A minimum of 7 (seven) Executive Committee Members and/or Board of Directors shall be required to constitute a quorum for the transaction of business. The acts of the 7 (Seven) Members present and voting at a Board of Directors meeting, at which a quorum is present, shall be the act of the Board of Directors unless a greater number is required by the Non-Profit Corporation Law of 1988, as amended.

#### Section 7. Informal Action by the Directors.

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, is signed by all of the Directors who would be entitled to vote at a meeting for such purpose. If no quorum is present, the Executive Committee Members or Board of Directors may issue authorization by Proxy if prior notice is issued to the Secretary. The Secretary of the SAA shall provide accurate minutes as part of the filing process.

#### Section 8. Presiding Officer and Order of Business.

All meetings of the Board of Directors shall be called to order and presided over by the President of the SAA.

#### Section 9. Financial Policy.

The Board of Directors will decide on all matters pertaining to the finances of the SAA, including setting the annual budget, expenditures, fund raising events and registration fee for Player Members. The SAA President will appoint a Budget Committee consisting of the President, Treasurer and three other Board Members. A complete annual budget will be established for all expense and funding categories. This will include, but is not limited to, total costs to put all baseball, softball, football, basketball, traveling and cheerleading teams on the field, field and grounds equipment and maintenance, tournament expenses, concession stand expenses, new projects, capital expenditures (any expenses exceeding \$500.00), insurance, office expense, advertising and costs associated with fund raising. Each capital expenditure, hereinafter noted as any single expense exceeding \$500.00, must be approved by a majority of the Board of Directors. The President shall have the right to authorize purchase and payment of expenditures as approved by the annual budget. A minimum of two bids must be obtained from separate suppliers on all approved capital expenditures. A petty cash fund may be established in order to expedite association orders of business and as established by the Board of Directors. All fund raising by or for the SAA must be approved by the Board of Directors. All fund raising events, the anticipated dates for execution of each fund raising event and the corresponding income and expense projections of each fund raising event must be established in advance and made part of the annual budget. No contributions will be permitted to replace any SAA issued equipment or uniforms without SAA board of Director's approval. The SAA

shall act as boosters for the Shenango High School and may, from time to time, provide financial support in the form of donations and financial assistance for fundraising activities. Special requests, after completion of the fiscal year budget, for funding assistance for external leagues, associations, and teams may be addressed thereafter and approved by the Board of Directors so long as current "non-budgeted" funds are available. Budget and fund reallocation may be authorized, one time each quarter, by a majority vote by the Board of directors. The treasurer shall maintain a "check and balance" system of two signatures required for any checks issued over \$250.00. A separate Disbursements Report of all checks issued and petty cash utilized will be submitted to the Board of Directors on a monthly basis. The disbursements Report shall be issued to all Members attending the next General Association Meeting. All funds collected by the association shall be deposited into the specified bank accounts within 48 hours of collection. All Regular Members and Board Members must complete an official SAA Expense Report, with all appropriate receipts attached if applicable, before any funds can be released for reimbursement or payment purposes.

#### Section 10. Personal Liability of Directors.

A director of the SAA shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless the breach or failure to perform constitutes self-dealing, willful misconduct, staling, physical abuse, drugs or alcohol abuse or any violation of the civil or criminal statute or a Director's liability for payment of taxes under any local, state or federal law.

In performing his or her duties, a Director may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i) one or more officers of the SAA whom the Directors reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may, in considering the best interests of the SAA, consider the effects of any action upon suppliers of the SAA and upon the community in which offices or other establishments of the SAA are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of such persons' fiduciary standard of care. In addition, absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by a Director or any failure to take any action shall be presumed to be in the best interests of the SAA.

### ARTICLE IV

#### Officers and Members Section 1. Number and Term of Office

The officers of the SAA shall consist of a President, a Vice President, a Secretary and a Treasurer who shall act as the Executive Committee of the SAA. Each officer shall hold office for a term of two years or until his or her earlier term expiration, death, resignation or removal. In the case of a resignation or termination of any Executive Committee

member or Board of Director, a replacement shall be elected for the amount of time remaining in the term that was vacated.

### Section 2. Election of Officers.

An election of officers will be held every year, except as otherwise provided in these By-Laws. The officers of the SAA shall be elected by the then-seated members of the Board of Directors as the first order of business upon being seated following the November General Association Meeting.

An election committee will be appointed by the Board of Directors prior to the September General Association Meeting of the Regular Members, which precedes the November General Association election Meeting at which the election will be held. This committee will properly communicate information regarding the election to the Regular Members, solicit open nominations, obtain acceptance and qualification information from the nominees, and conduct the election at the annual November general Association election Meeting. Each "voting" Regular Member will have and cast only one vote for each open Officer or Board Member position. A "voting" Regular Member will be any Regular Member that has attended six out of the last 12 General Association Meetings. A Regular Member, who has obtained the six of the last 12 meetings attended at the November General Association Election Meeting, will be permitted to vote at that November General Association Election Meeting.

### Section 3. Vacancies

A vacancy in any office of an Executive Committee Member or Board of Director because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Directors for the unexpired portion of the term of office as stated in Article III, Section 2.

### Section 4. Duties and Authority of Individual Officers.

#### President:

The President will be responsible for conducting the affairs of the SAA according to the Articles of Incorporation of these By-Laws and for executing the policies established by the Board of Directors.

The President will be responsible for evaluating the investigation of complaints, irregularities and conditions detrimental to the SAA or to any Leagues operated by the SAA and to report to the Board of Directors as circumstances warrant. It will be the initial responsibility of the appointed Director or Commissioner of a program, event or League to obtain all information and/or resolve the matter prior to submitting to the President.

The President will be responsible for conducting all meetings of the Board of Directors and all general Membership meetings. The President will present a report of the condition of the SAA at the general annual Membership meeting.

The President will have one vote on all matters pertaining to the association. When the Board of Directors cannot reach a majority vote or in the case of a tie, the President shall preside over a Proxy vote of all Executive Committee Members and Board of Directors, as protocol and procedure herein dictates.

The President will communicate to the Board of Directors all pertinent matters and make suggestions that tend to promote the welfare of the SAA.

The President may, along with the Treasurer, sign checks exceeding \$250.00 for disbursements of all funds of the SAA or of any Leagues operated by the SAA.

The President, along with its Budget Committee, will be responsible for preparing and submitting an annual budget to the Board of Directors and will be responsible for the proper execution thereof.

The President will be responsible for making and executing contracts and leases for the SAA with the approval of the Board of Directors.

The President will have the prime responsibility for external and internal communications, via the Secretary and committees.

The President will govern and appoint, through solicitation and volunteerism, a Regular or Board Member or a family Member of a regular of Board Member as Director of Media and Information, Director of Team Equipment and Uniforms, Director of Team Scheduling and Field Allocation, Director of Volunteers, Director of Facilities and Grounds, Director of Fund Raising, Director of Concession Services, Director of Registration and Fees, Director of Web Development, Purchasing Director, Director of Coaching Development, Director of Sports Rules and Regulations and Director of Safety and first Aid.

The President, with approval of the Board of Directors, shall appoint, through solicitation and volunteerism, Commissioners of all Sports Leagues, Manager of each Sports Team and Supervisor of Umpires.

The President will organize, recruit, prescribe duties and functions, and appoint the various committee leaders and members of SAA projects. These include fund raising, registration, concession stand, field improvements and scheduling, social events, and other projects.

Vice President:

The Vice President shall have such powers and perform such duties as the President or the Board of Directors may from time to time delegate to him. In the case of the absence or disability of the President and provided the Vice President is authorized to act by the President or the Board of Directors, the Vice President will perform the duties of the President. The Vice President shall oversee various Program Directors so as to provide a reporting and organizational structure.

Treasurer:

The Treasurer shall receive all monies and securities paid to the SAA and will deposit it in a bank account, approved by the Board of Directors, within 48 hours of collection. If needed, the Board of Directors may establish additional bank accounts for the individual leagues or functions established by the SAA. The Treasurer will keep or cause to be kept a "check and balance system" and an accurate account of all money received and payments made in books kept for that purpose. All checks and invoices will be coded so as to register an appropriate record of specific categories of income and expenses.



The Treasurer will setup and administer a system of financial controls to allow proper control, administration, and reporting for all funds received and disbursed by the SAA or by the Leagues operated by the SAA.

The Treasurer will sign checks for disbursement of all funds. A second signature, of the president, may be required for any check over two hundred fifty dollars (\$250.00).

The Treasurer shall not issue any funds to any member, for any reason, without first receiving a signed Expense report, with receipts attached if applicable, from the person to whom the funds will be released.

The Treasurer will prepare and present a fiscal year-ending financial report to be presented the month following the last general Membership meeting for that fiscal year.

The Treasurer will submit a separate Disbursements Report of all checks issued and petty cash utilized to the Board of Directors on a monthly basis and to the Regular Members once each quarter.

The Treasurer shall disclose to the Board any monetary compensation received by a Board Member, a member of a Board member's immediate family, or any entity in which a Board member or immediate family of a Board Member has a material interest which in the aggregate totals five-hundred dollars (\$500.00) or more, and which was obtained from the SAA for any activity pertaining to the SAA. This shall include services performed or goods sold to any SAA entity.

The Treasurer will perform such duties as are customary to this office or as maybe assigned by the President or the Board of Directors.

Secretary:

The Secretary will be responsible for recording the activities of the SAA and for maintaining appropriate files, mailing lists, and records.

The Secretary will place all news releases and the annual Board Meeting Minutes in the newspaper as required by the statutes of the Non-Profit Corporation Law of 1988.

The Secretary will give notice of meetings as required by the Non-Profit Corporation Law of 1988, as amended, or these By-Laws. The Secretary will attend meetings of the Board of Directors and of the Regular Members and shall maintain and distribute all minutes of these meetings to the SAA website not later than two (2) weeks after the General Membership meeting.

The Secretary will assist in generating required correspondence for the SAA or any League operated by the SAA, the annual SAA booklet, and the periodic news, flyers and brochures released by the SAA.

The Secretary will perform such duties as are customary to this office or as may be assigned by the President or the Board of Directors.

The Secretary must review all correspondence prior to being submitted to the General Public, School Authorities or any SAA Members.

### Section 5. Removal of Officers

Any Executive Committee member or Board of Director elected or appointed to office may be removed by a majority vote of all Executive Committee members and Board of Directors when in their judgment the best interest of the SAA and the community will be served. All Executive Committee Members and Board of Directors must cast one vote in order for any Officer to be removed from office. A quorum vote consists of ALL Board of Directors members present.

Any Commissioner, Director, coach (volunteers or paid) may be removed by a majority vote of all Board of Directors and Executive Committee Members when in their judgment the best interest of the SAA and the community will be served. All Executive Committee members and Board of Directors must cast one vote in order for any Officer to be removed from office. A quorum vote consists of ALL board of Director members present.

### Section 6. Selection of League Commissioners and Other Directors.

The President will solicit recommendations from prior and current Members of the Board of Directors and Regular Members and qualified and interested family Members of Regular or Board Members for appointments as League Commissioners and other Directors of programs. Based on these recommendations, the President and Board of Directors shall select the League Commissioners and other program Directors that shall serve on a yearly basis.

### Section 7. Determination of Player Rosters.

The method of selecting team player rosters shall be determined from time to time by the Board of Directors. Such method shall be based on an equal draft of talent concept (except T-Ball) and shall be set forth in written guidelines prepared by the Board and available to Members.

### Section 8. Tournaments. Trophies. Awards and Fun Days.

The SAA shall approve Roster Tournaments during the playing season. All Star Tournaments will be at the discretion of the Directors and Commissioners of each League Sport and Activity. All decisions regarding Tournaments must be made part of the League's Rules and Regulations prior to the season beginning.

Appropriate coordination must be applied and ample consideration given to each team from which a player is chosen to participate in an ALL Star Tournament. If a Team's placement status is governed by wins and losses, at no time shall an individual player be chosen for an All Star Team at the expense of the entire team.

Trophies and Awards shall be budgeted for in advance as part of the Annual Budget process. Directors of Baseball, Softball, Football and Basketball Leagues and Cheerleading Activities shall be permitted to issue trophies, awards and Fun Days if the approved League Rules and Regulations, at the time, so dictates. The League Rules and Regulations must be pre-approved to the players after the end of the season. Each Team may have their own Fun Day, before or after the League's Fun Day, at their expense. The SAA shall not pay for any other non-budgeted individual Team trophies, awards or Fun Day.

### Section 9. Stopping, Preventing or Inhibiting any League Game.

With the exception of verbal or physical abuse by any player, spectator, coach or member of the SAA, (or) any such condition that would cause physical harm to any player, spectator, coach or member of the SAA (or) any condition that may cause severe damage to the property or facilities of the SAA or Shenango Schools, no board Member, Regular Member or Agent of the SAA shall walk on to a field or conduct any action that would stop, prevent or inhibit the playing or any League Sport. The President shall first obtain information from the League Commissioners, Program Directors, Regular Members, Executive Committee or Board of Directors. The President shall then preside over all matters that may or may not require corrective action, report to the Board of Directors of such matters when necessary and institute any corrective measures if needed.

### Section 10. Act 34 Requirements

It is mandatory, and cause for removal if not abided, that ALL Board of Directors and coach, instructor, teacher or volunteer, board member or non-member (volunteer or paid) obtain a PA Act 34 Clearance Certificate in order to be eligible to participate at any level within the SAA. Copies of the PA Act 34 shall be issued, verified and kept private by an appointed officer of the SAA (as chosen by the President). The PA Act 34 Clearance must be obtained prior to beginning any form of interaction (not limited to) as a coach, instructor, teacher or volunteer, board member or non-member. At no time will any of the above be permitted to participate without a satisfactory verification of the PA Act 34. The Board of Directors will utilize the PA Act 34 as one of many eligible factors in order to determine the suitability of any coach, instructor, teacher or volunteer, board member or non-member. Failure to provide an accurate and verified PA Act 34 clearance will cause any applicant ineligible. In the event of a minor, where a PA Act 34 is not available, a reference may be required by a school administrator.

### Section 11. Coaching Eligibility.

The Board of Directors will base the coaching eligibility of a Member on the status of the Act 34 Clearance, , voting member status (as described in Article II, Section IV and Article II, Section 7), past qualifications and seniority, in that order. At no time shall seniority rule in favor of accreditation and past qualifications.

### Section 12. Activity Requirements.

All activities, events, programs, scheduling, internal and external communication or correspondence must be reviewed by the President or Vice President prior to any Volunteer or SAA Member taking initiative on his/her own accord. Even though the SAA appreciates the initiative of a person(s) to coordinate such activities in advance of alerting the President or Vice President, such advance preparation may cause disorganization or disruption since the SAA may have a different agenda and other people and organizations involved.

At no time shall a Volunteer or SAA Member, without first submitting his/her intent to the President or Vice President, (1) attempt to schedule or coordinate SAA events, programs and activities including Sports Leagues activities or, (2) attempting to schedule or coordinate SAA events, programs or activities including any Sports Leagues activities with outside third parties of the Shenango School authorities or (3) submit any external communication or correspondence, which includes letters, brochures, flyers, handouts or postings for bulletin

boards. This is to prevent the interests of a person(s) overriding the direction or intent of the SAA and its Membership. This policy is also an attempt to apply a "fair playing field" and prevent a person(s) from benefiting at the expense of the SAA and its Membership.

Section 13. Formal Complaint & Suggestion Process.

Any person desiring formal answer to a complaint or suggestion may do so by submitting an SAA Response Request Form. The SAA will have 14 days after receipt of the SAA Response Request Form to investigate or evaluate the matter. A formal written response will be issued by the President, Vice President or Secretary within seven business days following the initial 14-day investigation or evaluation. The response shall be considered to have been made through a thorough investigation or evaluation of all pertinent sources and people. All responses, and its related findings and conclusions, will be considered final. No other formal response is required by the SAA. All responses shall be considered internal in nature and not a matter of public record.

ARTICLE V

Amendments

Section 1. Amendments to By-Laws.

These By-Laws may be amended, repealed, or altered, in whole or in part, by a majority vote of all eligible voting Regular Members present at the September General Membership Meeting. Any proposed changes to these By-Laws must be submitted in writing to the Secretary of the SAA, by September 1, so that ample time may be given to the Board of Directors to review such proposed changes. Notice of the written proposed changes must be given, by the Secretary, to each Member of the Board of Directors at least ten (10) days prior to such meeting.

Adopted this day, the day of October 25, 2011

Robert A Benson  
Secretary

Michael A. W. W. W.  
Treasurer

Michael J. O. O.  
Vice President

Dean Quay  
President