

**BYLAWS OF
Burleson Youth Association, Inc.**

ARTICLE I – OFFICES

1. Registered Office and Agent

The registered office and registered agent of the Corporation shall be as set forth in the Corporation's Certificate of Formation. The registered office or the registered agent may be changed by the resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

2. Principal Office

The principal office of the Corporation shall be at 550 NW Summercrest Blvd # 101, Burleson, Texas 76028, provided that the Board of Directors shall have the power to change the location of the principal office.

3. Other Offices

The Corporation may also have other offices at such places, within or without the State of Texas, as the Board of Directors may designate, or as the business of the Corporation may require or as may be desirable.

ARTICLE II - NAME

The name of this Corporation is the "BURLESON YOUTH ASSOCIATION" (hereinafter referred to as the "Corporation"). This is a Non-Profit 501c3 Corporation.

ARTICLE III – OBJECTIVE

1. Purpose

The purpose of this Corporation shall be to instill in youth the ideals of good sportsmanship, honesty, loyalty, courage, and reverence through various organized and supervised programs, bearing in mind that attainment of exceptional skills and/or winning of games shall be secondary.

2. Objective

This objective shall be reached by providing planned, organized, and supervised programs for the children in the greater Burleson area, regardless of their ability, and within the current ability of this Corporation to provide the necessary supervision, equipment, and facilities.

ARTICLE IV - POLICIES

1. This Corporation will operate as a non-profit, non-commercial, non-sectarian, and non-partisan organization as authorized by the State of Texas.
2. The name of the Corporation or its officers, in their official capacities, shall not be used in connection with a commercial concern, or with any partisan interest, or for other than the regular programs of the Corporation, with the exception that the Board of Directors shall reserve the right to deal with any specific issue that would benefit the Corporation.
3. All property acquired by this Corporation will be owned and controlled by the Corporation and will be made available by the Corporation.
4. All leagues will have rules and regulations, submitted to and approved by the Board of Directors, governing their respective leagues. These rules may not be altered during active season play.

5. Solicitation of Goods and Services:
 - a. Opportunities for vendors/contractors to do business with BYA will be published on the organization's website at least 2 weeks prior to the deadline for accepting bids/quotes, and
 - b. Board of Directors must abstain from voting to award a contract or quote to a vendor if that Director has a conflict of interest. For purposes of this section a conflict of interest **exists if a Director, or member of the Director's immediate family, is in a position to derive personal benefit** from actions or decisions made by the Director acting in their official capacity.
6. No member of the Board of Directors shall be a member of any competitor organization, paid or volunteer, without the approval of the Board of Directors. A competitor is defined as any organization whose purpose is to provide planned, organized and supervised programs for the youth in any area similar to BYA.

ARTICLE V - MEMBERS

1. Classes of Members

The Corporation shall have one class of members. Members must meet the following qualifications for membership: applying for membership in the Corporation by meeting such qualifications, completing such forms, and paying such membership fee or fees as shall from time to time be designated by the Board of Directors.

2. Membership

Membership in this Corporation shall be open to all families who sincerely desire to further its purpose and are willing to uphold and actively support its policies and these Bylaws.

3. Annual Membership

Annual membership, beginning July 1 and ending June 30 of each year, is granted to families meeting the qualifications of Section 2 above, who pay the annual membership fee, established by the Board of Directors, to the Treasurer before the start of their season.

4. Termination of Membership

The Board of Directors may revoke for just cause by action of three-fourths ($\frac{3}{4}$) of the Board of Directors at any board meeting a member of cause after an appropriate hearing. Such a revocation can be set aside only by petition for reconsideration and further action by the Board of Directors.

5. Transfer of Membership

Membership in this corporation is not transferable or assignable.

6. Membership by Sport

Baseball membership in this Corporation shall be open. Softball membership should be open. Basketball membership should be open. Volleyball membership should be open. Membership for Cheerleading and Football will be as per guidelines of the football league.

ARTICLE VI – MEETINGS

1. Place for Meeting

The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Texas, but if all of the members shall meet at any time and place either within or without the State of Texas and consent to the holding of a meeting, such meeting shall be valid without call or notice, and any corporate action may be taken at such meeting.

Meetings of members may be held as often as necessary at such a time and place designated by the Board of Directors.

2. Annual Meeting

An annual meeting of the members, commencing with the year 1979, shall be held in May, at a time and place selected by the Board of Directors. At this annual meeting, the members shall elect the officers of the Corporation for the coming two (2) years, who shall serve as the new Board of Directors, and the members shall transact such other business as may be properly brought before the meeting.

The annual meeting of the members shall be held on the date and time set by the Board of Directors.

Failure to hold the annual meeting at the designated time shall not work a dissolution of the Corporation. In the event the Board of Directors fails to call the annual meeting at the designated time, any member may make demand that such a meeting be held within a reasonable time, such a demand to be made in writing by registered mail directed to any officer of the corporation. If the annual meeting of members is not called within sixty (60) days following such demand, any member may compel the holding of such annual meeting by legal action directed against the Board of Directors, and all of the extraordinary writs of common law and of courts of equity shall be available to such member to compel the holding of such annual meeting.

3. Notice of Members' Meeting

Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than three (3) nor more than ten (10) days before the date of the meeting, either personally by mail, by email, website notice, or at the direction of the President, or the Secretary or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the member at the member's address as it appears on the records of the Corporation, with postage thereon paid. If transmitted email, notice is deemed to be given on successful transmission of the email.

4. Special Members' Meetings

Special meetings of the members may be called by the President, the Board of Directors, by members having not less than one-tenth of the votes entitled to be cast at such meeting. Twenty-Five (25) minimum voting members must be present.

Only business within the purpose or purposes described in the notice or executed waiver of notice may be conducted at a special meeting of the members.

Any person or persons entitled hereunder to call a special meeting of members may do so only by written request sent by certified mail or delivered in person to the President or Secretary. The officer receiving the written request shall receive it no less than two (2) days prior to the meeting. If the officer does not give notice of the meeting within ten (10) days after the date of receipt of the written request, the person or persons calling the meeting may fix the time of the meeting and give the notice in the manner provided in these bylaws. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting of members called by action of the Board of Directors may be held. Only one (1) item per request will be accepted for insertion on the agenda. No action may be taken or business transacted regarding any item not properly included on the agenda, unless the Board of Directors unanimously approves allowing the item on said agenda.

5. Board of Directors Meetings

A meeting of the Board of Directors shall be called by the President when necessary or at a proper request of any elected officer of the Corporation as follows:

- A. Meetings are to be "open" to all members, except in special instances when the President shall declare a "closed" meeting.

- B. A meeting shall be designated “closed” only when an “open” meeting would be detrimental to individuals or the welfare of the membership at large.
 - C. A quorum shall be considered present, for voting purposes, whenever a majority of the current Board of Directors are in attendance.
6. The order of business at all meetings of the members shall be as follows:
- Call to order.
 - Reading of minutes of the preceding meeting.
 - Reports of officers.
 - Reports of committees.
 - Unfinished business.
 - New business; and
 - Adjournment.
7. The “Robert’s Rules of Order, revised” shall be the Parliamentary authority for all matters of procedure not specifically covered by these By-laws.

8. Members Voting

All families qualifying for membership, in accordance with Section 3 above, are considered to have one (1) vote per family member, eighteen (18) years of age or older, with a maximum of two (2) votes per family, at annual and/or special meetings of the membership called by the Board of Directors.

Unless otherwise provided by the Certificate of Formation or these Bylaws, a member may vote in person.

At each election for directors every member entitled to vote in such election shall have the right to vote, in person, for as many persons as there are directors to be elected and for whose election the member has a right to vote, or, if expressly authorized by the Certificate of Formation, to cumulate the member’s vote by giving one candidate as many votes as the number of such directors multiplied by such member’s vote shall equal, or by distributing such votes on the same principal among any number of such candidates. Any member who intends to cumulate votes as herein authorized shall give written notice of such intention to the secretary of the corporation on or before the day preceding the election at which such member intends to cumulate votes.

The vote of the majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present, shall be the act of the members meeting, unless the vote of a greater number is required by law, the Certificate of Formation, or these bylaws.

Any vote may be taken by voice or show of hands unless a member is entitled to vote, in person in which case written ballots shall be used.

9. Quorum of Members

Unless otherwise provided in the Certificate of Formation or in these Bylaws, members holding one-tenth of the votes entitled to be cast, represented in person, shall constitute a quorum. Unless otherwise provided in the Certificate of Formation or these Bylaws, once a quorum is present at a meeting of members, the members represented in person at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any member or the refusal of any member represented in person to vote shall not affect the presence of quorum at the meeting. Unless otherwise provided in the Certificate of Formation or these Bylaws, the members represented in person at a meeting of members at which a quorum is not present may adjourn the meeting until such time and to such a place as may be determined by a vote of the majority of the members represented in person at that meeting.

Twenty-five (25) members, excluding the elected officers, present in person, shall be requisite and shall constitute a quorum at annual and special meetings of the membership called by the Board of Directors for transaction of business.

ARTICLE VII - DIRECTORS

1. Board of Directors

To the extent not limited or prohibited by law, the Certificate of Formation or these Bylaws, the powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors of the Corporation. Directors need not be residents of the State of Texas or members of the Corporation unless the Certificate of Formation, or these Bylaws so require.

The Board of Directors shall consist of the President, who shall also be Chairman of the Board; Vice President; Director of Baseball; Director of Softball; Director of Basketball; Director of Volleyball; Director of Cheerleading; Director of Football; Director of Registration; Director of Compliance; Director of Community Relations, Director of Concessions; Director of Equipment; Treasurer; and Secretary.

The Executive Board shall consist of the President, Vice President, Secretary and Treasurer.

2. Business

The business and affairs of the Corporation shall be managed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute, or by the Articles of Incorporation, or by these Bylaws, directed or required to be exercised by the members.

3. Number and Election of Directors

The number of directors/board members shall be fifteen (1) provided that the number may be increased or decreased from time to time by an amendment to these Bylaws or resolutions adopted by the Board of Directors, provided that the number of directors may not be decreased to fewer than three (3). No decrease in the number of Directors shall have the effect of shortening the term of any incumbent director. An individual may hold no more than one office of the Corporation.

At the first annual meeting of members and at each annual meeting thereafter, the members shall elect directors. A director shall hold office for two years and until said director's successor shall have been elected, appointed, or designated and qualified.

4. Removal

An elected officer can be removed from office by a three-fourths ($\frac{3}{4}$) vote of the Board of Directors. Cause for removal must be given, in writing, to the person being considered for removal from office at least one (1) week before the meeting.

5. Resignation

A director may resign by providing written notice of such resignation to the Corporation. The resignation shall be effective upon the date of receipt of the notice of resignation, or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

6. Vacancies and Increase in Number of Directors

In the event an office is vacated, the President will appoint a person to fill the office for the remainder of the term. In case a vacancy occurs in the office of the President, the Vice President shall assume the office of President until a President is elected by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of the previous director. Any directorship to be filled by reason of an increase in the number of directors shall be filled by vote of the board or appointment by president.

7. Regular Meeting of Directors

Regular meetings of the Board of Directors may be held with or without notice at such a time and place as may be

from time to time determined by the Board of Directors. Board members are required to attend monthly board meetings. If a board member misses more than three meetings in a board calendar year, removal from the board may happen.

8. Special Meetings of Directors

The Secretary shall call a special meeting of the Board of Directors whenever requested to do so by the President or by three (3) or more directors. Such a special meeting shall be held at the date and time specified at the notice of the meeting.

9. Place of Directors' Meetings

All meetings of the Board of Directors shall be held either at the principal office of the Corporation or at another place, either within or without the State of Texas, as shall be specified in the notice of meeting or executed waiver of notice.

10. Notice of Directors' Meetings

Notice of any special meeting of the Board of Directors shall be given by written notice delivered personally or sent by mail, telegram or email to each Director at that Director's address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such a meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transaction at, nor the purpose of, any regular or special meetings of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

11. Quorum and Voting of Directors

A quorum for the transaction of business by the Board of Directors shall be a majority of the number of directors fixed by these Bylaws. Directors present by proxy may not be counted toward a quorum. The act of the majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors, unless an act of a greater number is required by law or the Certificate of Formation.

A director may vote in person or by proxy executed in writing by the director. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

12. Action by Directors Without Meeting

Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or any committee, may be taken without a meeting if all directors can be reached by email detailing the action requiring a vote. Votes may be taken in writing by email. (electronic communications)

If the Corporation's Certificate of Formation so provide, any action required to be taken at a meeting of the Board of Directors or any action that may be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Board of Directors responded and voted.

Each return email will serve as written consent and shall bear the date of the email and include the name of the Director or committee member who is responding to the vote. A written consent signed by less than all of the Board of Directors or committee members is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by this section, a consent or consents signed by the required number of Board of Directors or committee members is delivered to the Corporation at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the Corporation having custody of the books in which proceedings of meetings of Board of Directors or committees are recorded. Delivery of the email shall be sent to the President or principal

executive officer of the Corporation.

Prompt notice of the taking of any action by the Board of Directors or a committee without a meeting by less than unanimous written consent shall be given to all Board of Directors or committee members who did not consent in writing to the action.

An email, by a Director or member of a committee, or a writing signed by a Director or member of a committee shall be regarded as signed by the Director or member of a committee for purposes of this section.

13. Committees of the Board of Directors

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending or restating the Certificate of Formation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to such committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law upon the Board of Directors or upon any individual Director.

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such a manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such a member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Vacancies in membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Each committee may adopt rules for its own government that are not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

14. Previous President

The President of the previous year shall serve in an advisory, non-voting capacity on the Board of Directors.

15. Umpire or Referee Corporation

The Umpire or Referee Corporation shall be selected by the Board of Directors, and their Coordinator shall serve in an advisory, non-voting capacity on the Board of Directors.

ARTICLE VIII - OFFICERS

1. Number of Officers

The officers of a Corporation shall consist of a president and a secretary and may also consist of one or more vice-presidents, a treasurer, and such other officers and assistant officers as may be deemed necessary. New offices may be created and filled at any meeting of the Board of Directors.

2. Election of Officers and Term of Office

All officers shall be elected or appointed annually by the Board of Directors at the regular annual meeting of the Board of Directors for such terms not exceeding two years. A one (2)-year term of office shall begin July 1 following the election. In the event of an unavoidable delay in electing a successor, officers shall remain in office until suitable successors can be appointed between the election and installation of the incoming board. During this period, the incoming board shall have a voice but no vote on any program in progress at that time.

Nominations for elected officers shall be made by a Nominating Committee appointed by the Board of Directors and consisting of three (3) members from the Board of Directors, and four (4) members from the body of the Corporation as follows:

- A. This Committee shall be appointed not less than one (1) month prior to the general meeting.
- B. The Committee shall report on at least one (1) candidate for each elective office. Candidates must have given prior approval to their selection and must be a member of good standing of this Corporation.
- C. Due to the extensive nature and multiplicity of duties associated with board positions a nominee must have at least one (1) year of previous experience on a committee to have advanced knowledge of what will be required of them in the position.
- D. The board reserves the right to appoint a director to a different position if their skills and experience are deemed a suitable match.

All nominations must be made seven (7) days prior to the election, providing the candidate's consent for the nomination has been obtained.

The election shall take place as specified in Article VI, Section 2.

Voting for the purpose of electing officers shall be by standing vote or ballot to be decided by the Board of Directors prior to the Annual Meeting/Elections.

Officers may be elected by a majority of the voters present, providing a quorum, as defined in Article VI, Sections 4 and 5, is achieved. No absentee votes will count.

The elected officers of the Corporation shall be –

President and Chairman of the Board of Directors;
Vice President
Director of Baseball;
Director of Basketball;
Director of Cheerleading;
Director of Football;
Director of Softball;
Director of Volleyball;
Director of Compliance;
Director of Concessions;
Director of Equipment;
Director of Registrations

Director of Community Relations;
Treasurer; and
Secretary.

Board of Directors will be elected based on an alternating schedule. Even years, elections will be held for: VP, Director of Football, Director of Softball, Director of Volleyball, Treasurer, Director of Compliance, Director of Concessions. Odd years, elections will be held for: President, Director of Basketball, Director of Cheer, Director of Baseball, Secretary, Director of Equipment, Director of Community Relations; Director of Registrations.

3. Removal of Officers, Vacancies

Any officer elected or appointed may be removed by the Board of Directors whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights. In the event an office is vacated, the President will appoint a person to fill the office for the remainder of the term.

4. Powers of Officers

Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors. The President may secure the fidelity of any and all officers by bond or otherwise.

All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

In the discharge of a duty imposed or power conferred on an officer of a Corporation, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by: (1) one or more other officers or employees of the Corporation, including members of the Board of Directors; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

5. President

The President shall be the chief executive officer of the Corporation and shall preside at all meetings of all directors and members. Such officer shall see that all orders and resolutions of the board are carried out, subject however, to the right of the directors to delegate specific powers, except such as may be by statute exclusively conferred on the President, to any other officers of the Corporation and supervise the established programs.

The President or any Vice-President shall execute bonds, mortgages and other instruments requiring a seal, in the name of the Corporation. When authorized by the board, the President or any Vice-President may affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of either the Secretary or an Assistant Secretary.

The President shall be ex-officio a member of all standing committees, except the Nominating Committee, and shall appoint representatives to other organizations and conferences, as necessary. The President shall make special assignments and appoint special committees as required and shall perform all other duties usually pertaining to this office.

The President shall be responsible for oversight of facility usage agreements with the City of Burleson and BISD and other vendors as deemed necessary

The President shall have authority to approve and cosign with the Treasurer or Secretary checks for payment of bills and other expenditures, as approved by the Board of Directors.

The President shall break a tie vote occurring on any transaction voted on by the Board of Directors.

6. Directors

The Vice-President, or Vice-Presidents in order of their rank as fixed by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and they shall perform such other duties as the Board of Directors shall prescribe.

a. Vice President

The Vice President shall act as primary aide to the President and shall perform the duties of the President in the absence or inability of that officer to render and perform his or her duties and shall assist the President in all areas throughout the year.

b. Director of Baseball

The Director of Baseball shall be the coordinator of all baseball programs in the Corporation.

Shall be the co-Chairman of the Rules Committee.

Shall serve as a co-Chairman on any Baseball related Committee.

c. Director of Softball

The Director of Softball shall be the coordinator of all softball programs in the Corporation.

Shall be the co-Chairman of the Rules Committee.

Shall serve as a co-Chairman on any Softball related Committee.

d. Director of Basketball

The Director of – Basketball shall be the coordinator of all basketball programs in the Corporation.

Shall be the co-Chairman of the Rules Committee.

Shall serve as a co-Chairman on any Basketball related Committee.

e. Director of Volleyball

The Director of Volleyball shall be the coordinator of all volleyball programs in the Corporation.

Shall be the co-Chairman of the Rules Committee.

Shall serve as a co-Chairman on any Volleyball related Committee.

f. Director of Cheerleading

The Director of Cheerleading shall be the coordinator of all Cheerleading programs including Drill Team in the Corporation.

Shall be the co-Chairman of the rules Committee.

Shall serve as a co-Chairman on any Cheer or Drill Team related Committee.

g. Director of Football

Director of Football shall be the coordinator of all Football programs in the Corporation. Shall

be the co Chairman of the rules Committee.

Shall serve as a co-Chairman on any Football related Committee.

7. The Secretary

The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the members and all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors.

Shall prepare all official correspondence and maintain a file of such correspondence and other records and documents of the Corporation.

Shall serve all notices of the Corporation.

Shall have the authority to cosign checks with the President or Treasurer.

In the absence of the Secretary the minutes of all meetings of the board and members shall be recorded by such person as shall be designated by the President or by the Board of Directors.

8. The Treasurer

The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all money and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, - Treasurer shall keep and maintain the Corporation's books of account and shall render to the President and directors an account of all of the Treasurer's transactions and of the financial condition of the Corporation and exhibit the books, records and accounts to the President or directors at any time. The Treasurer shall disburse funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the President, and present to the President's attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized. The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the President.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the incumbent's possession or under the incumbent's control belonging to the Corporation.

Shall provide such data as required for the timely preparation of all insurance, tax, and/or other business statements necessary for the operation of the Corporation.

Shall have authority to cosign checks with the President or Secretary.

9. Directors

a. Director of Community Relations

The Director of Community Relations shall be the coordinator of all special events and fundraising functions. They are responsible for the coordination of sponsors and sponsorship opportunities, including but not limited to the sending out of solicitation letters, coordinating sponsors/teams and maintaining any BYA policies about sponsorships.

They are responsible for serving on the Community Relations Committee and shall work with the Committee on completing any documentation or forms, including any student volunteer forms.

Responsible for any special event, ad-hoc sport activities where no VP is currently assigned in terms of coordinating logistics, promotion of the event(s), and communication for those special events.

They shall make all reservations for rental equipment as necessary, and perform any other duties as required for Fundraising or Special Events for the Organization.

The Director of Community Relations shall work with the Director of Registrations for updating, editing, and changing information on the BYA website, social media, and other electronic media devices.

Coordinates and distributes mail outs and other marketing materials (i.e. mandatory raffle) prior to each sport season starts. They will coordinate with the vice president of each sport for any raffle pickups and yearly raffle drawings.

Shall contact and cooperate with local newspapers and any other press coverage at the level of television, etc. when necessary.

Coordinates media buy/advertising opportunities for print, online, billboard, etc.

b. Director of Equipment

The Director of Equipment shall be responsible for all equipment belonging to the Corporation.

Shall keep a log of all equipment belonging to the organization.

c. Director of Concessions

Director of Concessions shall oversee operations of Concessions and should communicate directly with Concession Manager that is hired by BYA to run Concessions. If no Manager is employed by BYA then the Director would be responsible for the following: (If Manager is on staff, the manager will be responsible for the below and should report directly to the Director of Concessions.)

Shall be responsible for inventory control and stocking of concession stands. This includes buying supplies, scheduling teams or workers for concession duties.

Shall arrange for concession stands to be open at proper times and will be responsible for all preparations pertaining to opening and closing.

Shall create and distribute work schedules to all Concession employees. (Volunteers)

Shall make deposits to the general account or to the Treasurer and will ensure that all invoices and receipts are given to the Treasurer on a timely basis.

d. Director of Registration

The Director of Registrations shall be responsible for all aspects of setting up online registration systems for each sport.

Shall address and troubleshoot any issues that should arise with online registrations.

Shall work directly with the Director of Community Relations on advertising and publishing concerning the registration process for each sport.

e. Director of Compliance

This Director of Compliance has responsibility for verifying all background checks in the BYA registration system to ensure consistent application and adherence to the background check policy.

They are responsible for overseeing the BYA badging process (creation/distribution) for all sports.

Shall be responsible for managing compliance with annual AED/CPR training requirements for Board/Committee members.

Shall keep the approved volunteer list updated online.

Committee is responsible for assisting the Director of Compliance with the BYA badging process (creation/distribution) for all sports.

Other duties as deemed to be compliance related.

ARTICLE IX – INDEMNIFICATION AND INSURANCE

1. Indemnification

The Corporation shall have the full power to indemnify and advance or reimburse expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

2. Insurance

The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the members of the Corporation. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or

arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE X – EMERGENCY MANAGEMENT OF THE CORPORATION

In the event of an emergency, to the extent not limited or prohibited by law, the Certificate of Formation or these Bylaws, the following provision regarding the management of the Corporation shall take effect immediately. Pursuant to The Texas Business Organizations Code, an emergency exists if a majority of the Corporation's governing persons cannot readily participate in a meeting because of the occurrence of a catastrophic event.

The minimum requirements of participation at the meeting of the Board of Directors are as follows: Majority of the current Board members.

These emergency provisions take effect only in the event of an emergency as defined hereinabove and will no longer be effective after the emergency ends. Any and all provisions of the certificate of Formation or these Bylaws that are consistent with these emergency provisions remain in effect during an emergency upon this Corporation and may not be used to impose liability on a managerial official, employee, or agent of the Corporation.

ARTICLE XI – MISCELLANEOUS

1. Waiver of Notice

Whenever any notice is required to be given to any member or director of the Corporation under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

2. Meetings by Telephone Conference, Electronic or Other Remote Communications Technology

Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the Corporation, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such members, board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3. Seal

The Corporation may adopt a corporate seal in such form as the Board of Directors may determine. The Corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

4. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

5. Checks, Drafts, Etc.

All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by such officer or officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors.

6. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

7. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for general purposes or for any special purpose of the Corporation. So long as general ethical principles are met.

8. Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members, Board of Directors, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members entitled to vote. A member of the Corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the member.

9. Financial Records and Annual Reports

The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditure, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Corporation shall be kept at the registered office or principal office of the Corporation in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

10. Fiscal Year

The fiscal year of the Corporation shall be as determined by the Board of Directors.

ARTICLE XII – CONSTRUCTION

1. Pronouns and Headings

All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.

2. Invalid Provisions

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

ARTICLE XIII – AMENDMENT OF BYLAWS

The Board of Directors may amend or repeal these Bylaws, or adopt new Bylaws, unless the Certificate of Formation or the Texas Business Organizations Code limits such powers. Unless the Certificate of Formation or a bylaw adopted by the members provides otherwise as to all or some portion of these Bylaws, the members may amend or repeal these Bylaws or adopt new Bylaws even though the Bylaws may also be amended, repealed, or adopted by the Board of Directors.