

**AMENDED AND RESTATED BY-LAWS  
OF  
KELLER YOUTH ACTIVITIES CLUB, INC.  
D/B/A KELLER YOUTH ASSOCIATION (KYA)**

These By-Laws (referred to as the “By-Laws”) govern the affairs of Keller Youth Association a nonprofit corporation (referred to as the “Corporation”) organized under the Texas Non-Profit Corporation Act (referred to as the “Act”).

**Preamble**

The Keller Youth Association was founded in February 1965, and Incorporated as a non-profit organization on January 8, 1973, by the State of Texas. The association’s facilities were originally located on approximately ten acres, donated by Robert W. Watson and Jack Garner, at the north end of Ranch Country Estates (referred to now as High Chaparral Estates) (hereinafter referred to as the “Property”). KYA received a clear title to the Property on January 27, 1976. The Property has been subsequently donated to the City of Keller for use by the youth of the community as a part of the City of Keller’s sports activity park. The objective of the KYA is to implant in the youth of Keller, the ideals of good sportsmanship, honesty, loyalty, and courage through organized and supervised sports programs. The molding of healthy future citizens is our prime objective. This objective shall be attained by providing planned, organized, and supervised programs for all youth, regardless of their ability, race, creed, gender, or color. The Managers and Coaches shall bear in mind at all times that the attainment of exceptional athletic skill or the winning of games is secondary and the molding of future citizens is of prime importance.

**ARTICLE I  
OFFICES**

1.01. **Principal Office.** The principal office of the Corporation in the State of Texas shall be located at the Field House within the boundaries of the Keller Sports Park. The Corporation may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation. The mailing address is P.O. Box 284, Keller, Texas 76244.

1.02. **Registered Office.** The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation’s principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act. At this time, the registered office is located: #1 Sports Parkway, Keller TX 76248 and the registered agent for service of process at this address is Toby W. Burke.

**ARTICLE II  
MEMBERS**

2.01. **Membership.** The membership of KYA shall consist of, for one year from the date of payment, all players and the parents or legal guardian of players who have paid the fee necessary to play and have not been suspended from play for such season and/or any coach who has actively coached a sport during a particular sports

season and has not been suspended, all of whose memberships shall last either from payment of the requisite fee of a sports activity or a coach's volunteer date, until the first day of registration for that activity the following year (a "Member"). The Board of Directors may adopt and amend application procedures and qualifications for membership in the Corporation. A member may renew membership by paying all required fees and dues and/or coaching in a sport the following season.

2.02. **Classes of Members.** The Corporation shall have two (2) classes of Members. Class A shall consist of Members at least eighteen (18) years of age. Members of Class A shall be entitled to vote on all matters put before the membership, consistent with Paragraph 2.04 below. Class B shall consist of all Members who do not belong to Class A. Members of Class B shall not be entitled to vote on matters submitted to a vote of the Members.

2.03. **Membership Fees and Dues.** The Board of Directors may set and change the amount of annual dues payable to the Corporation by Members. Such annual dues required of any Member may be of differing amounts depending upon the type of sport played by the Member, and the number of different sports played by the Member, all at the discretion of the Board of Directors, whose decisions in these matters shall be final and binding. Dues shall be payable at player registration in any particular sports activity each year or each season of a sporting activity, as determined by the Board of Directors. At registration or soon thereafter, the Parents or Guardians of a player will be required to execute the KYA Code of Conduct as a condition precedent to membership. The refusal to execute such KYA Code of Conduct will result in the denial of membership. A member of the Board of Directors ("Board Member") shall have the authority to issue scholarships and/or reduction of membership dues on a case by case basis, depending on need or financial inability to pay the registration fee. The entire Board of Directors shall have the ability to review the scholarships and/or reduction of membership dues as they see fit and limit any particular Board Member from issuing additional scholarships or reduction of membership dues, if they deem necessary. No Board Member, or their children, shall receive a scholarship or reduction of membership dues, unless approved by the board of directors

2.04. **Voting Rights.** Each Class A Member shall be entitled to one vote on each matter submitted to a vote of the Members.

2.05. **Sanction, Suspension, or Termination of Members.** The Board of Directors, or a special committee designated by the Board of Directors, may impose reasonable sanctions on a Member, or suspend or expel a Member from the Corporation, for good cause. Good cause includes, but is not limited to, the default of an obligation to the Corporation to pay fees or dues for a period of 30 days following delivery of notice of default, or a violation of the Corporation's Articles of Incorporation, By-Laws, rules, code of conduct, or the violation of law. The Board of Directors may delegate powers to a regular, special, or ad hoc committee to conduct an investigation, issue punishment, make recommendations to the Board of Directors, or take action on behalf of the Board of Directors. The Board of Directors or a committee designated by the Board of Directors to handle a matter involving sanctioning, suspension, or expulsion may not take any action against a Member involving suspension of more than two games, without giving the Member adequate notice and an opportunity to be heard in any disciplinary proceeding. To be deemed adequate, notice shall be in writing and delivered at least seven (7) days prior to the hearing. However, shorter notice may be deemed adequate if the Board of Directors or a committee designated by the Board of Directors to handle a matter

involving sanctioning, suspension, or expulsion determines that the need for a timely hearing outweighs the prejudice caused to the Member and if a statement of the need for a timely hearing is included in the notice. If mailed, the notice shall be sent by registered or certified mail, return receipt requested. The Board of Directors or The Disciplinary Committee identified in Paragraph 6.03 may impose sanctions, suspend a Member, or expel a Member by vote of a majority of the Board of Directors or a majority vote of the members of the Disciplinary Committee, as appropriate who are present and voting. Every Member of this association, regardless of age, shall abide by, or face removal from this association for violation of these by-laws and this association's policies and, when not in conflict with by-laws or policies of this association, the rules and regulations of every other association to which this association subscribes.

**2.06. Resignation.** Any Member may resign from the Corporation by submitting a written resignation to the secretary. The resignation need not be accepted by the Corporation to be effective. A Member's resignation shall not relieve the Member of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid prior to the effective date of the resignation.

**2.07. Reinstatement.** A former Member may submit a written request for reinstatement of membership. The Board of Directors or a committee designated by the Board of Directors to handle the matter may reinstate membership on any reasonable terms that the Board of Directors or committee deems appropriate, in their sole discretion and such decisions shall be final.

**2.08. Transfer of Membership.** Membership in the Corporation is not transferable or assignable. Membership terminates on the dissolution of the Corporation, the death of a Member, or failure to renew the Membership at the beginning of the next season for the sport in which the membership fee was paid. Membership in the Corporation is not a property right that may be transferred after a Member's death.

**2.09. Waiver of Interest in Corporation Property.** All real and personal property, including all improvements located on the property, now owned or acquired by the Corporation shall be owned solely by the Corporation. A Member shall never have an interest in any property owned by the Corporation. Each Member hereby expressly waives the right to require partition of all or part of the Corporation's property or any claim whatsoever upon any property owned by the Corporation.

**2.10. Resolution of Disputes.** In any dispute between a Member and the Corporation, its Officers, or its Board Members, relating to the activities of the Corporation, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute between themselves, they shall cooperate to select one or more mediators to help resolve the dispute. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration as described in the Texas Civil Practice & Remedies Code, and then only if the parties have met together with a mediator. This paragraph shall not apply to a dispute involving the Corporation as a party relating to the sanctioning, suspension, or expulsion of a Member from the Corporation, or the organization and operation of a sporting activity, which decisions when made, authorized, or adopted by the Board of Directors, or a committee thereof, are final and binding on all parties. The Board of Directors shall have the discretion to authorize the use of the Corporation's funds for mediation or arbitration of a dispute described in this paragraph.

## ARTICLE 3 MEETING OF MEMBERS

3.01. **Annual Meeting.** The Board of Directors shall attempt to hold an annual meeting of the Members each year. The annual meeting shall consist of voting on the Board of Directors, if there are any contested seats, and any other vote that the Board of Directors may present to the Members, and allowing the Members to review the financial information of the Corporation, if requested. Only contested Board of Director seats need to be presented for a vote. The annual meeting need not be conducted in a meeting forum and may be just the presentation of the vote and information concerning the financial condition of the Corporation on an individual basis if the Board of Directors believes in good faith that no quorum can be met. For any vote of the Members to be valid and binding, there must be a quorum of Members who cast their votes in the election. If in any year a quorum is not presented, then the incumbent Board Member shall remain in office until the next election, or he or she resigns, or is voted out by the Board of Directors.

3.02. **Special Meetings.** Special meetings of the Members may be called by the President, the majority of the Board of Directors, or not less than ten percent (10%) of all the voting Members. If a special meeting is called, then it must be held in a meeting forum so that all Members who wish to attend may do so in a manner to present their agenda.

3.03. **Place of 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 the Board of Directors does not designate the place of meeting, the meeting shall be held at the principal office of the Corporation in Texas.

3.04. **Notice of Meetings.** Written or printed notice of any meeting of Members, not including the annual meeting, shall be delivered to each Member entitled to vote at the meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting. Sending the notice to the last known e-mail address, or physical address of the Members shall be sufficient notice. If the Corporation has more than 1,000 Members at the time the meeting is scheduled or called, notice may be given by publication in any newspaper of general circulation in Keller, Texas. The notice shall state the place, day, and time of the meeting, who called the meeting and the general purpose or purposes for which the meeting is called. Notice shall be given by or at the direction of the president or secretary of the Corporation, or the officers or persons calling the meeting. If all of the Members meet and consent to the holding of a meeting, any corporate action may be taken at the meeting regardless of a lack of proper notice.

3.05. **Quorum.** The Members holding at least 10% of the total votes that may be cast at a meeting shall constitute a quorum at that meeting. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Members present may adjourn and reconvene the meeting one time without further notice.

**3.06. Actions of Membership.** The membership shall try to act by consensus. However, the vote of a majority of voting Members in good standing, present and entitled vote at a meeting at which a quorum is present, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law or the By-Laws. A voting Member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting. Voting shall be by ballot or voice, except that any election of Board Members shall be by ballot if demanded by any voting Member at the meeting before the voting begins. The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure, when such rules are not inconsistent with KYA's charter and By-Laws.

**3.07. Proxies.** A Member entitled to vote may vote by proxy executed in writing or email and signed by the Member and present such proxy to the Secretary or Executive Board of the Corporation before the meeting begins. If a vote is being conducted without a meeting, then no proxy shall be allowed. No proxy shall be valid after one (1) month from the date of its execution, unless otherwise provided in the proxy.

## **ARTICLE 4 BOARD OF DIRECTORS**

**4.01. Management of the Corporation.** The affairs of the Corporation shall be managed by the Board of Directors.

**4.02. Number, Qualifications, and Tenure of Board Members.** The Board of Directors ("The Board") shall be comprised of not less than fifteen (15) and not more than thirty (40) Members of the Corporation and shall be elected by a quorum (as defined in Section 3.05) of the Members of The Corporation at the annual meeting or by the Board of Directors if a quorum of Members is not reached. These numbers may be increased or decreased upon a majority vote of a quorum of the Members or a 2/3 vote of the Board of Directors. Only contested Board of Director seats need to be presented for a vote of Members. Board Members shall be residents of Texas, Members of The Corporation (unless specifically approved by the majority of the Board of Directors), or qualified former members of the Corporation, and shall serve for a term of one (1) year. A term for all purposes in these By-Laws is defined as service from July 1 to June 30. The Board of Directors shall determine the job description of each Board Member by resolution, except the officer positions which are described in Article 5. The offices of the President and Executive Vice-President are subject to term limits of three (3) consecutive years for any one individual serving in that capacity, unless approved for an extended term by at least two-thirds (2/3) of the Board of Directors. The current authorized Board of Directors positions and the current Board Member who serves in these positions are listed on Exhibit "A" attached hereto, and incorporated by reference as if fully set forth herein.

**4.03. Nomination of Board Members and Disqualification to Serve.** Any person who desires to run for a Board of Director seat shall contact the President of KYA on or before May 15 of each year, who shall initially determine the commitment of the nominated person. If the majority of the Officers of KYA believes it is in the best interest of KYA that this nominated person not be selected to run, then he shall submit this information and the reason for the disqualification to the Board of Directors at a special meeting called for that purpose. The Board of Directors shall vote on the disqualification of the person to serve. Any decisions of the President or Board of Directors pursuant to this Paragraph shall be final and binding upon the Member. A

Member is automatically disqualified to serve if within three years from the date of the nomination he or she had been suspended from KYA activities for one year or more, has been disciplined by the Board of Directors by suspension of five (5) games or more, the person had been removed as a Board Member during a Term by vote of the Board of Directors, or the person has resigned his or her position as a Board Member during an active Term without adequate justification, which the adequacy of the justification shall be determined by the Board of Directors in their sole discretion and shall be binding upon the Board Member.

**4.04. Election of Board Members.** A person who meets any qualification requirements set forth by the Board of Directors, is not disqualified to serve and who has been duly nominated may be elected as a Board Member. Board Members shall be elected by the vote of the membership of the Corporation or Board of Directors, as the case may be. Each Board Member shall hold office for a full Term, or if elected after the Term has begun, then that Board Member shall hold office until that Term is concluded. A Board Member may be elected to succeed himself or herself as Board Member.

**4.05. Vacancies.** Any vacancies occurring in the Board of Directors, and any Board Member position to be filled due to an increase in the number of Board Members, shall be filled by a majority vote of the Board of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining Board of Directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining Board Member. A Board Member elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

**4.06. Annual By-Law Review Meeting.** There shall be each year an annual meeting of the Board of Directors, or a specific committee determined by the Board of Directors, for the sole purpose or reviewing and submitting any modifications needed to these By-Laws.

**4.07. Regular Meetings.** The Board of Directors shall hold a meeting each month. The time and date of the meeting shall be determined by the Board of Directors. The purpose of the monthly meeting is to review the financial position of the Corporation, approve the expenditure of any money which was not provided for in a sport specific budget, to review any disciplinary action taken against Members of the Corporation, the approval of coaches for each specific sport, or any other matters that are properly placed on the agenda. Notice for these Regular meetings shall be sufficient if the time and location of the meeting is sent to the last known e-mail address of the Board Member within seven (7) days before the meeting.

**4.08. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any five (5) Board Members. The location of any special meeting shall be the principal office of the Corporation. The person or persons calling a special meeting shall notify the secretary of the information required to be included in the notice of the meeting. The secretary shall give notice to the Board Members as required in Paragraph 4.07 above, unless the President determines that the issue to be discussed is of such importance that less notice is required. The President's decision in this regard shall be final and binding.

**4.10. Quorum.** A majority of the number of Board Members then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Board Members present at a duly called or held meeting at which a

quorum is present may continue to transact business even if enough Board Members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Board Members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Board Members present may adjourn and reconvene the meeting one time without further notice.

**4.11. Duties of Board Members.** Board Members shall exercise ordinary business judgment in managing the affairs of the Corporation. Board Members shall act as fiduciaries with respect to the interests of the Members. In acting in their official capacity as Board Members of this Corporation, Board Members shall act in good faith and take actions they reasonably believe to be in the best interest of the Corporation and that are not unlawful. In all other instances, the Board of Directors shall not take any action that they should reasonably believe would be opposed to the Corporation's best interests or would be unlawful. A Board Member shall not be liable if, in the exercise of ordinary care, the Board Member acts in good faith relying on written financial and legal statements provided by an accountant, attorney, or other expert retained by the Corporation.

**4.12. Actions of Board of Directors.** The Board of Directors shall try to act by consensus. However, the vote of a majority of Board Members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the By-Laws. A Board Member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors. For the purpose of determining the decision of the Board of Directors, a Board Member who is represented by proxy in a vote is considered present.

**4.13. Proxies.** A Board Member may vote by proxy executed in writing and signed by the Board Member. No proxy shall be valid after sixty (30) from the date of its execution.

**4.14. Compensation.** Board Members shall not receive salaries, or any other compensation whatsoever, for their services. Board Members may be reimbursed for expenditures made on behalf of the Corporation so long as such expense has either been approved by the Board of Directors, or subsequently ratified by the Board of Directors.

**4.15 Removal of Board Members.** The Board of Directors or Members may vote to remove a Board Member at any time, only for good cause, for violation of any Prohibited Act set forth herein, or in the best interest of the Corporation. Good cause for removal of a Board Member shall include, but is not limited to, the failure to attend four (4) regular meetings of the Board of Directors during a Term, or two (2) consecutive meetings. Notice of thirty (30) days shall be given before a meeting to consider the removal of a Board Member, unless it is unanimously determined by the President and Executive Vice President that the notice period would be detrimental to the Corporation and shorter notice is required. The notice of the meeting shall state that the issue of possible removal of the Board Member will be on the agenda and the notice shall state the possible cause for removal. The Board Member shall have the right to present evidence at the meeting as to why he or she should not be removed. At the meeting, the President shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the Board Member. A Board Member may be

removed by the affirmative vote of two-thirds (2/3) of the Board of Directors, or in the case of voting by the Members, a majority of a quorum of the Members.

## **ARTICLE 5 OFFICERS**

5.01. **Officer Positions.** The officers of the Corporation shall be a President, an Executive Vice President, a Treasurer, a Secretary, a Vice President-Baseball Operations, a Vice President-Basketball Operations, a Vice President-Football Operations, and a Vice President-Softball Operations. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. In order to hold a position of President or Executive Vice President, a Member must have served on the Board of Directors of KYA for a minimum of two full terms and one full term, respectively, in some capacity.

5.02. **Election and Term of Office.** The officers are also Board Members, and as such the election of the officers and Term are set forth in the preceding Article 4.

5.03. **Removal.** The officers are also Board Members, and as such the removal of officers are set forth in the preceding Article 4.

5.04. **Vacancies.** A vacancy in any office may be filled by majority vote of the Board of Directors for the unexpired portion of the officer's term.

5.05. **President.** The president shall be the chief executive officer of the Corporation. The president shall supervise and control all of the business and affairs of the Corporation. The president shall preside at all meetings of the Members and of the Board of Directors. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed. However, the president may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, the By-Laws, or statute. The president shall perform other duties prescribed by the Board of Directors and all duties incident to the office of president and specifically be the public face of the Corporation and shall represent the Corporation at meetings with the City of Keller or other outside organizations with which KYA does business. No person may serve as president who has not served on the Board of Directors for at least two (2) full Terms prior to his/her taking office, except that this rule does not apply to any current serving President at the time these By-Laws are executed. In the event that eligible Board Members choose not to run for this position, then any current Board Member shall be eligible to run for this position.

5.06. **Executive Vice President.** In the absence or disability of the President, the Executive Vice President may perform all the duties of the President, and when so acting will have the powers of, and be subject to the restrictions on, the President. The Executive Vice President shall Chair the committees deemed appropriate by the Board of Directors. The Executive Vice President shall coordinate the activities of the other Vice Presidents of the Corporation and be responsible for the coordinated operation of all the various sporting activities. The Executive Vice President will have such other powers to perform other duties that from time to time may be prescribed for them respectively by the Board of Directors, to include the execution of contracts the concern more than one sports organization of the Corporation. If requested, the Executive Vice President shall coordinate vendors and activities that overlap between two or more sporting activities. No person may

serve as executive vice president who has not served on the Board of Directors for at least one (1) full Term prior to his/her taking office, except that this rule does not apply to any current serving President at the time these By-Laws are executed. In the event that eligible Board Members choose not to run for this position, then any current Board Member shall be eligible to run for this position.

**5.07. Treasurer.** The Treasurer shall have the custody of the company funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies 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, or these By-Laws, taking proper vouchers for such disbursements. He or she shall keep and maintain the Corporation's books of account and shall render to the Members and the Board of Directors an account of all of his transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall exhibit his books, records, and accounts to the Board of Directors at any time. He or she shall disburse funds for capital expenditures as authorized by the Board of Directors or these By-Laws. If the Treasurer does not, in his or her judgment, believe a request for disbursement is authorized, he or she shall bring the matter to the attention of the President. The Treasurer shall perform such other duties as may be directed by the Board of Directors. 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 his office and for the restoration to the Corporation, in case of his death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his possession or under his control belonging to the Corporation. The Corporation shall bear the expense of any required Bond. The Treasurer will also oversee the preparation of and sign the Corporate tax returns. The Treasurer will also be in charge of obtaining insurance for the kids participating in the various sporting activities.

**5.08 Secretary.** The Secretary of the Corporation shall have the authority and the duty to sign or attest documents related to the operation of the Corporation and to sign or attest any document or the signature of any Officers as becomes necessary in the business and operations of the Corporation. The Secretary shall also have the authority and duty to see that all books, reports, statements, and other documents and records required by law are properly kept and filed for the Corporation. The Secretary shall be responsible for preparing all notices of meetings, keeping minutes of meetings, preparing voting documents and the tabulation of votes, to include a determination that a quorum is present. The Secretary shall be responsible for keeping a Member list to be used during voting by the Members. In general, the Secretary shall have such duties as may from time to time be assigned to the Secretary by the President or the Board of Directors.

**5.09. Vice Presidents of Sporting Activities.** The various Vice Presidents of a specific sports activity are responsible for coordinating the particular sports activity to which they are assigned. They shall coordinate their activities with the Executive Vice President. Some, but not all, of these responsibilities are to create a seasonal budget, execute contracts related to their sport if, and only if, such contracts have been approved by the President or the Executive Vice President, manage the Commissioners of the leagues, create and approve any sport or league specific rules, and other matters directly related to the assigned sport, so long as they do not conflict with the Corporate Charter, these By-Laws, or other policy or directives given by the Board of Directors.

## ARTICLE 6 COMMITTEES

6.01. **Establishment of Committees.** The Board of Directors may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include two or more Board Members. The Board of Directors may establish qualifications for membership on a committee. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual Board Member, of any responsibility imposed by the By-Laws or otherwise imposed by law. No committee shall have the authority of the Board of Directors to:

- (a) Amend the Articles of Incorporation.
- (b) Authorize the voluntary dissolution of the Corporation.
- (c) Revoke proceedings for the voluntary dissolution of the Corporation.
- (d) Adopt a plan for the distribution of the assets of the Corporation.
- (e) Amend, alter, or repeal the By-Laws.
- (f) Elect, appoint, or remove a member of a committee or a Board Member or officer of the Corporation.
- (g) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 7.04, below.
- (h) Take any action outside the scope of authority delegated to it by the Board of Directors.

6.02. **Authorization of Specific Committees.** There shall be the following permanent committees: Disciplinary Committee, By-Law Review Committee, Baseball Committee, Football Committee, Softball Committee, and Basketball Committee. The Board of Directors shall define the activities and scope of authority of each committee by resolution.

6.03. **Disciplinary Committee.** The Disciplinary Committee shall have the authority to discipline coaches and players up to and including a six (6) game suspension (which suspension shall include practices during that time frame). Any action which, in the Disciplinary Committee's sole discretion, warrants a more punitive measure, shall be referred to the Board of Directors for further action, in addition to any disciplinary action already taken by the Disciplinary Committee. If the Disciplinary Committee, in its discretion, believes that disciplinary action should be taken against a parent or guardian of a player, then that matter should be immediately referred to the Board of Directors. The Members of the Disciplinary Committee shall be:

- (a) Permanent Members
  - (i) President
  - (ii) Executive Vice President – Chair
  - (iii) All the other Vice Presidents of the Corporation, or their designee
- (b) Temporary Members
  - (i) All the Commissioners of the specific sport league in which the action requiring the discipline occurred.

6.04. **By-Laws Review Committee.** The By-Laws Review Committee shall meet once a year in March. The committee shall review the By-Laws and recommend to the Board of Directors any changes which may be necessary. Those changes shall be submitted to a vote of the Board of Directors at the annual April meeting. The Members

of the By-Laws Committee shall be the President, the Executive Vice President (chair), the Treasurer, the Secretary, and all the other Vice Presidents of the Corporation, or their designees.

6.05 **Baseball Committee.** The Baseball Committee is composed of the Vice President-Baseball (chair) and the commissioners of each baseball league. The Baseball Committee shall be responsible, along with the Vice President-Baseball, of operating the baseball seasons (spring and fall) in an organized, fair, and orderly fashion. The Baseball Committee is charged with making decisions with regard to the operation of the baseball seasons related to all matters not reserved to another committee or the Board of Directors. The Baseball Committee shall ensure that all certifications and background checks of the approved baseball coaches are performed in a timely manner. The Baseball Committee shall ensure that all Code of Conduct forms are presented to and executed by a player's parent or guardian.

6.06 **Football Committee.** The Football Committee is composed of the Vice President-Football (chair), the Cheerleading Commissioner and the commissioners of each league. The Football Committee shall be responsible, along with the Vice President-Football, of operating the football and cheerleading season in an organized, fair, and orderly fashion. The Football Committee is charged with making decisions with regard to the operation of the football and cheerleading seasons related to all matters not reserved to another committee or the Board of Directors. The Football Committee shall ensure that all certifications and background checks of the approved football and cheerleading coaches are performed in a timely manner. The Football Committee shall ensure that all Code of Conduct forms are presented to and executed by a player's parent or guardian.

6.07 **Basketball Committee.** The Basketball Committee is composed of the Vice President-Basketball (chair) and the commissioners of each basketball league. The Basketball Committee shall be responsible, along with the Vice President-Basketball, of operating the basketball season in an organized, fair, and orderly fashion. The Basketball Committee is charged with making decisions with regard to the operation of the basketball season related to all matters not reserved to another committee or the Board of Directors. The Basketball Committee shall ensure that all certifications and background checks of the approved basketball coaches are performed in a timely manner. The Basketball Committee shall ensure that all Code of Conduct forms are presented to and executed by a player's parent or guardian.

6.08 **Softball Committee.** The Softball Committee is composed of the Vice President-Softball (chair), the commissioners of each softball league, to include the select softball commissioners. The Softball Committee shall be responsible, along with the Vice President-Softball, of operating the softball seasons and tournaments (spring and fall) in an organized, fair, and orderly fashion, including a total of 15 Select Tournaments per year. The Softball Committee is charged with making decisions with regard to the operation of the softball seasons related to all matters not reserved to another committee or the Board of Directors. The Softball Committee shall ensure that all certifications and background checks of the approved softball coaches are performed in a timely manner. The Softball Committee shall ensure that all Code of Conduct forms are presented to and executed by a player's parent or guardian.

6.09. **Terms of Office.** Each member of a committee shall continue to serve on the committee until the next annual meeting of the Members of the Corporation and until

a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated, or if the Member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

**6.10. Chair and Vice-Chair.** One Member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. Unless provided otherwise in these By-Laws, the chair shall be the Executive Vice President, or another officer of the Corporation. The Vice-Chair shall be elected by the members of the committee if not appointed by the President of the Corporation. The Chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the Vice-Chair acts in place of the Chair, the Vice-Chair shall have the powers of and be subject to all the restrictions upon the Chair.

**6.11. Notice of Meetings.** Except for the Disciplinary Committee, Baseball Committee, Football Committee, Basketball Committee, and Softball Committee, written or printed notice of a committee meeting shall be delivered to each member of a committee not less than five (5) days before the date of the meeting, unless the meeting concerns emergency action that needs to be taken to protect the interests of the Corporation, as determined in the sole discretion of the President or Executive Vice President. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called. The written notice can be sent via e-mail to the e-mail address on file with the Secretary of the Corporation and such e-mail shall constitute valid notice of the meeting. Any action taken by the Disciplinary Committee is deemed to be an emergency action and short notice of these meetings is inferred.

**6.12. Quorum.** One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the Chair may adjourn and reconvene the meeting one time without further notice.

**6.13. Actions of Committees.** Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the By-Laws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

**6.14. Proxies.** A committee member may vote by proxy executed in writing by the committee member. No proxy shall be valid after one (1) month from the date of its execution.

**6.15. Rules.** Each committee may adopt rules for its own operation not inconsistent with the By-Laws or with rules adopted by the Board of Directors.

**ARTICLE 7**  
**TRANSACTIONS OF THE CORPORATION**

7.01. **Contracts.** The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments. The various Vice Presidents of Sporting Activities shall be authorized to execute contracts related to their specific sporting activity so long as those contracts are set forth in the seasonal budget and are approved by the President or Executive Vice President.

7.02. **Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

7.03. **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board Members shall not accept a personal gift related to their positions as a Board Member.

7.04. **Potential Conflicts of Interest.** The Corporation shall not make any loan to a Board Member or officer of the Corporation. A Member, Board Member, officer, or committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by the By-Laws, articles of incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Member, Board Member, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Member, Board Member, officer or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors or Members, not including the vote of any person having a personal interest in the transaction.

7.05. **Prohibited Acts.** As long as the Corporation is in existence, and except with the prior approval of the Board of Directors; no Board Member, officer, or committee member of the Corporation shall:

- (a) Do any act in violation of the By-Laws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessary difficult to carry on the intended or ordinary business of the Corporation.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.

- (g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- (h) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.
- (i) Serve as a director on any competing entity which provides, or purports to provide, the same services to the Members or potential Members of this Corporation.

Any violation of these Prohibited Acts will subject the Board Member, officer, or committee member to removal as a Board Member, officer, or committee.

## **ARTICLE 8 SPORTING ACTIVITIES**

**8.01. Authorized Activities.** The sporting activities of the Corporation shall consist of Football, Basketball, Cheerleading, Softball, and Baseball. The Corporation, by a vote of two-thirds of the Board of Directors, may expand, or contract, the sporting activities of the Corporation. No other activities are authorized.

**8.02 Control of Sporting Activities.** Each sporting activity shall be operated and controlled by one of the four Vice Presidents of sporting activity. Cheerleading shall be operated and controlled by the Football Vice President. The Vice President shall be responsible for the specific sporting activity to which they are assigned and shall report to the Executive Vice President for coordination of that sporting activity. The Vice President shall conduct the sporting activity, to include all rules, budget, disbursements, and organization. Any change in the controlling organization which a particular sport plays under must be approved by the Board of Directors (i.e. if baseball changed from Pony to Little League or USSSA, then that decision would require approval of the Board of Directors). Any joint operations with another corporation or group not affiliated with the Corporation must be approved by the Board of Directors.

**8.03 Seasonal Budget.** Each Vice President shall submit a seasonal budget concerning their activity and get approval of such budget by the Board of Directors. After approval of the budget, the Vice President shall have the authority to authorize all expenditures within the approved budget without any further Board of Director approval. This includes the selection and execution of the various vendors needed to conduct their sporting activity. The Vice President shall use his or her best efforts to obtain the lowest price for the quality of service desired. The Vice Presidents may be required by the President or Executive Vice President to use a certain vendor if the use of that vendor benefits the Corporation as a whole. The Vice President is not authorized to expend monies outside their budget without the prior approval of the Board of Directors. The Board of Directors are, however, authorized to subsequently ratify any expenditure not previously approved, in their sole collective judgment. The budget is not required to be detailed exactly to the amount of expenditure, but should include enough detail for the Board of Directors to be able to discern the nature and amount of the requested line item. The proposed budget shall be based upon sound budgetary principles and may be summarily rejected if it is not based upon sound logic, principles, and forecasting. Once the registration for the sporting activity is closed, the budget shall be adjusted, either up or down, to represent the actual dollar amounts collected for that sporting activity and resubmitted to the Board of Directors for final approval.

8.04 **Decisions Reserved.** The decisions reserved for approval by the Board of Directors include, but are not limited to:

- (a) Approval of coaches;
- (b) Approval of budget;
- (c) Expenditures outside of the approved budget or in excess of the dollar amount approved by the Board of Directors;
- (d) Change in the controlling rules organization or approval authority used by a sporting activity;
- (e) Partnering, interlocking, or joint operations with someone or another company not affiliated with the Corporation;
- (f) Discipline of a player or coach of more than six (6) games; and
- (g) Discipline of any parent or legal guardian of a player.

## **ARTICLE 9 BOOKS AND RECORDS**

9.01. **Required Books and Records.** The Corporation shall keep correct and books and records of account. The Corporation's books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of the By-Laws, and any amended versions or amendments to the By-Laws. Such By-Laws shall be published on the web site of the Corporation, to the extent that such a site exists.
- (c) Minutes of the proceedings of the Members, Board of Directors, and committees having any of the authority of the Board of Directors.
- (d) A list of the names and addresses of the Members, Board Members, officers, and any committee Members of the Corporation.
- (e) A financial statement showing the income and expenses of the Corporation for the three most recent fiscal years and the case on hand at the end of each year.
- (f) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- (g) The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three most recent tax years.

9.02. **Inspection and Copying.** Any Member, Board Member, officer, or committee Member of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the By-Laws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. A person entitled to inspect the Corporation's books and records may do so at a reasonable time no later than ten (10) working days after the Corporation's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Corporation's books and records by Members. The fees may cover the cost of materials and labor, but not exceeding twenty-five (25) cents per page. The Corporation shall provide requested copies of books or records no later than ten (10) working days after the Corporation's receipt of a proper written request.

9.03. **Audits.** Any Member shall have the right to have an audit conducted of the Corporation's books. The Member requesting the audit shall bear the expense of the audit unless the Members vote to authorize payment of audit expenses. The Member requesting the audit may select the accounting firm to conduct the audit. A Member may not exercise these rights to compel audits so as to subject the Corporation to an audit more than once in any fiscal year.

## **ARTICLE 10 FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day in December in each year.

## **ARTICLE 11 INDEMNIFICATION**

11.01. **When Indemnification is Required, Permitted, and Prohibited.** (a) The Corporation shall indemnify a Board Member, officer, committee Member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the request of the Corporation as a Board Member, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted, or the person admits liability by some overt act.

(b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

(c) The Corporation shall pay or reimburse expenses incurred by a Board Member, officer, Member, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a Board Member, officer, Member, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 10.01(a), above.

(e) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the By-Laws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in an proceeding brought by the Corporation or one or more Members; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

(f) If the Corporation may indemnify a person under the By-Laws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

**11.02. Procedures Relating to Indemnification Payments.** (a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 10.02(c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

- (i) Majority vote of a quorum consisting of Board Members who, at the time of the vote, are not named defendants or respondents in the proceeding.
- (ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Board Members, consisting solely of two or more Board Members who at the time of the vote are not named defendants or respondents in the proceeding.
- (iii) Determination by special legal counsel selected by the Board of Directors by vote as provided in paragraph 10.02(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Board Members.

(b) The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 10.02(a)(iii), above, governing the selection of special legal counsel. A provision contained in the articles of incorporation, the By-Laws, or a resolution of Members or the Board of Directors that requires the indemnification permitted by paragraph 10.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 10.02(a), above. The

person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the By-Laws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

## **ARTICLE 12 NOTICES**

12.01. **Notice by Mail.** Any notice required or permitted by the By-Laws to be given to a Member, Board Member, officer, or member of a committee of the Corporation may be given by mail. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. A person may change his or her address by giving written notice to the secretary of the Corporation.

12.02 **Notice by E-Mail.** Each Board Member, officer, or committee Member shall notify the Secretary of the Corporation of an e-mail address where they can be reached. Any notice sent by e-mail to this address given to the Secretary of the Corporation shall be considered valid notice of any meeting.

12.03. **Signed Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the By-Laws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

12.04. **Waiver of Notice by Attendance.** The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **ARTICLE 13 SPECIAL PROCEDURES CONCERNING MEETINGS**

13.01. **Meeting by Telephone.** The Members, Board of Directors, and any committee of the Corporation may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

13.02. **Decision Without Meeting.** Any decision required or permitted to be made at a meeting of the Board of Directors, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in the Corporation minute book and kept with the Corporation's records.

13.03. **Voting by Proxy.** A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is in writing, signed, and delivered to the Secretary, or acting Secretary, at the meeting before the business of the meeting begins. The secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for the meeting. A proxy filed with the secretary or other designated officer shall remain in force and effect until the first of the following occurs:

- (a) An instrument revoking the proxy is delivered to the secretary or other designated officer.
- (b) The proxy authority expires under the terms of the proxy.
- (c) The expiration of thirty (30) days after the proxy was executed.

13.04. **Voting by E-Mail.** An Officer of the Corporation may request that a vote be conducted on a matter effecting their sporting activity via e-mail. Voting may be conducted via e-mail, unless twenty (20) percent of the persons entitled to vote object to the e-mail vote. A majority vote of the Board of Directors shall be required to sustain any action voted on via e-mail. If twenty (20) percent of the persons entitled to vote object to the e-mail vote, the Secretary shall immediately notify the President of the Corporation, who shall authorize the Secretary to send notice of an emergency meeting to consider the matter being brought to vote within five (5) days of the receipt of the objection to the e-mail vote, and all other notice provisions shall be waived.

## **ARTICLE 14 AMENDMENTS TO ARTICLES OF INCORPORATION OR BY-LAWS**

The Articles of Incorporation or the By-Laws may be altered, amended, or repealed, and new Articles of Incorporation or By-Laws may be adopted only by either the majority vote of the Members or a seventy-five (75) percent vote of a quorum of the Board of Directors. The notice of any meeting at which the By-Laws are altered, amended, or repealed, or at which new By-Laws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

## **ARTICLE 15 DISSOLUTION**

15.01 **Dissolution Event.** The Corporation shall be dissolved, its assets disposed of, and its affairs wound up on the first to occur of the following occurrences:

- (a) the vote of two-thirds (2/3) the Members to dissolve the Corporation;
- (b) an entry of a decree of judicial dissolution; or
- (c) the Corporation cannot pay its debts as they become due and the Board of Directors determine that it is in the best interest of the Corporation to dissolve.

15.02. **Distribution of Assets.** In the event of dissolution of KYA, any residual assets or remaining funds will be turned over to one or more regularly organized and

