

**BY-LAWS**  
**VAN ALSTYNE SPORTS AUTHORITY, INC.**

**ARTICLE I - NAME**

The name of this organization shall be VAN ALSTYNE SPORTS AUTHORITY, INC., hereafter referred to as VASA, Inc.

**ARTICLE II- PURPOSES**

The purposes for which the organization is organized are:

1. To provide year-round, supervised recreational, competitive, and instructional activities for all interested children, and adults who voluntarily participate in these programs.
2. To provide the organization and leadership necessary to carry on such programs successfully, with special intent and purpose to coordinate all the activities and pursuits sponsored by such program, by utilizing most efficiently and sensibly all available facilities, supervisory manpower and funds, to the best interest and advantage of all participants.
3. To provide the opportunity for those who desire to voluntarily coach, supervise and instruct others in the recreational/competitive sports and pursuits of the program.
4. To promote the highest ideals of fellowship, sportsmanship, honesty, courage and respect for authority with the specific purpose of influencing them to become better individuals.
5. To promote charitable and educational activities for all participants regardless of race, color or creed by sponsorship of the various programs approved by its BOD.

**ARTICLE III – AREA GAMES**

All events, including scheduled games and practices, which are sponsored by the Corporation shall be only held at facilities/locations approved by the Corporation, or the sponsoring organization.

**ARTICLE IV – DIRECTORS**

6. The governing body of the VASA, Inc., the direction of its works and the control of its property shall be invested in the BOD consisting of not less than five (5) members. Each sport shall have one representative on the BOD and the remainder of the BOD will be made up of at least one at-large representative.
7. The BOD shall have the power and authority to increase or decrease the number of Directors, except that there shall never be less than five (5) Directors.
8. The Directors constituting the first board shall be those directors named in the Articles of Incorporation. All members of the first board shall serve a two (2) year term. Each successor member of the board shall be elected by a majority vote of the existing Board members and shall serve for a one (1) year term or until their successor is elected or as herein provided. There is not a limit to the number of terms a Board member may serve.
9. Any director may be removed from office by a majority vote of the remaining directors. The BOD shall make all policy decisions by majority vote of the BOD.

10. The president shall preside at all meetings of the BOD and shall cause minutes to be kept of all regularly or specially called meetings. The President shall have the authority to call special meetings of the BOD if he deems necessary, or upon the written request by two (2) members of the BOD. The President of the BOD may vote on all matters of corporate business without exclusion. In the event the President is absent, then the Vice President shall perform the duties of President. In the event the President of the BOD resigns or is otherwise unable to perform the duties of President of the BOD as determined by a majority of the BOD, then the Vice President shall assume those duties until the next regularly scheduled meeting at which time an election shall be held to nominate a new President on the Board. Election of the President and Vice-President of the BOD shall be by a majority vote of the BOD then in office at a meeting where a quorum is present at the time of the vacancy.
11. The primary purpose of the BOD shall be to formulate goals for the organization, set terms of employment for personnel (if applicable), to insure that the VASA, Inc. philosophies and ideals are met, to review all actions of the BOD, and to make certain that any decision is within the aforementioned philosophies, goals, and principals of the organization. The final authority to approve or disapprove any action of the BOD is retained by the BOD, but must be by a majority vote of the BOD.
12. The BOD shall meet monthly, but may meet more often for special meetings to consider important matters of the organization.
13. A majority of the BOD, in office, shall be necessary to constitute a quorum for the transaction of business. The acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the BOD.
14. Any member of the BOD who misses and/or does not attend three (3) regular Board meetings in a 12-month period is subject to removal from the Board by the call of a special board meeting for consideration of this matter only.

#### ARTICLE V - COMMITTEES

15. Committees may be appointed by the BOD to handle special interests or in order to fit the needs of the BOD. Committees must include at least BOD member but may include other individuals deemed acceptable by the BOD.
16. Purposes of Committees may include –
  - a. Day-to-day management of individual sports
  - b. Receivables and Accounting
  - c. Record Keeping
  - d. Government Filings and Compliance
  - e. Concessions
  - f. Grievance
  - g. Nominations

#### ARTICLE VI – BOD NOMINATIONS

17. The BOD shall nominate one person for each of the offices set forth in [Article IV](#). All BOD

nominations shall be considered; however, an unchallenged incumbent remains in his/her position with no vote necessary. If there is more than one nomination for any one office, the BOD must vote to elect one of the nominees as a part of the Corporation's annual meeting. The BOD shall vote from the persons nominated for each office. The person receiving the majority vote of the BOD for each office will then serve in that office in the following calendar year.

18. The President of the BOD shall have the authority to appoint a person on a temporary basis to fill any vacancy until such time as nominations can be approved by the BOD at the next BOD meeting.

#### ARTICLE VII – POLICIES

19. All BOD are required to be familiar and adhere to the guidelines in the VASA Parent Code of Conduct as well as the VASA Coaching Code of Conduct, where applicable. The BOD shall make all policy decisions using these codes of conduct as guidelines. The BOD shall make all policy and disciplinary decisions by a majority vote of the BODs. All disciplinary actions will be reduced to writing and kept with VASA's historical records.
20. In order to foster an environment focused on the entire Van Alstyne community as well as promote transparency when forming teams, competitive sports must adhere to one of the following –
  - A registered league's draft policy;
  - Team try-outs using a snake drafting model including all coaches from the applicable season; OR
  - VASA's Team Selection & Drafting Policies.

#### ARTICLE VIII – MEETINGS

21. Notice of regular, annual and special meetings, together with the agenda therefor, shall be given at least three (3) days prior to the day named for the meeting.
22. The annual meeting of VASA, Inc. shall be held in January of each year at such place as may be designated in a notice by the president of the BOD.
23. Special meetings of the BOD may be called by the President of the BOD. Special meetings may also be called in like manner, and on like notice on written request of two (2) Board members. Special meetings may be called on an emergency basis.
24. Telephone polling of the BOD may be done on an emergency basis only, subject to the question being reviewed at a special meeting.

#### ARTICLE IX – OFFICERS

25. The president shall preside at all meetings of the BOD. The President shall call a meeting of the BOD when he/she deems necessary or upon the written demand of two (2) Board members. He/She shall see that all orders and resolutions of the BOD are carried into effect and shall execute all contracts and agreements authorized by the BOD.

26. In the event of the absence of the President or his/her inability to serve, the Vice President shall have all powers and perform the duties of the President. He/She shall, furthermore, take such part in the management of the Corporation's business.
27. In the absence of the President and Vice President, or their inability to serve, The Secretary shall call a BOD meeting to determine who shall be acting President and who shall have the power and perform the duties of the President.
28. The Secretary shall keep a proper record of the proceedings of the BOD, giving three (3) days' notice to members of a regular or special meeting, and attend to such other duties as may be assigned by the BOD. The Secretary shall furnish to each Board member a draft of the proposed minutes not later than ten (10) days prior to the next scheduled meeting.
29. The Treasurer shall keep a proper accounting of all revenue, accounts payable and receivable, and any proposed and anticipated expenditures. An update will be provided at each meeting and noted in closed-meeting notes. Each activity/event sponsored by the Corporation shall be operated on a budget which shall be presented to and approved by the Treasurer.
30. Members shall perform those duties that are usual to their positions and those assigned to them by the BOD.

#### ARTICLE X - AMENDMENTS

31. These By-Laws may be amended or altered at-any regular or special meeting of the BOD by majority vote. A copy of the proposed amendments with notice of the meeting, shall be provided to all acting BOD. At the meeting the BOD shall vote on the proposed amendment and approve or disapprove of the proposed amendment. A quorum of the members of the BOD in office must be present to consider and vote on any proposed amendment.

#### ARTICLE XI – OFFICER REMOVAL

32. Any officer, committee member or agent elected or appointed by the BOD may be removed by the BOD whenever in its judgement the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed. Removal will require a majority vote of the BOD. Election or appointment of an officer or agent shall not, of itself, create contract rights. Such votes may be made anonymously but shall be made in the presence of at least (2) two BOD and recorded confidentially.

#### ARTICLE XII - MISCELLANEOUS PROVISIONS

33. The BOD may, in each fiscal year, in perpetuity allocate and/or distribute funds of the Corporation legally available therefor for those purposes described in Article III hereof. Such allocation and distribution amounts shall be subject to the discretion of the BOD provided that at all times such allocations and distributions shall conform with any then applicable minimum/maximum distribution requirements imposed by law to maintain and perpetuate the qualification of the Corporation as a Corporation exempt from Federal Income Tax under Section 501C(3) of the code to which contributions are deductible under Section 170 of the code.

34. The Corporation shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of its BOD and any committee thereof.
35. The fiscal year of the Corporation shall be from January 1 to December 31.
36. The seal of the Corporation shall be such as from time to time may be approved by the BOD.
37. The BOD may, by resolution adopted by affirmative vote of a majority of the number of Directors constituting the entire Board, designate two or more Directors (with such alternates, if any, as may be deemed desirable) to constitute a committee or committees, in addition to the Operations Committee, to for any purpose; provided, that any such committee or committees shall have and may exercise only the power of recommending action to the BOD and of carrying out and implementing any instructions or any policies, plans and programs therefore approved authorized, and adopted by the BOD.
38. Any committee member, Director, or officer may resign by so stating at any such meeting of the BOD or by giving written notice to the Secretary of the BOD. Such resignation shall make effect at the time specified therein, or immediately if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
39. Members of the BOD, or members of any committee designated by the BOD may participate in and hold a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person to participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.
40. Any action required by law by the Articles of Incorporation, or by these By-Laws to be taken at a meeting of the BOD or any committee of the Corporation may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the members of the BOD, or committee members, as the case may be, entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote of such members of the BOD or committee members, as the case may be, and may be slated as such in any articles or documents filed with the Secretary of State or in any certificate delivered to any person.
41. If any part of these By-Laws shall be held invalid or inoperative for any reason, the remaining parts, so far as it is possible and reasonable, shall remain valid and operative.
42. With respect to any deed, deed of trust, mortgage, or other instrument executed by the Corporation through its duly authorized officer or officers, the attention to such execution by the Secretary of the Corporation shall not be necessary to constitute such deed, deed of trust, mortgage, or other instrument a valid and binding obligation against the Corporation unless the resolutions, if any, of the BOD authorizing such execution expressly state that such attestation is necessary.
43. The BOD may at any time prescribe forms to be used for the operations of the Corporation, so

long as these are consistent with the terms and intent of the purpose of the Corporation.

44. Except as may be otherwise provided by law, no person shall be liable to the Corporation on account of any action taken or omitted to be taken by him in good faith as a member of the BOD, Officer, member of a committee, agent, or employee of the Corporation, if in respect thereto he used or exercised the same degree of care and shall s a prudent man would have used or exercise, under the circumstances in the conduct of his own affairs.
45. Without limitation on the foregoing of any such person shall be deemed to have used and exercised such degree of care and skill if he took or omitted to take such action in reliance in good faith upon advice of counsel for the Corporation, the books of account or other records of the Corporation, or reports or information make or furnished to the Corporation by any of its officers, accountants, auditors, agents, or employees, or by independent accountants, auditors appraisers or other experts employed by the Corporation and selected with reasonable care by the BOD, and authorized officer, or committee of the Corporation. The Corporation shall indemnify and hold harmless to the full extent permitted by law each member of the BOD, Officer, member of a committee, agent, or employee of the Corporation and each person who at any time acted in such capacity and his heirs, devisees, personal representatives and assigns, against all liability, loss, damage, judgements, expenses and cost (including reasonable attorney's fees) imposed on or incurred by him/her in connection with any claim asserted against him by legal proceedings ( civil or criminal) or otherwise, by reason of his being or having been such member of the BOD, Officers, member of a committee, agent or employee of the Corporation, provided, however that the Corporation shall be given reasonable notice of the assertion or institution of such claim or proceeding, and in the event the same shall be settled, in whole or in part, otherwise than by a judgement, the Corporation or its counsel shall consent to such settlement, and it shall be determined by its counsel or found by a majority of the BOD then in office and not involved in such controversy, although less than a quorum, that such settlement be in the best interest of the Corporation. The Corporation may pay in advance reasonable expenses and costs (including reasonable attorney's fees) of any such person in such proceeding or otherwise upon approval of its counsel or a majority of the BOD then in office and not involved in such controversy, although less than a quorum, and upon receipt of a written affirmation by that person of his good faith belief that he has met the standard of conduct necessary for indemnification under applicable law and under the provisions hereof and written undertaking by that person that such expenses and costs shall be repaid to the Corporation if the court having jurisdiction shall determine that such person is not entitled to indemnification hereunder.
46. If the Corporation has not theretofore fully indemnified any such person, the court in the proceeding in which any claim is asserted against such person, or any court having jurisdiction of any action instituted by such person on his claim for indemnity, any assess indemnity against the Corporation, or its receiver, assignee or successor, for the amount paid or to be paid by such person in satisfaction of any judgment or in settlement of any such claim (exclusive in either case of any amount paid by the Corporation) and any reasonable expenses and cost (including reasonable attorney's fees) incurred by him in connection therewith to the extent that the court shall deem limitation of, but shall be deemed cumulative of and in addition to any other limitation of liability or right of indemnity to which Director, Officer, member of a committee, agent or employee of the Corporation may be otherwise entitled; provided however, that nothing contained herein

shall relieve any person or institution from responsibility for observing and adhering to normal fiduciary standards with respect to the Corporation, its operation or assets.

47. The headings used in the By-Laws have been inserted for administrative convenience only and do not constitute matter to be construed in interpretation.

48. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any of these By-Laws shall be invalid or inoperative, then, so far as is reasonable and possible.

- The remainder of these By-Laws shall be considered valid and operative, and
- Effect shall be given to the intent manifested by the portion held invalid or inoperative.

#### ARTICLE XIII - PARLIAMENTARY PROCEDURE

The most recent ROBERT'S RULES OF ORDER shall govern the parliamentary procedures at all meetings when not in conflict with the specific provisions of these By-laws.

Adopted and Approved by the Board of Directors this \_\_\_\_\_ day of \_\_\_\_\_,  
20\_\_\_\_.