

BUFFALO VALLEY YOUTH ASSOCIATION
A NON-PROFIT CORPORATION

State of Texas Charter Number 0034791901 dated 8/19/1974

BY-LAWS

Last Amended April 8, 2002

ARTICLE I

Purpose

The purpose of the Buffalo Valley Youth Association, hereafter-called BVYA, is to:

1. Organize, teach, and control athletic programs and competitions for all youth in the cities of Schertz, Cibolo, and the surrounding communities. Accordingly, BVYA will support and/or operate recognized, charitable, educational, character building health and athletic programs, which may benefit through physical fitness, the youth of the community. BVYA will also collect and disperse funds for the support of its programs.
2. Exist as a non-profit entity, for the making of distributions to organizations that qualify as exempt organizations under Section 501 (c), (3) of the Internal Revenue Code of 1954, the corresponding provision of any future United States Internal Revenue Law, and the revisions as they apply thereto.

ARTICLE II

Definitions

Section 1. "BVYA" shall mean and refer to Buffalo Valley Youth Association, its successors, and assigns.

Section 2. "Member" shall mean and refer to every volunteer, parent and/or legal guardian of children currently enrolled in BVYA programs or current residents of the City of Schertz.

Section 3. The "Executive Board" shall consist of a President, Vice president, Treasurer, Secretary, and Trustee (positions 1 thru 5) and five (5) Members at Large (positions 6 thru 10). Relatives may not fill positions 1 thru 5 simultaneously.

ARTICLE III

Voting Rights

Section 1. Each BVYA member shall be entitled to one vote on each matter submitted to the members by the Executive Board. For matters brought before BVYA members requiring discussion and vote, Robert's Rules of Order, revised, will apply in the execution of voting rights.

Section 2. In Executive Board action not open to the vote of the BVYA members, the President shall only vote in case of a tie. Robert's Rules of Order, revised, will apply in the execution of voting rights by the Executive Board.

ARTICLE IV

Executive Board

Section 1. General Powers: The Executive Board shall manage the affairs of BVYA. Affairs shall include, but are not limited to the following:

- a. The conduct of all athletic programs for which BVYA has organized.
- b. The instruction, training, administrative support, procedures and local policy established for each organized athletic endeavor.
- c. The approval of all sports instructors, managers, coaches, officials and guidance and disciplinary policies of the same, including dismissal of anyone or group, or such action deemed appropriate to the effective accomplishment of BVYA's programs.
- d. The power to enter into contracts with any other agency, be it local or state government, for profit business, or non-profit business entities.
- e. The power to borrow monies in support of such programs for which BVYA has organized, i.e., land acquisition, building construction, facility development, and field equipment purchases.
- f. The right to purchase equipment necessary for fund raising, concessions and to conduct of all athletic programs for which BVYA has organized.
- g. Powers and rights not specifically prohibited herein are also reserved unto the Executive Board.

Section 2. Specific powers: Duties and responsibilities of the Executive Board shall include:

- a. President (Position 1): Preside over meetings; serve as liaison between BVYA and Cities of Schertz, Cibolo, and the Schertz, Cibolo, Universal City ISD and other agencies in support of BVYA. Appoint or delegate open duties to any/all members not currently in a responsible position. In case of a tie in voting matters may cast one vote to break a tie.
- b. Vice-president (Position 2): Be responsible for the duties of the President in his/her absence.
- c. Secretary (Position 3): Keep and maintain written minutes of all meetings of the Executive Board and will notify Executive Board members prior to special meetings.
- d. Treasurer (Position 4): Keep and maintain all financial records for BVYA. Present a written financial report at each regular scheduled meeting of the Executive Board.
- e. Trustee (Position 5): Verify each monthly financial report and be responsible for the duties of the treasurer in his/her absence.
- f. Members at Large (Positions 6-10):
 1. The Executive Board Member in charge of the meeting shall designate any other Board member present the responsibility of recording minutes of the minutes of the meeting in the absence of the secretary
 2. To ensure the operation of BVYA, management responsibilities will be shared by Member at Large Positions 6-10 and Positions 1 thru 5 when needed:
 - (a) Concession manager:
 - (b) Election & Registration manager:
 - (c) Equipment and field maintenance manager:
 - (d) Signs/Sponsors/fundraisers manager:
 - (e) Public relations & ceremonies manager:
 - (f) Coordinate, schedule & train sports officials employed by BVYA
- g. The Board shall appoint Commissioners and co-commissioners to administer the sports programs and policies as developed by the Board for each sport.
 - Baseball Spring Season
 - Softball Spring Season
 - Fall ball
 - Basketball
 - Volleyball
 - And any other sports related activities sponsored by BVYA
- h. Three (3) of the top four (4) filled positions on the Executive Board of Directors will be required to be on the bank account signature cards.
- i. Two (2) Executive Board Members or the current commissioner and one executive Board Member must sign code of conduct reprimands and Termination letters.

Section 3. Formal action by the Executive Board: Any act of a majority of the quorum (article VII section 5) present at a meeting shall be the act of the Executive Board.

Section 4. Informal action by the Executive board: Any action required by law at a meeting of the Executive Board, or any other action which may be taken at a meeting of the Executive Board, may be dully conducted without a meeting if consent is given in writing setting forth the action so taken. The action shall be signed and dated by a majority of the quorum of the executive Board. The action may not initiate prior to the date on which the last Executive Board member has provided written approval.

Section 5. Compensation: Executive Board members shall not receive any stated salaries or compensations for their elected or appointed services with the exception of Buffalo Bucks credits. The Buffalo Bucks credits shall apply to a Board Member's registration costs for siblings and shall carry over to the following year only. Board Members without siblings may donate earned Buffalo Bucks to the BVYA scholarship fund at their discretion.

Section 6. Reimbursements: It is recommended that prior approval be sought from the executive Board before any committee, activities director, coach, official, commissioners, etc makes any purchases or obligates monies on behalf of BVYA in support of BVYA affairs. Reasonable out of pocket expenses accompanied by receipts, by any BVYA member may be reimbursed by the treasurer upon approval of the executive Board. The Executive Board must approve expenditures in excess of \$50.00 with exception of concession supplies (not equipment)

Section 7. Delegation of Authority: The Executive Board, by formal action, shall have the power to appoint and delegate to BVYA members the authority to conduct business for BVYA. Such appointment and delegation shall be in writing, shall specify the date and time such authority shall begin and end, and the specific business to be conducted. The President, Vice president, and Secretary shall sign a letter of transmittal containing this authority.

Section 8 Polices and Procedures: The Board of Directors shall establish polices and procedures to administer the various functions of the organization to include but not limited to:

- Registration policy
- Refund Policy
- Player selection policy
- Selection of Coaching staff policy
- Player draft procedures
- Concession stand operation procedures
- Commissioner's responsibilities
- Fund raiser, donation & sponsorship policy
- Hardship & scholarship funding policy
- Team selection & transportation policies
- Code of Conduct
- And any other procedures and polices necessary to operate BVYA

Section 9. Non-Discrimination policy: It will be the policy of BVYA to administer all policies and procedures without regard to race, color, sex, age, religion, national origin, disability, or any protected category under federal, state, or local laws. The Board of Directors will take all necessary steps to establish policies that adhere to these guidelines. Any BVYA member, as identified in Article II Section 2, shall have the right to address the Board of Directors regarding any violation of this policy and the Board of Directors shall have a responsibility to research, correct, and take appropriate action to prevent any future violations of this policy.

ARTICLE V

Election & Re-election of Executive Board Members

Section 1. Election requirements: Election of executive Board members shall take place annually during the month of May. Intentions to hold elections will be appropriately advertised in one or more informational medium, i.e., local newspaper, radio, television, BVYA website and as needed, by public announcement at local government meetings, civic institutions, and public postings.

Section 2. Term of Office: Term of office will be two years, starting August 1 and running thru July 31, with a transition period beginning upon completion of elections. If a position is open, the member elected to that position will fill it immediately, vacating any previously held position. Executive Board positions # 1, 3, 5, 7, and 9 will be elected in even years and positions 2, 4, 6, 8, and 10 will be elected in off numbered years. Candidates must run for a specific position on the Executive Board.

Section 3. Vacancies: Any vacancy occurring in positions 6-10 by reason of resignation, termination, or election to another Executive Board position shall be filled by vote of BVYA members present at the regular scheduled meeting so designated with a minimum 14 days public notification. A special election may be held any time of the year to fill positions 1 through 5, provided that intent to hold elections is advertised at least 14 days in advance of the vote and according to the requirements of Article V, section 1.

Section 4. Candidate requirements: Candidate must be member of BVYA as defined in Article II, Section 2. A letter of intent must be submitted for a specific position in order for the candidate's name to be printed on the ballot.

Section 5. Vote requirements: Election and re election of Executive Board members will be a vote.

ARTICLE VI

Resignations, Terminations and Recalls

Section 1. Resignation: A board member may resign at any time and the resignation will take effect immediately. The resignation may be verbal or written. The preferred method is in writing. If a Board member verbally resigns, the resignation will be valid only if given to no less than two (2) board members. Board member Positions 1 thru 5 only are authorized to accept verbal resignations. A record of the resignation will be read into the minutes at the next board meeting regular or special. If an Executive Board member resigns his/her position, he/she will NOT be permitted to hold a position for ONE year from the date of the resignation.

Section 2. Terminations: An Executive Board member who misses TWO consecutive regular meetings of the Executive Board without notification or FOUR consecutive meetings regular or special regardless of circumstances will be notified in writing of their pending termination by hand delivery or registered mail. The Executive Board member who receives this notification will be provided the opportunity at the next regular scheduled meeting of the Executive Board, in closed session, to justify the absences or they may also submit a letter of resignation instead of termination. If the absences are deemed justifiable, then the action will be dropped. However, if no justification is offered or the Executive Board member fails to appear at the next regular scheduled meeting of the Executive Board, the termination becomes automatic. If an Executive Board member is terminated, he/she will not be permitted to hold a board position for TWO years from the date of termination. In the event a meeting cannot be held due to a lack of a quorum, any executive board member not present within 15 minutes of the called time of the meeting will be counted as absent accordingly.

Section 3. Recall of an Executive Board Member: Executive Board members will abide by these by-laws and be responsible to the needs of BVYA members and proper conduct of BVYA programs. If, in the opinion of any BVYA member, an Executive Board member fails to perform in the best interests of BVYA, then the Executive Board member may become subject to a recall vote. To remove an Executive Board member by recall vote, one hundred (100) BVYA members must sign and provide their addresses on a petition that specifically states by name the Executive Board member to be recalled and the reason(s) for said recall. This petition will then be presented to the Executive Board Secretary for membership verification within the next five- (5) calendar days. Then as an agenda item during the next regular meeting of the Executive Board following the special meeting in accordance with Article VII, Section 4, at which time a majority (over 50%) of BVYA members present may vote to terminate the Executive Board member in question.

ARTICLE VII

Meetings

Section 1. Executive Board Meetings: Executive Board Meetings will be held on the second Monday of each month in the BVYA Board room or except as approved by normal action of the Executive Board. The President will normally preside. In the absence of the President, the presiding officer shall be according to the executive Board position number. A meeting of the Executive Board will ordinarily follow an agenda and the Secretary for approval at the next regular scheduled meeting of the Executive Board will duly record minutes of all actions taken. Prior to agenda items, BVYA members will ordinarily be allowed to voice concerns, make recommendations, etc; in order for the Executive Board can properly respond to the needs of BVYA members, their children, and BVYA programs. BVYA members will sign in on the agenda and be allowed five (5) minutes speaking time. Board meetings should ordinarily not exceed two (2) hours in duration.

Section 2. Closed Session: Closed session of the Executive Board will be limited to discussion of personnel, real estate, and contracts. When closed session is required, the session will follow the regular scheduled meeting agenda.

Section 3. Annual Membership Meeting: Annual membership meetings will be held, to presided by the President at the annual opening or closing ceremonies for each sport BVYA sponsors. The intent of the meeting being to give members an annual open forum to address any specific issues and meet the Board of Directors. Intentions to hold the annual membership meeting will be appropriately advertised in one or more informational medium, i.e., local newspaper, radio, television, BVYA website and as needed, by public announcement at local government meetings, civic institutions, and public postings at registrations.

Section 4. Special Meeting of the Executive Board: Meetings other than those as declared in Article VII, Section 1, are declared Special Meetings of the Executive Board, and may be called at the request of the President or a quorum of the Executive Board. The Executive Board Secretary shall notify all members of the Executive Board of the time, date, and location the meetings will be held. At least 24 hours notice will be provided before such a meeting is held.

Section 5 Quorum: A quorum shall consist of 50% or more of the Executive Board members authorized to vote, to include one or more of the executive officers. No meeting will convene without a quorum present. If during a meeting, the number of executive board members present drops below quorum, no further transactions of business will be conducted. A majority of Executive Board members present may adjourn a regular meeting or special meeting of the Executive Board.

Section 6. Workshops: Informal workshops shall be held annually during the month of August for the purpose of discussing budget, and bylaws. The meetings shall be presided over by an executive board member and be open to the public. The purpose of the meetings is to create a "list" of recommended changes to bylaws and formulating an annual budget to be presented to the Board of Directors during a regularly scheduled meeting. Workshop recommendations are not binding and any suggested changes regarding amendments to BVYA bylaws and budget may be amended before setting an election date. Workshop recommendations shall not prevent any BVYA member from requesting changes or amendments to the BVYA bylaws as prescribed in Article XII of these Bylaws. Workshops shall be advertised by posting a notice at the BVYA office building 7 days prior to the meetings. Recommendations from the workshop will be submitted to the Board of Directors at the next regularly scheduled Board meeting for consideration.

Section 7. Workshops Rules only: Informal workshops shall be held annually during the month of May for baseball, softball, and fall ball and during the month of January for basketball for the purpose of discussing rules changes for the NEXT year. The meetings shall be presided over by an executive Board Member and be open to the public. It is recommended that an official from the Umpire or referees attends and all coaches are present. The purpose of the meetings is to create a "list" of recommended changes modifying baseball, softball, fall ball, and basketball rules to be presented to the Board of Directors during a regular scheduled meeting. Workshop recommendations are not binding and any suggested changes regarding amendments to rules may be amended before final approval by the board. Workshops shall be advertised by posting a notice at the BVYA office building and the ball fields during baseball & softball season and at the gyms during basketball season seven (7) days prior to the workshop.

ARTICLE VIII
Books and Records

Section 1. Books and Records: BVYA shall keep accurate and complete books and records of all corporate accounts and meetings.

Section 2. Minutes: The Executive Board Secretary will duly transcribe accurately the minutes of all BVYA meetings and maintain those records for review by any and all BVYA members.

Section 3. Treasurers' reports: The Executive Board Treasurer will present a report at each meeting of the Executive Board each month unless approved otherwise by formal action of the Executive Board. Each Executive Board member will receive a copy of the Treasurer's report. The report will include but is not limited to, an accounting of the balances of all money accounts, i.e. checking, savings, money market, equity fund, and other real property holdings. The treasurer's report will include an itemized summary of all income such as registration fees, donations, concession income, government grants, etc. Disbursements will include any real property expenditures, attorney's fees, official's fees, tournament fees, accounting fees, member reimbursements, and other itemized incidentals and expenses. Treasurers report to also list all unpaid obligations and bills.

Section 4. Access to books and records: Any BVYA member, or their agent or attorney may inspect all books and records of BVYA, for any purpose at reasonable time. All requests to review BVYA's books and records must be made 72 hours in advance of the viewing.

Section 5. Annual Audit: At the close of each fiscal year the BVYA Treasurer will prepare a financial statement for the league. The financial statement shall list and detail all revenues and expenditures by the League for the fiscal year ending August 31 of each year. The financial statement will show specific activities for each general ledger account. The BVYA Trustee shall review the financials as submitted by the Treasurer for accuracy. The financial statement will be due to the Board no later than the following December 1 of each year. After receipt and approval of the financial statement by the Executive Board, copies will be displayed publicly at the BVYA office building for a minimum of 60 days. Additional copies will be presented to the City of Schertz no later than January 15 of each year as called for in BVYA's contract with the city.

Section 6. Equipment inventory: The President shall appoint a committee to conduct an inventory of all equipment on an annual basis prior to the time the newly elected Executive Board members assume their duties.

Section 7. Budget: BVYA will operate under an annual projected budget prepared no later than October 1 by the Executive Board.

Section 8. IRS & State Non-profit status reports: At the close of each fiscal year the BVYA Treasurer will consolidate all financial records for the purpose of completing the necessary Form 990 as required by the IRS and State of Texas for non-profit organization's tax filings. The Board of Directors, with the Treasurer's input, will appoint an individual or company to complete the tax forms and any 1099's required for contract labor paid out during the year. The IRS Form 990 must be filed no later than February 15 of the following year. Form 1099's must be completed by January 31st of each year.

ARTICLE IX
Contracts, Checks, Deposits, & Gifts

Section 1. Contracts: The Executive Board will determine who may enter into any contract or execute and deliver any instrument in the name of and on behalf of BVYA. Such authority will be confined to specific issues.

Section 2. Checks, drafts, Etc.: All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness, issued in the name of BVYA, shall require two signatures.

Section 3. Deposits: All funds of BVYA shall be deposited promptly to the credit of BVYA in such banks, trust companies, credit unions, or other financial institutions or depositories as the Executive Board may decide.

Section 4. Gifts: The Executive Board may accept, on behalf of BVYA, any donation, contribution, gift, bequest, or device for the general purposes or for any special purpose of BVYA.

ARTICLE X
Waiver of notice

Whenever any notice is required to be given under the provisions of the Texas Non-profit Corporation Act of 1959 or under the provision of the Articles of Incorporation or by the by-laws of BVYA, 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 deemed the equivalent to the giving of such notice.

ARTICLE XI
Association Seal and Emblem

The Executive Board may provide BVYA with a seal and/or emblem and specify its design and use.

ARTICLE XII

Amendments to the Bylaws

These Bylaws may be altered, amended, or replaced and new Bylaws may be adopted by a majority of BVYA members on an annual basis. Request to alter, amend, or replace these Bylaws must be submitted by a BVYA member in writing to the Executive Board during the annual workshops held in August of each year (see Article VII Section 6). Recommendations will then be submitted to the Board of Directors (see Article VII Section 6) at the next regularly scheduled board meeting. After review the Board shall set a bylaws modification election to be held within approximately 30 days. The proposed changes will be voted on individually by Article and Section or in its entirety if completely replacing the bylaws. The notice to change the Bylaws will be published by the executive Board secretary in the local media and will be publicly posted at the BVYA office building at least seven (7) days prior to the vote. The Bylaws election will be held at the next regular scheduled meeting and all BVYA members present will be allowed to vote. A time limit of 2 hours will be established to allow all members to vote. In the event a quorum is not present for the regular meeting, the bylaws election will still be held.

ARTICLE XIII

Dissolution of BVYA

BVYA, as described in Article I and II shall exist in perpetuity for the purposes as described in Article I unless and until dissolution of BVYA is approved by action in a special meeting. Advance notice of one hundred eighty (180) days will be required. Notice of intent to dissolve BVYA will be advertised in all local newspapers or journals, by radio and or television and by public posting. Vote shall be by written agreement by a majority (over 50%) of all BVYA members as defined in Article II, section 2. Following presentation of this written agreement and verification of signatures and addresses of BVYA members, The Executive Board will terminate all programs and within the next seven (7) days sign over all holdings, including money, land, equipment, etc, to the City of Schertz, Texas in accordance with the law assignation by non-profit organizations in the great State of Texas.