

**BYLAWS**  
**OF**  
**VILLA HILLS LONGHORNS ATHLETIC ASSOCIATION, INC.**  
**A Kentucky Non-Profit Corporation**

*Article I: Name, Purpose & Offices*

**Section 1.01: Formation & Name**

The name of the corporation shall be Villa Hills Longhorns Athletic Association, Inc. ("Corporation"). The Corporation shall be formed upon the filing and acceptance of its Articles of Incorporation with the Secretary of State of the Commonwealth of Kentucky.

**Section 1.02: Principal Office & Additional Offices**

The principal office of Corporation shall be at 940 Squire Oaks Drive, Villa Hills, Kenton County, Kentucky 41017. The Corporation may also have offices at such other places both within and without the Commonwealth of Kentucky as the Board of Directors may from time to time determine or the business of the Corporation may require.

**Section 1.03: Registered Office & Agent**

The Corporation shall maintain a registered office and registered agent in the Commonwealth of Kentucky. The initial registered office and agent shall be James A. Dressman III, Dressman Benzinger LaVelle PSC, 207 Thomas More Parkway, Crestview Hills, Kenton County, Kentucky 41017. Such registered agent and office may change from time to time at the direction of the Board of Directors and proper filing with the Secretary of State of the Commonwealth of Kentucky.

**Section 1.04: Purposes**

The Corporation is organized for the following purposes:

- (a) To educate youth on the sports of baseball and softball and to promote, sponsor and advance youth baseball and softball organizations within Northern Kentucky, which foster sportsmanship, teamwork, and citizenship in youth;
- (b) To conduct the work of a Kentucky non-profit entity, exclusively for charitable, scientific, literary, religious or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 ("IRC") in such a manner (i) that no part of its income or property shall inure to the private benefit of any donor, director or individual having a personal or private interest in the activities of the Corporation, except as reasonable compensation for services

actually rendered, (ii) that it shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office; and (iii) that no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation; and

(c) To engage in other activities, projects and business permitted by the laws of Kentucky for a non-profit corporation and Section 501(c)(3) of the IRC.

*Article II: Members*

**Section 2.01: Members**

The Corporation shall have no members.

*Article III: Board of Directors & Meetings*

**Section 3.01: General Powers**

The business and affairs of the Corporation shall be managed by the Board of Directors (the "Board"). The Board shall have full authority and legal responsibility for the management, operation and financial viability of the Corporation.

**Section 3.02: Number & Election**

The number of directors of the Board shall be no less than three (3), nor no more than ten (10). The initial Board shall consist of eight (8) directors and be composed of those individuals identified in **Exhibit A** of these Bylaws. The directors shall be elected annually, upon majority vote of the directors, except as provided in Section 3.05 below, and each director elected shall hold office until his or her successor is elected and qualified, unless sooner displaced.

**Section 3.03: Resignations**

Any director may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Chairman of the Board. The acceptance of a resignation shall not be necessary to make it effective.

**Section 3.04: Removal**

Any director may be removed either for or without cause at any time by the affirmative vote of a majority of the directors and the vacancies thus created may be filled by the affirmative vote of a majority of directors.

**Section 3.05: Vacancies**

Vacancies and newly created directorships resulting from any increase in the authorized number of directors that are not filled contemporaneously with the creation of the vacancy or new directorship may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute.

**Section 3.06: Regular Meetings**

Regular meetings to conduct the business of the Board may be held without notice at such time and at such place as shall from time to time be determined by the Board.

**Section 3.07: Special Meetings**

Special meetings of the Board may be called by the Chairman of the Board or a majority vote of the Board on at least two days' notice to each director.

**Section 3.08: Quorum & Voting**

At all meetings of the Board, a majority of the directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting of which there is a quorum shall be the act of the Board. If a quorum shall not be present at any meeting of the Board, the directors present at the meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

**Section 3.09: Telephonic Meetings**

The Board and any committee thereof may hold meetings through the use of telephone or other communications equipment if all persons participating can hear each other and can communicate with each other. Participation in such a meeting shall constitute presence at such meeting.

**Section 3.10: Written Consent Action**

Unless otherwise restricted by statute, the Articles of Incorporation, or these Bylaws any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing. The consent shall be filed with the minutes of proceedings of the Board or committee, as applicable.

**Section 3.11: Compensation of Directors**

The members of the Board of Corporation shall not be entitled to any compensation for their service on the Board. Notwithstanding the foregoing, the members of the Board may be reimbursed for reasonable expenses incurred in performing their duties as a member of the Board.

*Article IV: Committees*

**Section 4.01: Committee Composition**

The Board, at its discretion, may designate one or more committees, each committee to consist solely of two or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Each committee shall serve at the pleasure of the Board and shall be subject to the control and direction of the Board.

**Section 4.02: Committee Names**

Any committee or committees designated by the Board shall have such name or names as may be determined from time to time by the Board.

**Section 4.03: Committee Powers**

Any committee or committees designated by the Board shall have all the powers and authority of the Board in the management of the business and affairs of the Corporation assigned by the Board to the committee. No such committee shall have the power or authority to amend, alter, or repeal these Bylaws; elect, appoint, or remove any member of any such committee or any member of the Board; amend the Articles of Incorporation, restate the Articles of Incorporation in order to adopt a plan of merger, or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the Corporation; or amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by such committee. The constitution of a quorum for committee meetings shall follow the rules set forth in Section 3.08 above.

*Article V: Notices & Minutes*

**Section 5.01: Notices**

Notice required under any statute, the Articles of Incorporation, or these Bylaws to be given to any director shall be given in writing and may be given either in person, by courier, by prepaid

express or overnight delivery service, by mail with postage thereon prepaid, or by telefax or e-mail, addressed to such director at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to be given when delivered in person, one day after placement with courier or delivery service, two days after deposit in the United States mail, or upon electronic confirmation of the telefax or e-mail transmission, as applicable.

#### **Section 5.02: Waiver of Notice**

Notice required under any statute, the Articles of Incorporation, or these Bylaws may be waived in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein. The attendance of any director at any such meeting without protesting the lack of proper notice before or at the commencement of the meeting shall be deemed to be a waiver by him or her of notice of such meeting.

#### **Section 5.03: Minutes**

Minutes of all of the proceedings of the Board and committees of the Board shall be recorded and kept in books maintained for that purpose.

### *Article VI: Officers*

#### **Section 6.01: Appointment and Powers of Officers**

On an annual basis, the Board shall elect a Chairman of the Board, President, Vice President, Secretary and Treasurer. The Board may, in its sole discretion, appoint such officers as it deems necessary to conduct the business and affairs of the Corporation. The officers shall have the powers and authority as prescribed by the Board. The officers of the Corporation shall serve at the pleasure of the Board and shall hold office until their successors are appointed, qualified, and serving, unless sooner displaced. Any officer may be removed with or without cause upon a majority vote of the Board. The initial officers of the Corporation are listed on **Exhibit A**.

#### **Section 6.02: Chairman of the Board**

The chair of the Board of Corporation (the "*Chairman*") shall be elected annually by affirmative, majority vote of the Board. The Chairman shall preside at all meetings of the Board and shall perform such other duties as the Board may from time to time prescribe.

#### **Section 6.03: President of the Corporation**

The President of the Corporation ("*President*") shall be chief executive officer of the Corporation, shall, in the absence of the Chairman, preside at all meetings of the Board, shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect. He or she shall execute, acknowledge, and deliver

contracts, on behalf of the Corporation, except where required or permitted by law to be otherwise executed or where the Board expressly delegates the execution thereof to some other officer or agent of the Corporation. He or she shall perform all duties normally incident to the office of the President and such other duties as the Board may from time to time prescribe.

**Section 6.04: Vice President of the Corporation**

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President of the Corporation ("*Vice President*") shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as the Board or the President, under whose supervision they shall be, may from time to time assign.

**Section 6.05: Treasurer of the Corporation**

The Treasurer of the Corporation ("*Treasurer*") shall (a) have the custody of the Corporation's funds and securities, (b) keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, (c) deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board, (d) disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, (e) shall render to the President and the Board, at its regular meetings, or when the Board so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation, and (f) perform all duties normally incident to the office of Treasurer and such other duties as the Board or the President, under whose supervision he or she shall be, may from time to time assign.

**Section 6.06: Secretary of the Corporation**

The Secretary of the Corporation ("*Secretary*") (a) attend all meetings of the Board, (b) record all of the proceedings of the Board in a book to be kept for that purpose and perform like duties for the committees of the Board when required, (c) give, or cause to be given, notice of all special meetings of the Board, (d) authenticate all records and documents of the Corporation whenever appropriate, and (e) perform all duties normally incident to the office of Secretary and such other duties as the Board or the President, under whose supervision he or she shall be, may from time to time assign.

**Section 6.07: Compensation of Officers**

The officers of the Board of Corporation shall not be entitled to any compensation for their service on the Board. Notwithstanding the foregoing, the officers of the Board may be reimbursed for reasonable expenses incurred in performing their duties as a officer of the Board.

*Article VII: Indemnification*

**Section 7.01: Indemnification**

(a) No member of the Board, officer, agent, or employee of the Corporation shall be liable to the Corporation on account of any action taken or omitted to be taken by him/her in good faith as a director, officer, agent, or employee of the Corporation if, in respect thereto, s/he used or exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of his/her own affairs.

(b) The Corporation shall indemnify and hold harmless each director, officer, agent, and employee of the Corporation and any person who, at any time, acted in such capacity, and his/her heirs, devisees, personal representatives, and assigns, against all liability, loss, damage, judgments, expenses, and costs, including attorneys' fees, imposed on or incurred by him/her in connection with any claim asserted against him/her, by a legal proceeding or otherwise, by reason of his/her being or having been such officer, director, agent or employee of the Corporation, except in relation to matters as to which the said person shall have been judged guilty of negligence or misconduct in the performance of his/her duty; 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, 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 Corporation Board then in office and not involved in such controversy, although less than a quorum, that such settlement was to the best interest of the Corporation and the person to be indemnified was not guilty of gross negligence or gross misconduct in respect to the matter in which indemnity is sought.

(c) The provision of the Article shall not be deemed exclusive or in limitation of, but shall be deemed cumulative with, and in addition to, any other limitation of liability or right of indemnity to which such currently acting or former trustee, agent, or employee of the Corporation may otherwise be entitled or permitted to have under statute; including, but not limited to the provisions of KRS §273.248, KRS §273.17(14), KRS 411.200, and any future amendments thereto and any future enactments, are adopted to the fullest extent permitted.

(d) If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

*Article VIII: Dissolution*

**Section 8.01: Dissolution**

The affirmative vote of two-thirds of the directors of the Corporation shall be required to initiate proceedings to dissolve the Corporation pursuant to the provisions of the Kentucky Revised Statutes and Internal Revenue Service codes. At dissolution, the assets of the Corporation shall,

after payment of all debts and liabilities, and upon the affirmative vote of two-thirds of the elected members of the Corporation, be distributed as the Board of Directors deems appropriate to charitable non-profit corporations in existence with missions similar in purpose to the mission of the Corporation.

*Article VIII: General Provisions*

**Section 9.01: Checks**

All checks or demands for money and notes of the Corporation shall be signed by such director, officer, agent or employee or such other person or persons as the Board may from time to time designate.

**Section 9.02: Fiscal Year**

The fiscal year of the Corporation shall be January 1 through December 31, or as otherwise fixed by resolution of the Board.

**Section 9.03: Books and Records**

The Corporation shall keep at its registered office in the Commonwealth of Kentucky (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board, and (3) a record of the names and addresses of the Board members entitled to vote. All books and records of the Corporation may be inspected by any Board member having voting rights, or his/her agent or attorney, for any proper purpose at any reasonable time.

**Section 9.04: Amendments to Bylaws**

These Bylaws may be altered, amended, repealed, or replaced by an affirmative vote of a majority of the directors at any meeting called or held for that purpose.

WHEREFORE, these Bylaws of VILLA HILLS LONGHORNS ATHLETIC ASSOCIATION, INC. were duly adopted by the Board of Corporation on this the 28 day of October, 2015.

  
Thomas Heitker, Chairman of the Board

**Exhibit A: Initial Board of Directors & Officers**

Thomas Heitker, Chairman of the Board, President & Treasurer  
940 Squire Oaks Drive  
Villa Hills, KY 41017

Tony Krumpleman, Vice President  
784 Pointe Drive  
Villa Hills, KY 41017

Tim Wood, Secretary  
671 Ambridge  
Crescent Springs, KY 41017

Ethan Thomas  
834 Crescentridge Court  
Crescent Springs, KY 41017

Steve Steinbrunner  
806 Flourney Court  
Crescent Springs, KY 41017

Dan Barczak  
900 Crossings Road  
Crescent Springs, KY 41017

Michael Sanders  
749 Meadow Wood Drive  
Villa Hills, KY 41017

Keith Schneider  
794 Lauren Drive  
Villa Hills, KY 41017