

**BYLAWS
OF
WOODMONT YOUTH ASSOCIATION, INC.**

ARTICLE 1

Section 1 – Purpose.

The mission of Woodmont Youth Association (WYA) is to foster growth and development of the youth within our community in a fun, challenging, and competitive environment. We will use sports to learn invaluable life skills such as: teamwork, discipline, commitment, accountability, overcoming adversity, and developing relationships. We will do our best to represent our community with pride, class, dignity, and respect. Our goal is to support the youth as they develop quality foundational skills to become outstanding student athletes as well as responsible adults and future community leaders.

Section 2 – Colors and Mascot.

The official colors of the organization shall be Blue and White. In the event more colors are needed for uniform purposes Black and Gray will be added. The team mascot will be Wildcats.

ARTICLE 2

Section 1 – Membership.

Voting Membership

A. Membership is open to participants and adults who register and pay a fee to participate in events and activities. The membership shall consist of a registered person participating in the activities and any parent or guardian who has registered them or sponsored a youth participant. The membership shall run for one year from the date of the last signed registration form or date the membership fee was received by this association.

B. Membership is open to any business owner or responsible party of a business, who has contributed financially to this corporation through donations, sponsorships, grants, or any other form of benefaction.

C. Members must be registered with all appropriate fees paid. The organization may not accept an application if the individual is restricted or suspended from participation. Members must abide by rules of the organization as well as rules by any league that the association may participate in.

Section 2 – Rights and Obligations of Voting Members.

The Board of Directors may by resolution establish categories of voting membership and determine the dues, obligations, and privileges of members in those categories. The voting members will have power to vote on the election of officers, and to participate in a binding vote on any association matters.

ARTICLE 3 – Board of Directors (Officers)

Section 1. Duties of the Board.

The Board of Directors must establish the corporation's policies and review and change them as necessary, oversee its programs, appoint, or employ and supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, to carry out these tasks. The Board must meet at least four times per year and shall strive to do this by meeting at least once each quarter of the year.

Executive Director - The executive director shall oversee all activities within the organization. The executive director should attend any league meetings and see that all orders and resolutions of the board of directors are carried out. Shall be responsible for the legal aspects of the organization. Should be responsible for attending any county and community meetings.

Director - The director shall assist the executive director and perform duties of the executive director in their absence. Delegate any duties deemed necessary to maintain the organization.

President - The president shall, in general, supervise or oversee the supervision of all the affairs of the Association. The president generally will preside at all meetings of the Board of Directors. The president must also perform other duties as may be assigned by the Board of Directors. The president may serve as an ex-officio member of any committee.

Vice President - Should the board of directors determine the need for a vice president will in the absence of the president, or in event of his or her inability to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by the law, articles of incorporation, or by these bylaws, or by the board of directors.

Secretary - The secretary must perform or oversee the performance of the following duties: a) record and keep the minutes of the meetings of the members and of the Board of Directors or any Board committees, b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; c) be custodian of the Association records; d) keep a register of each member's mailing address provided by such member; e) ensure that all required state and federal reports are prepared and filed in a timely fashion; and f) perform or oversee all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors. The Secretary may delegate some or all these tasks but remains responsible for their proper completion.

Treasurer - The treasurer must perform or oversee the performance of the following duties: a) be responsible for the proper management and control of all funds of the corporation; b) prepare full and accurate financial records on a timely basis of all of the income, expenses, and assets of the corporation; c) present reports at Board, Regular and Annual meetings on the financial affairs of the corporation; and d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the corporation; e) at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney. The Treasurer may work closely with the corporate accountant and delegate some or all of these tasks but remains responsible for their proper completion.

Football Director - The position is responsible for overseeing the operations and success of the football program. This individual will oversee the training and evaluation of coaches. Responsible for upholding the organizations standards when interacting with coaches and youth players. (Additional Directors of each sport will be added as the organization grows. For example, Basketball Director, Baseball Director, etc.)

Safety Officer - The safety officer will be responsible for education and the development and implementation of a safety plan. This individual will create awareness and educate the association on opportunities to provide a safer environment for children and all participants. He or she will put programs in place to educate players, coaches, volunteers, and parents on safety and safety procedures.

Public Relations - The public relations officer will be responsible for maintaining the associations website and social media pages. He or she will be responsible for the production and distribution of all information pertaining to the association.

Additional board of directors and their duties may be added to the board at any time by a majority vote by the current board of directors.

Section 2. Qualifications of Directors. Nominees for positions on the Board of Directors must have exhibited an interest in and commitment to the purposes of association and must have expertise / experience in areas relevant to the needs of the organization. Nominees must also reside in the Southern portion of Greenville County or have a vested interest in said portion of the county.

Section 3. Number of Directors. The Board of Directors will consist of no fewer than five and no more than eleven members. In the event additional sports are added the board of directors has the right to vote and add an additional member for that sport. Should always be an odd number for the purposes of voting, if there is an even number the executive director will not vote unless there is a tie.

Section 4. Terms of Directors. Director titles will serve three-year terms, all other titles will service 2-year terms. However, unless they formally resign or are removed from office, directors will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a director may serve.

Section 5. Selection of Directors. Directors shall be elected by the current officers at an annual election meeting held for that purpose. Officers shall be elected by the voting Association members at an annual election meeting held for that purpose. The vote must be by a secret ballot if any person so requests.

The Board may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

The annual election meeting for the election of directors will take place during the month of March, unless the meeting is set for a different period of the year by resolution of the Board. The exact time and location of the election meeting will be set by resolution of the Board.

Section 6. Filling Vacancies. The Board of Directors may elect new directors to fill any vacancies on the Board, including vacancies created by the passage of a resolution increasing the total number of Board member positions. A director elected to fill a vacancy will serve the remainder of the term normally associated with that position.

Section 7. Removal of Directors. A director may be removed for the causes stated in these bylaws by a majority of the directors in office not counting the director to be removed. A director may be removed without cause by a two-thirds vote of the directors in office, excluding the director to be removed. The person being considered for removal has no vote in the process of removal. Notice of the meeting must be given that states that the removal of a director is to be considered at that meeting. A director may be removed for the following causes: repeated failures to attend Board meetings, failing to fulfill the duties required of directors, or intentional acts or omissions, which a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the corporation.

Section 8. Resignation of Directors. A director may resign at any time. The resignation of a director must be in writing and be delivered to the Board of Directors, its presiding officer, the president, or the secretary. Once delivered, a notice of resignation is irrevocable.

Section 9. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interest of the corporation.

Section 10. Quorum. At all meetings of the Board of Directors, the presence or participation by phone of a quorum, which is at least a fifty one percent (51%) majority of the number of Directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 11. Decision Making and Voting. The directors must diligently and conscientiously attempt to make decisions by consensus. They must employ all standard consensus practices and techniques including the expression and careful consideration of minority views. When a consensus apparently cannot be achieved, any director may request and require that a vote be taken instead. The affirmative vote of at least a fifty one percent majority of the Directors presents at any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of directors of Woodmont Youth Association, Inc. unless a greater proportion is required by law or by these bylaws. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote.

At the request of any director, the names will be recorded in the minutes of each director who voted for, voted against, or abstained on a particular motion.

Section 12. No Proxy Voting. No voting by proxy is allowed at any meeting of the Board of Directors or as part of reaching any decision of the board.

Section 13. Minimum Meetings. The Board must meet at least four times per year and shall strive to do this by meeting at least once each quarter of the year. Meetings of the Board of Directors may be called by the president, the chair of the Board, or 50% of the directors in office.

Section 14. Telephonic Meetings. Meetings may be held by telephone or other method, as long as all participating directors may simultaneously hear and speak with each other. A director participating in such a meeting is deemed present for purposes of a quorum.

Section 15. Decisions by Mail or Email. The Board may use mail, fax, or email to make any decision or take any action that is within its power, without a real-time meeting, through the use of a "Unanimous Consent Resolution." A clearly stated motion must be sent or presented to all the directors on the Board, along with clear instructions that this process requires a vote of "yes, no, or abstain" from each director in response. If the Unanimous Consent Resolution is sent by mail or fax, then it must be signed and returned by mail or fax by each director. If it is sent by email then each director must send

their vote in an emailed reply, and in that case no signature is necessary. Motions are adopted and effective on the date that all directors in office have responded with an affirmative “yes” vote. If any director fails to vote, votes “no” or abstains, then the Unanimous Consent Resolution motion fails to pass. A printed record of each director’s vote will be stored with the corporate records.

Section 16. Notice of Meetings. Notice must be given of every meeting of the Board, stating the date, time, and location of the meeting, and the purpose of the meeting if so, required by law or these bylaws. The notice must be given not less than 2 days in advance of the meeting if delivered by telephone conversation or in person, and not less than 7 days in advance if delivered by first class mail, email, or fax to an address provided by the individual director.

Regular meetings: After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meeting. The Board may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all directors.

Special meetings: Special meetings of the board of directors may be called by the president, the vice-president, the secretary, by any two directors, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person(s) calling the special meeting.

Section 17. Waiver of Notice. Any director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and given to the secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a director at any meeting without specific objection to the notice constitutes a waiver of the right to receive full notice of that meeting.

Section 18. Authority of Directors. No member of the Board of Directors may officially represent the positions of the organization or speak or act on behalf of the corporation without specific authorization by the Board to do so.

Section 19. Compensation. Directors shall serve without compensation. They shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance by the conflict-of-interest policy of these bylaws.

Section 20. Non-Liability of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation, unless found to have committed fraud, abuse, or criminal conduct.

Section 21. Indemnification by Corporation of Directors and Officers. The directors and officers of the corporation shall be fully indemnified by the corporation permissible under the laws of this state.

ARTICLE 4 - Committees

Section 1. Establishment. The board may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee, committee must be of an Executive or Non-Board committee. There will be no other Board committees formed.

Section 2. Committee Members. The Executive Director must appoint the members of the non-Board committee. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 3. Chair. One member of each committee will be selected or appointed chair by the Board, or if the Board wishes, it may delegate that power to the President or the members of the committee.

Section 4. Committee Procedures. Committee meetings will operate with the same voting requirements and quorum as the Full Board, and as far as possible will operate according to the procedures of the Board as stated in these bylaws. If any formal decisions or resolutions are voted on at a committee meeting, then the votes and resolutions so adopted must be recorded in the form of corporate minutes and filed with the secretary.

Section 5. Limitation on Powers. No committee may a) elect, appoint, or remove any officer, member of the Board of Directors, or member of a Board committee; b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; c) authorize the dissolution of the corporation or revoke proceedings therefore; d) amend, alter, or repeal the Articles, the bylaws, or any resolution of the Board of Directors; or e) authorize the payment of a dividend or any part of the income or profit of the corporation to its directors or officers.

ARTICLE 5 - Miscellaneous Provisions

Section 1. Director and member Inspection Rights. An annual detailed financial statement will be provided at no cost to all members and directors.

Section 2. Checks and Notes. Except as otherwise specifically determined by the resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board may select.

Section 4. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

Section 5. Execution of Instruments. Board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of the corporation, and such authority may be general or confined to specific instances.

Section 6. Compensation of Officers and Directors. No member of the Board of Directors will receive any compensation for fulfilling the responsibilities of a member of the Board as defined in these bylaws. Officers and members of the Board of Directors may receive reimbursement for actual expenses they incur in the course of fulfilling their responsibilities.

Section 7. Tax Year. The tax year of the corporation is the calendar year.

Section 8. No Discrimination. In the delivery of its services to the public, Woodmont Youth Association, Inc. does not discriminate for or against any person based on ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

ARTICLE 6 - Conflict of Interest and Compensation Approval Policies

Section 1. Purpose of Conflict-of-Interest Policy. Purpose of this conflict of interest policy is to protect the tax-exempt corporations interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any person as defined in the Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible “excess benefit transaction” as defined in Section 4958 (c) (1) (A) of the Internal Revenue Code and as amplified by the Section 53.4958 of the IRS regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Procedure. A conflict of interest is always present whenever the corporation pays money or other compensation, or provides any tangible benefits, to an officer or member of the Board or to a member of a director’s or officer’s family.

All transactions involving conflicts of interest must be approved using the following procedures:

A. Conflict of interest transactions must be approved by the full Board of Directors.

B. Directors and officers who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest, b) disclose the details of the proposed transaction on the record, c) abstain from voting on that matter and d) leave the room where the vote is to take place, until the votes have been counted. The minutes must record this to show that it was done.

C. The rest of the Board must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board, and its source, must be recorded in the minutes.

D. All conflict-of-interest transactions must be approved by the affirmative vote of a majority of all the members of the Board of Directors who do not have a conflict of interest involved in that issue, as long as no less than two disinterested directors vote to approve the transaction.

Section 4. Annual Statements. Each director or member of the board shall annually sign a statement which affirms such person:

A. has received a copy of the conflicts of interest policy.

B. has read and understands the policy.

C. has agreed to comply with the policy; and

D. understands the corporation is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE 7 – Code of Conduct

Section 1. Parents, Participants and Coaches

Parent(s), participant(s) and coaches will each sign a code of conduct. This will be made part of the registration process.

ARTICLE 8 - Amendment of Bylaws

Section 1. Amendment.

Articles of Incorporation and Bylaws. The affirmative vote of at least two thirds of all the Directors in office, at a properly called meeting, at which a quorum is present, is necessary and sufficient, to make, alter, amend, or repeal the bylaws or the Articles of Incorporation of the association except as otherwise provided by law. Proper written notice must be given in advance, including either a written copy of the proposed amendments or a written summary of those amendments.