

**Bylaws of the
Barre Youth Sports Association, Inc.**

As revised, November 4, 2021

ARTICLE I – NAME AND OFFICES

Section 1. Name and Business Offices

The name of the corporation shall be: “Barre Youth Sports Association, Inc.” (also referred to herein and commonly as BYSA) and the principal office of the corporation shall be located at 25 Auditorium Hill, Barre, Vermont. The corporation may have such other offices, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 2. Registered Agent

The registered agent of the Foundation shall be Otterman and Allen, P.C. The address of the registered agent is P.O. Box 473, Barre, VT, 05641. The registered agent may be changed from time to time by the Board of Directors.

ARTICLE II – PURPOSES

Section 1. A Non-Profit Corporation

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, pursuant to Section 501 (c) (3) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors or officers, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code.

Section 2. General Purposes

BYSA will provide the children of the Barre community with quality instructional athletic programs that promote teamwork, build self-esteem and respect for others, and increase skill knowledge in a safe, non-threatening competitive environment.

BYSA will operate in Barre, Vermont, in the county of Washington, and may extend into those surrounding areas as may be approved by the Board of Directors. No child will be eligible to participate in BYSA programs if they live in a town that offers a similar youth sports program, unless that child is currently enrolled in a school within Barre City, Barre Town, or subject to State or Regional Governing Board rules as they apply. Any question or dispute regarding eligibility shall be referred to the Board of Directors.

In furtherance of its charitable purposes, the corporation will employ necessary people, purchase necessary equipment and property, real or personal, and further take and hold by bequest, devise, gift, purchase or lease either absolutely or in trust any property, real or personal without limitation as to amount or value, except such limitations as may be imposed by law, and to possess lands and premises, with buildings and improvements erect thereon, and to borrow money thereon by mortgage or otherwise, to sell or otherwise dispose of said property in whole or in part, and to do all things necessary to carry out the intent and purpose of this corporation so organized.

Section 3. Fundraising Activities and Fees

In furtherance of the foregoing purposes, the fundraising activities of the corporation may include, but are not limited to:

1. Soliciting, accepting, managing, and distributing gifts (both lifetime and testamentary) made to the corporation for the purposes set forth herein.
2. Planning, and conducting fundraising events to raise additional funds for the corporation for the purposes set forth above.
3. Any other lawful activity in advancement of the purposes set forth above.

Any player fees will be collected by BYSA. BYSA will make an effort to keep fees low but will charge a fee to ensure that participants are committed to full involvement and to ensure that the ongoing costs of the sports programs are covered. Any participant, who feels that they cannot afford the fees, may apply to the respective Sports Committee for a scholarship.

ARTICLE III – SPECIFIC DUTIES / SPORTS PROGRAMS

Section 1. BYSA Duties

Specific duties of the corporation shall include:

1. To make and enforce administrative rules and regulations to govern each sport program.
2. To ensure that all participants (including coaches, parents, players, and officials) conduct themselves in an appropriate manner, as set forth by each Sports Program Committee and the BYSA Code of Conduct.
3. To evaluate grant requests from each Sports Program Committee and to make disbursements to Sports Program Committees as the Board determines prudent.
4. To ensure that all interested and eligible youth have an opportunity to participate in a sports program, regardless of race, color, creed, sex, nation of origin, handicap, or financial status or any other protected category, as determined by state and federal law.
5. To insure and protect all property owned by BYSA and used by the Sports Program Committees.
6. To handle appeals and grievances, as they may be presented by the Sports Program Committees or participants only after all grievance procedures as required in the respective sports programs have been exhausted.

Section 2. Sports Programs

Programs currently offered by BYSA include Basketball, Football, Soccer, Field Hockey, Ice Hockey, Wrestling, and Lacrosse. Additional youth sports activities may be added by a majority vote of the Board of Directors provided that a Sports Program Committee has already been formed and said committee has established both a sports program and a proposed budget. Prior to application as a new Sports Program, the proposed Sport Committee must receive a copy of the "New Sport Application Protocol" and follow said protocol, as amended from time to time by the Board of Directors.

Section 3. Sports Program Committees

Each Sports Program Committee shall constitute itself on an annual basis and shall choose its own members.

Each Sports Program Committee shall be responsible for establishing and submitting to the Board of Directors a proposed sports program and budget. Budgets shall be submitted annually for approval by the Board of Directors, prior to the initiation of that sport's season. No

monies shall be spent before budgets are approved unless authorized by the Executive Board of the Board of Directors. Sports programs will be submitted for approval whenever changes are made by the Sports Committee.

Sports Programs and Budgets must include information regarding the following:

- a. Procedures for purchasing and approval of invoices for payment.
- b. Procedures for handling grievances and appeals to the Board of Directors.
- c. Procedures for selection of coaches and other volunteers, including selection of committee members.

Each Sports Program Committee shall be responsible for operating their sport in accordance with the approved guidelines.

Each Sports Program shall be required to appoint one Director to the Board of the Corporation.

ARTICLE IV – MEMBERS

Section 1. No Members

Pursuant to 11B V.S.A. §6.03, the corporation shall have no members, but instead, each sports committee, as described above shall have the obligation to appoint one representative to the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

Section 1. General Powers

The business and affairs of the Corporation shall be managed by its Board of Directors, which, in addition to all other matters, shall approve all BYSA Policies, make all BYSA public statements, and approve all fundraising efforts by the Sports Committees.

Section 2. Number of Directors

There shall be a minimum number of Directors equal to the number of sports programs, and no more than 15. Each Sports Program Committee shall have the obligation to appoint one Director to the BYSA Board of Directors. Only the appointed director shall be allowed to vote on BYSA business.

Section 3. Term

Directors appointed by a sports committee shall serve for a term of one (1) year.

Section 4. Election of At-Large Directors

At the beginning of the annual meeting of the Board of Directors, the Board members shall elect additional Directors, never exceeding the maximum of 15 total directors. At-Large Directors must be nominated and seconded by board members. At-Large Directors are not required to be a member of any particular Sports Program Committee and may be chosen from the general public. At-Large Directors shall serve for a term of one year. There shall never be more At-Large Directors than Sports Directors.

Section 5. Election of Officers

Following the election of the At-Large Directors, the Board shall elect officers for a two-year term by majority vote. The Chair and Secretary shall be elected in odd years and the Vice Chair and Treasurer in even years. The four officers shall constitute the Executive Committee of the board.

Section 6. Removal of Director

Any member of the Board of Directors may be removed from such position by a two-thirds (2/3) vote of the remaining Directors present, at a properly instituted Board of Directors meeting.

Section 7. Regular Directors Meetings

A regular Board of Directors meeting will generally be held on the first Tuesday of each month at a time and place to be determined by the Board. Notice of all regular monthly meetings shall be deemed completed so long as the location of the next month's meeting is established at the conclusion of each regular meeting.

All meetings shall observe "Roberts Rules of Order" and will be conducted in the manner prescribed as follows:

1. Meeting called to order
2. Receive and act upon the Secretary's report (meeting minutes)
3. Receive and act upon the Treasurer's report (financial reports)
4. Present each Sport's Program Committee report.
5. Act upon old business
6. Introduce and act upon new business
7. Adjourn

Section 8. Special Directors Meetings

Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board of Directors or not less than three of the Directors. The person or person calling such meeting may fix any time or place for holding any special meeting of the Board of Directors called by them, but such meetings must be warned at least 48 hours in advance. Notice for special meetings may be completed by actual notice, a message on an answering machine, an email, or a post card.

Section 9. Annual Directors Meeting

The annual meeting of the Board of Directors shall be held on the first Tuesday in June, at a time and site to be determined by the Board or at such other time as the board shall determine. Notice of the location of the annual meeting shall be provided at the regular meeting for two months prior to the annual meeting and notice shall be deemed completed so long as the location is announced at the conclusion of the last two regular meetings prior to the annual meeting.

Section 10. Waiver of Notice by Directors

Whenever any notice is required to be given to any director under the provisions of these bylaws or under the provisions of the articles of incorporation or under the provisions of any statute, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice. Furthermore, the attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 11. Quorum

A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 12. Presence by Means of Telephone

A Director shall be deemed to be present in person at a meeting of the Directors if he or she participates in the meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Section 13. Manner of Acting

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute.

Section 14. Action by Directors Without a Meeting

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if, before or after the action, all members of the Board or of the committee, as the case may be, shall have signed a written consent. Any such written consents shall be filed with the minutes of the proceedings of the Board or the committee.

Section 15. Vacancies

Any vacancy occurring in the Board of Directors may be filled until the next succeeding annual election by the affirmative vote of a majority of the Directors then in office.

Section 16. Meeting Minutes

Minutes of all board meetings shall be recorded and placed on file with the Secretary.

Section 17. Executive Session

Upon the vote of two-thirds (2/3) of the board members present, the board may go into executive session to discuss any sensitive subject matter.

Section 18. Board Committees

The Board may from time to time designate and appoint standing committees and other committees by resolution adopted by a majority of the Directors at a Board meeting at which a quorum is present. Unless the resolution of the Board establishing such committee provides otherwise, or the bylaws address the subject separately, no committee shall have or exercise the authority of the Board but shall serve in an advisory capacity only for the purpose of making recommendations to the Board. The Board may appoint persons who are not Directors to any committee. Each committee shall be chaired by a Director. A majority of all the members of any committee may determine its action and fix the time and place of its meetings unless the Board shall provide otherwise. The Board shall have the power at any time to change the number of members of any committee, to fill vacancies, or to discharge any member of any committee. The designation of committees shall not relieve the Board or any individual Director of any responsibility imposed by law. Any committee member who is not a Director shall have the same responsibility with respect to the committee as a Director who is a member of the committee.

Section 19. Compensation

Unless otherwise provided by the Board, Directors shall not receive any stated salaries for their services, but by resolution of the Board, a reasonable amount may be allowed as reimbursement of approved expenses incurred in attending to their authorized duties.

ARTICLE VI – YORK ENDOWMENT FUND

Section 1. Purpose

The York Endowment Fund was established by the Board of Directors in 2011 to act as a perpetual source of annual income to the Sports Programs under the BYSA umbrella.

Section 2. Procedure for Distribution

Each year, 4% of the Fund balance as of June 30, less reimbursement of BYSA organizational expenses for the prior fiscal year, is allocated to the sports within 4 months of the close of the fiscal year, as follows:

- Distribution to each sport is based on a formula using the three-year running average for number of participants, average registration fee and actual expenses, weighted evenly.
- No single sport shall receive more than 33% of the distribution.
- The Treasurer is responsible for making the calculations and authorizing the distribution from the investment company upon approval from the Board of Directors.

Section 3. Investment of Funds

The funds in the York Endowment Fund shall be invested and managed by an investment company chosen by the Executive Committee of the board. Each September, the investment company shall make a presentation to the board which reviews fund performance and compliance with BYSA investment policies.

Section 4. Participation

As of the acceptance date of these bylaws, the sports under the BYSA umbrella are all participants of the York Endowment Fund and shall receive annual allocations. Any new sports added to BYSA shall not be eligible for a York Fund distribution until they have completed three full fiscal periods. As is the case with any and all BYSA assets, no single sport shall be entitled to any of the York Funds should they choose to leave BYSA – BYSA is the sole trustee of the Fund and corporate assets.

ARTICLE VII - OFFICERS

Section 1. Number and Election

The Board of Directors shall elect a Chairman, as set forth above. The board shall also elect a Vice-Chairman, a Secretary and a Treasurer, , and such other agents and employees as it may deem proper. Any two offices other than the offices of Chairman and Secretary may be held by the same person. Each officer shall be a member of the Board of Directors.

Officers will be elected at the annual meeting and take office at the conclusion of that meeting.

Section 2. Term of Office

Each officer shall hold office for a term of two years. The Chair and Secretary shall be elected in odd years and the Vice Chair and Treasurer in even years.

Section 3. Removal

Any officer or agent elected or appointed by the Board of Directors may be removed by two-thirds (2/3) vote of the Board of Directors, whenever in its judgment the best interests of BYSA shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies

A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chairman

The Chairman shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall supervise and control all of the business and affairs of BYSA. He or she shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

The Chairman's duties shall include, but are not limited to the following:

1. The Chair shall preside over meetings of the Board of Directors.
2. The Chair may sign, with the secretary or any other proper officer of BYSA authorized by the Board of Directors any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed.
3. The Chair may call special meetings of the Board of Directors.
4. The Chair will oversee internal functions of approved programs and budgets.
5. The Chair will officially represent BYSA at all social functions involving BYSA and is responsible for coordinating all public relations.

Section 6. Vice-Chairman

The Vice-Chairman shall assist the Chairman as needed. In the absence of the Chairman, or upon direction by the Chairman, all powers and authority of the Chairman shall be transferred to the Vice Chairman.

Section 7. Secretary

The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (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 BYSA records; and (d) in general perform all duties as from time to time may be assigned to him or her by the Board of Directors.

Section 8. Treasurer

Unless otherwise conferred by the Board of Directors upon other employees of the Corporation, the Treasurer shall: (a) be responsible for all monies due and payable to BYSA from any source whatsoever, and deposit all such monies in the name of the Corporation in accordance with the provisions of these bylaws; (b) oversight of payment of all accounts payable as approved by the Board of Directors; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

ARTICLE VIII - INDEMNIFICATION

Section 1. Actions Against Directors and Officers

The Corporation shall indemnify and save harmless all directors, officers, and employees from liability pursuant to and in accordance with the provisions of 11B V.S.A. §8.50 *et seq.* This provision is intended to be consistent with the provisions of the Vermont Business Corporation Act.

Section 2. Persons Who Have Ceased to Hold Office

The indemnification provided in this Article shall continue as to a person who has ceased to be a Director or officer and shall inure to the heirs and personal representatives of such a person.

Section 3. Insurance

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of BYSA, or is or was serving at the request of the Corporation, as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or of the Vermont Non-Profit Corporation Act.

Section 4. Invalidity of Part

The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of any other provision hereof.

ARTICLE IX - AMENDMENTS

The Board of Directors may amend, alter or repeal any of these bylaws by a two-thirds (2/3) vote of all directors at a duly warned directors meeting. Amendments must be requested in advance, in writing.

**Adopted as the Bylaws of the Corporation by the Board of Directors
this date and effective on the Fourth day of November 2021.**

SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY that the foregoing Bylaws of the BARRE YOUTH SPORTS ASSOCIATION, INC. have been duly adopted by resolution of the Board of Directors dated as of the 4 day of November, 2021.

IN WITNESS WHEREOF, the undersigned, duly elected and acting Secretary of the Corporation, has signed this certificate on the 4 day of November, 2021.



Cindy Foster, Secretary