



**BYLAWS
OF
GREATER YOUTH SPORTS ASSOCIATION, INC.**

ARTICLE 1

Section 1 – Principal Office. 874 Chaste Court, Henderson, NV 89015

ARTICLE 2

Section 1 – Purpose. The purpose of Greater Youth Sports Association, Inc. is exclusively those allowed for organizations defined under 501 (c) (3) of the Internal Revenue Code. Within these limits, the specific purposes of Greater Youth Sports Association, Inc. include the following:

- To provide a charitable youth sports program for public and private schools.
- To teach youth the values of character, leadership, perseverance, and the importance of education.
- To provide instruction of sports through various leagues, camps, clinics, tournaments and clubs.
- To sponsor special events involving sports and/or educational instruction.
- To directly engage in and to provide facilities for others to engage in the promotion of sports and education.

ARTICLE 3 - Non-Voting Membership

Section 1 – Membership.

A. Greater Youth Sports Association, Inc. will not have voting members who have authority to vote in the election of Board of Directors but may have non-voting members.

B. Membership (non-voting) is open to interested players age 5 to 18 years and adults who register to participate in GYSA events and activities. The membership shall consist of a registered person participating in the activities of GYSA, and any stipulated discount advantages given for events.

C. Members must be registered with Greater Youth Sports Association, Inc. and/or our community partners with all appropriate fees paid. Greater Youth Sports Association, Inc. may not accept an application if the individual is restricted or suspended from participation. Members must abide by rules of GYSA and other partnered organizations.

Section 2 – Rights and Obligations of Non-Voting Members.

The Board of Directors may by resolution establish categories of non-voting membership and determine the dues, obligations and privileges of members in those categories. The non-voting members will have no power to vote on the election of directors or members, or to participate in a binding vote on any corporate matters.

ARTICLE 4 - Board of Directors

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. The role of the Board does not include direct management or conduct of the daily operations of the organization, or the supervision of staff members other than the staff's executive director.

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 Greater Youth Sports Association, Inc. and must have expertise / experience in areas relevant to the needs of the organization.

Section 3. Number of Directors. The Board of Directors will consist of no fewer than three and no more than six members.

Section 4. Terms of Directors. Directors will serve two-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 Board of Directors at an annual election meeting of the Board 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 May, 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. Election of Officers. As soon as possible following each annual election of directors, the Board of Directors must elect officers of the corporation.

Section 10. 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 11. 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 12. 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 present 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 Greater Youth Sports 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 13. 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 14. 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 15. 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 16. 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 17. 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 18. 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 19. 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 20. Compensation. Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. This fee may be transferred in forms of goods as well. In addition, they shall be allowed reasonable advancement or 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 21. Non-Liability of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 22. Indemnification by Corporation of Directors and Officers. The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

ARTICLE 5 - Officers

Section 1. Designation. The officers of Greater Youth Sports Association, Inc. must include a president, vice-president, secretary, and treasurer, and may also include additional vice presidents, and any other officers the Board may desire. The same person may not hold the offices of president and secretary at the same time, but the same person may hold any other two offices. Officers do not have to serve simultaneously as members of the Board of Directors. Officers who are not members of the Board have no right to vote on Board decisions.

Section 2. Qualifications. Any person may serve as officer of this corporation.

Section 3. Election and Term of Office. Officers shall be elected by the current board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4. Removal of Officer. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the corporation would be best served by such removal. The person being considered for removal has no vote in the process of removal.

Section 5. Vacancies. If any office of the corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the remaining directors still in office, although less than a quorum, may elect or appoint an officer to fill such a vacancy. The elected officer will hold office for the unexpired portion of the term of that office.

Section 6. Duties.

President - The president shall be the chief executive officer of the corporation and will, in general, supervise or oversee the supervision of all the affairs of the corporation. The president generally will preside at all meetings of the Board of Directors unless the Board selects another person to preside. 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. Except as otherwise provided by the law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may be authorized by the board of directors.

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. More than one position of vice-president may be created, and their duties clarified in an ordinary resolution of the Board.

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 corporate 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 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.

Chair - The Board may elect a chair and determine his or her duties.

Executive Director and Staff - The Board may appoint or employ an executive director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis. Unless the CEO determines otherwise, the executive director will have the power, subject to the approval of the CEO, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation.

Section 7. Compensation. The salaries of the officers, if any, shall be given from time to time by resolution of the board of directors. In all cases, any salaries received by the officers of this corporation shall be reasonable and given in return for services rendered to or for the corporation. All officer salaries shall be approved in advance accordance with this corporation's conflict of interest policy, as set forth in these bylaws.

ARTICLE 6 - 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. Board Committees.

Executive Committee: The Board may elect an executive committee. The Executive Committee will have the power to make decisions for the organization between Board meetings, including financial and budgetary decisions. The Executive Committee must comply with the provisions of the bylaws concerning the full Board as far as those are reasonably applicable to the Executive Committee. All Executive Committee decisions must be recorded in official minutes, which must be submitted to the full Board. Unless the Board of Directors decides otherwise, the Executive Committee will consist of the president, secretary, and treasurer of the organization, so long as they are simultaneously members of the Board of Directors. The executive committee cannot make changes to the bylaws without a vote from the Board. The Executive Committee must make reasonable efforts to contact all Board members first, to discuss the issues to be dealt with at an Executive Committee meeting.

Non-Board Committees:

A. The Board may establish "non-Board" committees, including working committees or advisory committees, which do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for the corporation. Such committees are established through a resolution adopted by the directors present at a properly called meeting. Any person may be a member of such a committee, whether that person is a member of the Board of Directors.

B. **Financial Oversight Committee.** There shall be a committee responsible for financial oversight of the organization's income and expenses, which shall be named the Finance and Audit Committee or the Financial Oversight Committee. The committee must consist of two or more persons, including at least one person with some financial experience or experience with bookkeeping, and one who are not the organization's check signers or bookkeepers. The committee shall be responsible for overseeing the organization's financial transactions and the implementation of the organization's financial policies. As part of its mission, the committee shall review monthly, or oversee a monthly review of, the organization's expenditures, financial transactions, bank statements, returned checks, and credit card statements. The committee shall report any questions or concerns about the organization's finances to the Board. The committee shall also make the necessary arrangements for and oversee the organization's annual audit or annual financial review, which is described in these bylaws. The financial oversight committee described above shall select the person performing the annual financial assessment and shall ensure that the resulting report is presented to the entire board.

Section 3. Committee Members. The President 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 4. 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 5. 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 6. 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 7 - 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. Only Directors will be allowed to view financial records and corporate records at any time before the release of this statement.

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. However, the corporation may pay compensation to officers and members of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Board members and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the Board. Officers and members of the Board of Directors may receive reimbursement for actual expenses they incur in the course of fulfilling their responsibilities. Board members are subject for goods as approved by the President of the Board.

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, Greater Youth Sports 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 8 - 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; they cannot be approved by staff, the executive director, or by a committee.

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 3. Compensation Approval. A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that members compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services precluded from voting on matters pertaining to that members compensation.

A. The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation.

B. All members of the board or committee must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6 (c) (iii), which generally requires that each board member or committee member approving a compensation agreement between this organization and a "disqualified person":

1. Is not the person who is the subject of compensation arrangement, or a family member of such person;
2. Is not in an employment relationship subject to the direction or control of the person who is subject of the compensation arrangement;
3. Does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
4. Has no material financial interest affected by the compensation arrangement; and
5. Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

C. the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

1. Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
2. The availability of similar services in the geographic area of this organization;
3. Current compensation surveys compiled by independent firms;
4. Actual written offers from similar institutions competing for the service of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts for its three prior tax years of less than 1 million dollars, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtain and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

D. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

1. Terms of compensation arrangement and the date it was approved;
2. Members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
3. The comparability data obtained and relied upon and how the data was obtained;
4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained,
5. Any changes to the comparability data due to geographic area or other specific conditions
6. Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation agreement
7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements.

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 in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 5. Periodic Reviews. To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews, shall, at a minimum include the following subjects:

A. whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arms-length bargaining.

B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporations written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 9 - 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 Greater Youth Sports Association, Inc., 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.