

**GOVERNING DOCUMENTS
(CFSA BY-LAWS, NOVEMBER 4, 2014)**

INDEX

ARTICLE I NAME AND PURPOSE..... 1

ARTICLE II OBJECTIVE..... 1

ARTICLE III BOUNDARIES AND LIMITATIONS..... 1

ARTICLE IV VOTING MEMBERSHIP..... 2

ARTICLE V VOTING ELIGIBILITY 2

ARTICLE VI MEETINGS AND QUORUM..... 3

ARTICLE VII TERMS AND DUTIES OF ELECTED POSITIONSS 4

ARTICLE VIII TERMS AND DUTIES OF APPOINTED POSITIONS..... 7

ARTICLE IX COMMITTEES 8

ARTICLE X ELECTION OF BOARD..... 8

ARTICLE XI CONDUCT..... 10

ARTICLE XII CONTRACTS..... 11

ARTICLE XIII PROCEDURE TO AMEND THE BY-LAWS 12

ARTICLE XIV RULING BODY..... 12

ARTICLE XV INDEMNITY 13

-- (NOT INCLUDED IN THIS PRINTING) --

- ARTICLES OF INCORPORATION, December 4, 1970**
- AMENDMENTS, September 2, 1986**
- CFSA BY-LAWS, January 7, 1997**
- AMENDMENTS, June 4, 2002**
- AMENDMENTS, May 6, 2003**
- AMENDMENTS, September 7, 2006**
- AMENDMENTS, September 4, 2010**
- AMENDMENTS, November 4, 2014**

CY-FAIR SPORTS ASSOCIATION BY-LAWS

November 2014

ARTICLE I: NAME AND PURPOSE

Section 1 Name - The name of this organization shall be the Cy-Fair Sports Association, Inc. (CFSA) a non-profit organization chartered under the laws of the State of Texas, Charter No. 00281301-1.

Section 2: Purpose - The purpose of this organization is to provide young athletes in the Cy-Fair Independent School District (CFISD) or any additional school district, an opportunity to participate in organized sports. The ultimate goal is to help the youthful athlete develop traits of good citizenship through sports education and their voluntary participation in youth sporting events that will be essential in later life.

Section 3: Dissolution of the Corporation - Upon the dissolution of the corporation, the Board (Article IV, A) shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 4: Fiscal Year - January 1 through December 31.

ARTICLE II: OBJECTIVE

Section 1: The objective of CFSA will be to stimulate healthful recreation, teach responsibility, teamwork and fair play, and build self-confidence in an atmosphere of competitive group activities, bearing in mind that winning of games shall be secondary.

ARTICLE III: BOUNDARIES AND LIMITATIONS

Section 1: Clients - Children meeting the age requirements and living within or attending a school in the CFISD, or any additional school district, will be allowed to participate in sport programs offered by CFSA.

CY-FAIR SPORTS ASSOCIATION BY-LAWS

November 2014

Section 2: Number of Activities – No teams competing in sports with league formed teams may participate in more than three (3) activities per week unless previously approved by the respective Sports Commissioner.

ARTICLE IV: VOTING MEMBERSHIP

Section 1: Membership - CFSA shall be composed of Sports Committees whose members have met and maintain their voting eligibility as outlined in Article V.

Section 2: Board Structure - The governing structure of CFSA will consist of a Board elected from each Sports Committee. A Chairman of the Board and a Secretary shall be elected, in odd numbered years, from within the Board Members by a majority of votes from Board members. The Board will consist of one member per sport. For example:

- A. Board Member - Baseball
- B. Board Member - Basketball
- C. Board Member - Cheerleading
- D. Board Member - Football
- E. Board Member - Lacrosse
- F. Board Member - Soccer
- G. Board Member - Volleyball

Should the CFSA add or remove a sports program, resulting in an even number of Board Members, any tie vote shall be decided by the Appointed Leadership team which consists of the President and Vice Presidents as shown in Article VIII, Section 2. Their collective vote shall count as one vote either for or against the matter under consideration.

ARTICLE V: VOTING ELIGIBILITY

Section 1: Establishing Voting Eligibility - To establish voting rights for the purposes of Board Member elections:

1. Each Sports Commissioner shall appoint a Secretary to implement standard operating procedures that document attendance and meeting minutes that detail committee member attendance at meetings and committee activities.
2. A committee member must be present at eight (8) regularly scheduled monthly sports committee meetings within the most current twelve (12) month period and be at least 18 years of age. Voting privileges will be effective at the beginning of the ninth (9) meeting. Any individual serving on multiple committees must achieve voting rights on each committee independent of participation on other committees.

CY-FAIR SPORTS ASSOCIATION BY-LAWS

November 2014

Section 2: Maintaining Voting Eligibility – After establishing voting rights, maintaining eligibility to vote requires that committee members be present in at least six (6) regularly scheduled sports committee meetings during the past 12 months. Voting rights are vacated immediately when falling below the necessary 6 months but can be reinstated upon reaching the requisite 6 meetings within the immediate past 12 months and eligibility to vote shall occur at the next meeting.

Section 3: Attendance – Sign in sheets will be used to establish attendance at all sports committee meetings. Those present will be counted as attending a meeting for the purposes of establishing or maintaining voting rights. Attendance will be kept based on a standard operating procedure established by the President and Secretary and must be strictly adhered to.

Section 4: Voting - Each member must be present to vote. All votes are determined by a plurality of the votes cast with abstentions not counting towards the total.

Section 5: Suspension of Voting Rights - A voting member of any sports committee within CFSA may have their voting rights suspended indefinitely if the voting member is convicted of a class V felony or the voting member is convicted of an offense that does harm to CFSA, a member of the association, an employee of the association, or a participant of the association and a motion is made by a voting member, and seconded by a voting member, and the motion receives 50 percent plus one votes of the total voting membership at one (1) sports committee meeting. Any member losing voting rights in accordance with the above process shall not be eligible to participate as a voting member on any other sports committee.

ARTICLE VI: MEETINGS

Section 1: Meeting Schedule – Sports Committee meetings are to be conducted on a monthly basis. Meetings are to be scheduled by the Sports Commissioner for his/her committee.

Section 2: Quorum Requirements - A quorum shall consist of fifty percent (50%) plus one member of those members of the sports committee with committee voting eligibility prior to the start of the meeting as documented by the committee secretary. Committee voting eligibility is determined by each committee outside the Board voting eligibility requirements above. All business not requiring a vote may be conducted prior to establishing a quorum. Once a quorum is established it shall remain in effect until such time as the meeting is adjourned.

ARTICLE VII: ELECTED POSITIONS

Section 1: Terms of Board Offices - All Board positions are for two (2) year terms with the

CY-FAIR SPORTS ASSOCIATION BY-LAWS

November 2014

exception of the first year of enactment of these by-laws. In the first year, the Board Member for Baseball, Basketball, Cheerleading and Football shall be for three (3) years and then two (2) from that point forward. The Board will be elected on a staggered basis as shown below to allow for continuity from year to year:

- A. Even numbered years: Baseball, Basketball, Cheerleading and Football
- B. Odd numbered years: Lacrosse, Soccer and Volleyball

Section 2: Duties of Elected Board Members

1. Maintain active voting membership on the sports committee they serve
2. Attend Board meetings
3. Establish, amend and ensure execution of policies for the Association
4. Meet monthly to address policy matters as presented to the Board by the President, Vice Presidents, Directors and Sports Commissioners
5. Approve annual operating and capital improvement budgets as presented by the President, Vice Presidents and Sports Commissioners

CY-FAIR SPORTS ASSOCIATION BY-LAWS

November 2014

Section 3 Recall of Elected Office - A Board member may be recalled by his/her sports committee by a motion being made by any voting member, and seconded by a voting member, and the motion receives 50 percent plus one of the total voting membership at one (1) sports committee meeting. Board Member must be given one week's notice and the opportunity to be present at the meeting when the vote takes place.

ARTICLE VIII: APPOINTED POSITIONS

Section 1: Term of Appointed Position - Term of the appointed positions is continual until replaced, removed or resigned. Individuals in appointed positions are removed only by a super majority (75 percent plus one of eligible voting members as of the month prior) vote of the Board.

Section 2: Appointed Positions:

- A. President
- B. Vice President of Sports Operations
- C. Vice President of Finance & Administration
- D. Vice President of Facilities
- E. Vice President of Marketing
- F. Vice President of Information Technology
- G. Vice President of Registration
- H. Vice President of Scheduling
- I. Vice President of Officials
- J. Secretary (non-voting)
- K. Baseball Commissioner
- L. Basketball Commissioner
- M. Cheerleading Commissioner
- N. Football Commissioner
- O. Lacrosse Commissioner
- P. Soccer Commissioner
- Q. Volleyball Commissioner
- R. Tournament Director
- S. Office Manager
- T. Bookkeeper
- U. Receptionist
- V. Facilities/Grounds Supervisor
- W. Facilities /Grounds Technician
- X. Facilities/Grounds Laborer

The President shall preside over all operational and administrative matters in accordance with and necessary to execute and implement Board policy. Each Vice President, Director and Manager shall report to the President or his/her designee.

The President and Vice Presidents shall possess voting rights for all operational and administrative matters.

CY-FAIR SPORTS ASSOCIATION BY-LAWS

November 2014

The President, Vice Presidents and other appointed positions shall possess relevant skills, education and experience related to the position and shall execute the duties and responsibilities of the position in accordance with operating procedures approved by the President, Vice Presidents and ratified by the Board.

The duties of each appointed position shall be documented and kept current through amendment and ratified by the Board.

The President shall preside over monthly Operations meetings where matters of the CFSA shall be discussed and documented by the Secretary. All Vice Presidents, Directors and Sports Commissioners are required to attend.

The President may authorize a pay schedule for any and/or all appointed positions for ratification by the Board. Appointed positions are not obligated to accept the pay even if authorized.

Section 3: President Appointments – The President is authorized to appoint all open, non-elected, positions and may delegate such authority to Vice Presidents as appropriate. All appointments shall be subject to Board approval.

ARTICLE IX: COMMITTEES

Section 1: Committee Creation - Committees may be created by the Board and/or President as required to ensure effective and efficient operation of the CFSA. All committees report directly to the President.

Section 2: Examples of such committees are (but not limited to):

- A. Facilities Committee
- B. Sports Committee
- C. Parents Auxiliary Committee
- D. Officials Committee
- E. Fund Raising Committee
- F. Concession Committee
- G. Publicity Committee
- H. Financial Assistance Committee
- I. Festival Committee
- J. Legal Advisory Committee

ARTICLE X: ELECTION OF BOARD

Section 1: Half of the Board, per Article VII, shall be elected by ballot each year at the regular scheduled sports committee meetings during the month of April. The new members of the Board will assume responsibilities of office on June 1 and terminate responsibilities on May 31.

Section 2: Nominating Committee - A nominating committee consisting of a Chairperson and up to four (4) other eligible voting members shall be

CY-FAIR SPORTS ASSOCIATION BY-LAWS

November 2014

appointed by the President three (3) months prior to the annual election. No Board member seeking election shall serve on this committee. The Nominating Committee will report to the President at the regular scheduled Operations meeting in March.

Section 3: Board Eligibility Requirements - Nominees for Board positions must establish a minimum of two (2) years of participation as a committee member, appointed position or Board member in the CFSA and have voting eligibility prior to consideration for any position on the Board ballot. Nominees shall disclose the total amount of funds received for them and their immediate family over the last 12 months from any individual or organization doing business with CFSA during the last 24 months.

Section 4: Board Term Limits – None.

Section 5: Candidates for each position will be elected by a plurality of the votes cast for that office.

Section 6: Proxy Voting for Board Positions – No absentee voting will be accepted.

Section 7: Tie Breaking Procedures - In the event of a tie;

- A: A second ballot will be cast for that position. Only those candidates tied in the vote will be on the second ballot.
- B: If the tie remains, a third vote will be conducted at the May sports committee meetings. All eligible voting committee members can vote at the May meeting.
- C: Remaining ties will be resolved by a coin flip conducted immediately after the results of the third vote are determined and in the presence of the President, Secretary and three (3) Board members not involved in the election. The coin flip will be conducted by the President. The candidate calling the heads/tails on the flip will be determined by blind draw.

Section 8: The election or a specific position may be protested by any voting member by submitting a written appeal to the President and Chairman of the Board no later than one week from the date of the election specifying the specific by-law violation. If the Board determines that the election violated the CFSA By-Laws specified in the protest then the vote for that position(s) is vacated. Nominations will be accepted without a requirement for a second during New Business at the next sports committee meetings and a vote will be conducted at the following meeting.

CY-FAIR SPORTS ASSOCIATION BY-LAWS

November 2014

Section 9: If a Board position(s) becomes vacant before the term for the position expires a special election shall be held no earlier than the next regularly scheduled sports committee meetings after the vacancy is reported by the Board Chairman or Board Secretary. All nominations for the vacant position(s) shall be submitted in writing to the Nominating Committee within one week of when the special election is held. The election shall be supervised by the Board Chairman or the President if the Chairman is seeking election.

ARTICLE XI: CONDUCT

Section 1: All participants in CFSA activities are expected to conduct themselves at all times in an exemplary manner befitting leaders of youth. Any Board member, Sports Commissioner, Coach, Umpire/Referee, appointed official, parent, player, member or participant may be disciplined, suspended, expelled, or removed by a majority vote of the sports committee members for unbecoming conduct.

Section 2: Conflict of Interest – All elected Board members, Appointed Members and Employees of CFSA shall abide by the following rules:

- A. Shall not accept nor solicit any gift, favor, or service that might reasonably tend to influence the member or employee in the discharge of official duties or that the member or employee knows or should know is being offered with the intent to influence the member's or employee's official conduct;
- B. Shall not accept other employment or engage in a business or professional activity that the member or employee might reasonably expect would require or induce the member or employee to disclose confidential information acquired by reason of the official position;
- C. Shall not accept other employment or compensation that could reasonably be expected to impair the member's or employee's independence of judgment in the performance of the member's or employee's official duties;
- D. Shall not make personal investments that could reasonably be expected to create a substantial conflict between the member's or employee's private interest and the public interest of CFSA; or
- E. Intentionally or knowingly solicit, accept, or agree to accept any benefit for having exercised the Board member's or employee's official powers or performed the member's or employees official duties in favor of another.
- F. Should a Member be accused of violating any standard given in paragraphs A through E, and the accusation is substantiated by the

CY-FAIR SPORTS ASSOCIATION BY-LAWS

November 2014

Board, the member shall be suspended immediately from their position pending a recall vote to be held at the next regularly scheduled sports committee meetings.

- G. Should a CFSA employee be accused of violating any of the prohibitions given in paragraphs A through E, the employee shall be suspended immediately with pay pending review of the accusation by the CFSA Board.
- H. CFSA may not use appropriated funds to compensate any Member or employee who violates those standards.

Section 2: Disclosure of a Private Interest in a Measure or Decision

- A. If a Board member has a private or personal interest in a measure, proposal, or decision pending before the Board, the member must disclose that fact to the rest of the board in an open meeting and must refrain from voting or otherwise participating in the matter. A person does not have a "private or personal interest" in a matter if the person is engaged in a profession, trade, or occupation, and the person's interest in the matter is the same as others similarly engaged.
- B. Should an Board member fail to disclose their private or personal interest in a measure, proposal, or decision pending before the board and fails to refrain from voting or otherwise participating in the matter, any vote on the matter shall be made null and void and the member shall suspended immediately from the Board pending a recall vote to be held at the next regularly scheduled Board Meeting.

Section 3: Board Members may not accept monetary compensation of any kind from CFSA except as follows:

1. Annual stipend amount of \$1,200 payable in \$100 monthly payments. Individual Board members may elect to not be paid the stipend.
2. Where the Board Member is being employed by CFSA for the purpose of officiating and/or scheduling officials for an athletic contest.
3. For reimbursement of reasonable business expenses as previously established by the CFSA Board and approved by the President and Vice President of Finance and Administration.

Section 4: Board members are not eligible to hold an appointed position with voting rights or serve in a direct hourly or salaried employee of CFSA.

ARTICLE XII: CONTRACTS - Any agreement between CFSA and a third party that was the result of an open bid process, is for a predetermined and known amount, and/or for a fixed term.

CY-FAIR SPORTS ASSOCIATION BY-LAWS

November 2014

Section 1: All contracts for a single item or service shall be purchased in accordance with documented policies and procedures approved by the Board.

Section 2: Contracts with a term greater than twenty-four (24) months must be presented to the Board for approval. All multi-year contracts in excess of \$10,000 must be signed by the President or his delegate. Only the President and Vice Presidents may obligate (sign on behalf of the Association) the CFSA to a contract with a third-party for any purpose.

ARTICLE XIII: PROCEDURE TO AMEND THE BY-LAWS

Section 1: All proposed By-Laws change must be submitted to the By-Law Committee for review. Proposals may be submitted to the Secretary if there is not an active By-Law committee.

Section 2: All legitimate proposed By-Law changes shall be presented to the Board for ratification.

Section 3: All By-Law revisions will be voted on at two (2) consecutive monthly Board meetings and requires a two-thirds approval of all Board Members (not only those in attendance).

ARTICLE XIV: RULING BODY

Section 1: The ruling body over policies of CFSA is the Board. The ruling body over operations and procedures is the President and Vice Presidents of CFSA. Operating procedure conflicts shall be arbitrated by a vote of the Board.

Section 2: Each member of the Board shall have the right to exercise one vote on all matters brought before the Board.

Section 3 Where there is a dispute between the Board and the appointed leadership positions, the Sports Commissioners can overrule the Board. This is considered an "arbitration vote".

Section 4: All policy matters requiring approval by the Board shall be discussed and voted on by the Board. All operational and administrative matters requiring approval shall be discussed and voted on by the President and the Vice Presidents.

Section 5: The President is authorized to terminate the employment of any appointed or contracted employee of CFSA. All terminations must be approved by the Board.

ARTICLE XV: INDEMNITY

Section 1: The corporation shall indemnify any board member, officer, president, vice president, secretary, commissioner, director, employee, or agent of the

CY-FAIR SPORTS ASSOCIATION BY-LAWS

November 2014

corporation who is named or threatened to be named as a defendant or respondent in any proceedings as a result of his or her actions or omissions within the scope of his or her official capacity in the corporation as provided and limited in Article 1302-7.06 and 1396- 2.22A of the Texas Revised Civil Statutes.