

# NON-PROFIT CORPORATE BYLAWS

## ARTICLE I

### NAME

#### **1.01 Name**

The name of this corporation shall be Jasper Youth Sports Association, Inc. The business of the corporation may be conducted as Jasper Youth Sports Association, Inc. or JYSA.

## ARTICLE II

### PURPOSES AND POWERS

#### **2.01 Purpose**

The goal of this organization is to provide youth with an opportunity to participate in organized sports under the guidance and training of responsible adults.

#### **2.02 Nonprofit Status and Exempt Activities Limitation.**

**(a) Nonprofit Legal Status.** Jasper Youth Sports Association, Inc. is a Georgia non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

**(b) Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 the Articles of Incorporation and these Bylaws.

**(c) Distribution Upon Dissolution.** Upon termination or dissolution of the Jasper Youth Sports Association, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or

organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Jasper Youth Sports Association, Inc., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the City of Jasper to be added to the general fund.

## **ARTICLE III**

### **MEMBERSHIP**

#### **3.01 Membership Classes**

Booster Club Members are defined to be:

All administrators, coaches, and individual team directors participating in the program shall be appointed and approved by the Board and shall automatically be granted Booster Club membership for a one year term beginning with the first day of practice for their sport.

Parent(s) or legal guardian(s) of any child registered to participate in sports programs of the organization that have paid annual booster club dues.

Individual members in good standing whose applications for membership have been approved by the Board and who have paid annual booster club dues.

Any person sincerely interested in active participation to affect the objective of Jasper Youth Sports Association whose application for Booster Club membership has been approved by the Board and who has paid annual booster club dues.

#### **3.02 Dues**

Any dues for affiliates shall be determined by the Board of Directors.

# ARTICLE IV

## BOARD OF DIRECTORS

### **4.01 Number of Board Members**

Jasper Youth Sports Association, Inc. shall have a Board of Directors consisting of at least 4 and no more than 10 Board Members. Within these limits, the Board may increase or decrease the number of Board Members serving on the Board.

### **4.02 Powers**

All corporate powers shall be exercised by or under the authority of the Board and the affairs of the Jasper Youth Sports Association, Inc. shall be managed under the direction of the Board, except as otherwise provided by law.

### **4.03 Terms**

- (a) All Board Members shall be elected to serve a one-year term, however the term may be extended until a successor has been elected.
- (b) Board Members may serve terms in succession. However, the President may only serve two successive terms as President.
- (c) The term of office for Board Members (excluding President and Sports Directors) shall be considered to begin no later than December 31 and end no later than the following December 31, unless the term is extended until such time as a successor has been elected, as further defined in Article VI of these ByLaws.

### **4.04 Qualifications and Election of Board Members**

In order to be eligible to serve as a Board Member on the Board of Directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the Board of Directors. Board Members may be elected at any Board meeting by the majority vote of the existing Board of Directors. The election of Board Members to replace those who have fulfilled their term of office shall take place in December of each year (other than President and Sport Directors) as detailed herein.

#### **4.05 Vacancies**

The Board of Directors may fill vacancies due to the expiration of a Board Member's term of office, resignation, death, or removal of a Board Member or may appoint new Board Members to fill a previously unfilled Board position, subject to the maximum number of Board Members under these Bylaws.

(a) Unexpected Vacancies. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the Board Member being replaced.

#### **4.06 Removal of Board Members**

A Board Member may be removed by two-thirds vote of the Board of Directors then in office, if:

(a) the Board Member is absent and unexcused from two or more meetings of the Board of Directors in a twelve month period. The Board President is empowered to excuse Board Members from attendance for a reason deemed adequate by the Board President. The President shall not have the power to excuse him/herself from the Board meeting attendance and in that case, the Board Vice President shall excuse the President. Or:

(b) for cause or no cause, if before any meeting of the Board at which a vote on removal will be made the Board Member in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

#### **4.07 Board of Directors Meetings**

(a) Regular Meetings. The Board of Directors shall have a minimum of twelve (12) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the Board may be called by the President, Vice President, Secretary, Treasurer, or any two (2) other Board Members of the Board of Directors. Notice must be provided to each Board Member of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Any Board Member may waive notice of any meeting, in accordance with Georgia law.

#### **4.08 Manner of Acting.**

- (a) Quorum. A majority of the Board Members in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.
- (b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board.
- (c) Hung Board Decisions. On the occasion that Board Members are unable to make a decision based on a tied number of votes, the President shall have the power to swing the vote based on his/her discretion.
- (d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Board Members may participate in a regular or special meeting through the use of any means of communication by which all Board Members participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.
- (e) Expenditures. The Board must approve all expenditures over \$300.00. The President (or Vice President in his/her absence) may approve all expenditures under \$300.00, with a notice to the Treasurer. No reimbursements will be made without receipts and authorization from the Board.
- (f) All meetings shall be conducted following Robert's Rules of Order.
- (g) Each member shall have one vote.

#### **4.09 Compensation for Board Service**

Board Members shall receive no compensation for carrying out their duties as Board Members. The Board may adopt policies providing for reasonable reimbursement of Board Members for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

#### **4.10 Compensation for Professional Services by Board Members**

Board Members are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

## **ARTICLE V**

### **COMMITTEES**

#### **5.01 Committees**

The Board of Directors may, by the resolution adopted by a majority of the Board Members then in office, designate one or more committees, each consisting of two or more Board Members, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) take any final action on matters which also requires Board Members' approval or approval of a majority of all Board Members;
- (b) fill vacancies on the Board of Directors in any committee which has the authority of the Board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the Board of Directors or the members of these committees;
- (f) expend corporate funds to support a nominee for Board Member; or
- (g) approve any transaction to which the corporation is a party and one or more Board Members have a material financial interest; or
- (i) between the corporation and one or more of its Board Members or between the corporation or any person in which one or more of its Board Members have a material financial interest.

#### **5.02 Meetings and Action of Committees**

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the Board Members, with such changes in the context of those Bylaws as are necessary to substitute the committee

and its members for the Board of Directors and its Board Members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate committee members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

### **5.03 Informal Action by the Board of Directors**

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board Members gives consent.

## **ARTICLE VI**

### **OFFICERS**

#### **6.01 Board Officers**

The officers of the corporation shall be a Board President, Vice-President, Secretary and Treasurer. Booster Club Members shall also elect a Director to oversee each sport represented by JYSA and a Booster Club President. There shall also be a City Director appointed by the City of Jasper. Each Board Member shall have the authority and shall perform the duties set forth in these Bylaws.

#### **6.02 Term of Office**

Each Board Member shall serve a one-year term of office. Each Board Member's term of office shall begin upon the adjournment of the Board meeting at which elected (except President as stated in Section 6.04 of these Bylaws) and shall end upon the adjournment of the Board meeting during which a successor is elected.

### **6.03 Resignation**

Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

### **6.04 Board President**

The Board President shall be the chief volunteer officer of the corporation, is recognized as the Chief Executive Officer of the corporation and has supervisory capacity over all activities of the corporation. The President must serve as a Board Member for no less than 2 years prior to being elected President. The President shall be nominated and elected by the Board of Directors no later than October 31, for a one year term to begin no later than the conclusion of the November Board meeting. The Board President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors including but not limited to the following:

- (a) Recommends to the Board policy or rule changes including amendments to the By-Laws.
- (b) Recommends to the Board the leagues and events that the organization participates in.
- (c) Responsible for approval of all uniform and equipment ordering.
- (d) Shall set the agenda for all Board meetings.
- (e) Shall conduct meetings following Robert's Rules of Order.
- (f) Hears and resolves player/parent grievances in coordination with the Vice-President.
- (g) Hears and resolves coaching grievances in coordination with the Secretary.
- (h) Shall complete an annual budget by January 31st for the Board of Directors to approve.
- (i) Responsible for addressing all parental concerns.
- (j) Shall maintain a log of all parental grievances/issues available for review in Executive Session of the Board as needed.
- (k) Shall assist the Vice-President, if needed, to resolve any issues or complaints regarding the best interest for any child participating in the JYSA program.
- (l) Shall assist the Secretary, if needed, to resolve any issues or complaints regarding coaches within the JYSA program.
- (m) Ensure that all sports are covered by appropriate insurance policies.



### **6.05 Vice President**

In the absence or disability of the Board President, the ranking Vice President or Vice President designated by the Board of Directors shall perform the duties of the Board President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the Board President. The Vice President shall be nominated by the President and confirmed by the current sitting Board for a one-year term no later than November 30. The Vice President must serve as a Board Member for no less than one year prior to being elected Vice President. The Vice President shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board President including the following:

- (a) Shall oversee the actions of the Booster Club President.
- (b) Shall assist the President and Treasurer with the annual budget by January 31st for the Board to approve.
- (c) Responsible for protecting the interest of the child.
- (d) Responsible for responding to, reviewing, and documenting in writing any complaints/occurrences regarding any child participating in the JYSA program.
- (e) Present all complaints/occurrences to the Board for final review.
- (f) Shall maintain a log of all player complaints available for review in Executive Session of the Board as needed.
- (g) Attend and oversee the player draft to ensure the rules are followed.
- (h) Shall attend any governing association meetings if the President or Director of the associated sport is not available to attend.

### **6.06 Secretary**

The Secretary shall be nominated and elected by Booster Club Members for a one year term no later than December 31. The Secretary shall keep or cause to be kept a book of minutes of all scheduled and called Board meetings and actions of members, directors and committees. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of members and committees as required by the Bylaws. The Secretary may appoint, with approval of the Board, another Board Member to assist in performance of all or part of the duties of the Secretary. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board President including the following:

- (a) Shall maintain records of all e-mail votes for addition to Board meeting minutes.
- (b) Shall provide copies of minutes for review by Board Members and to be published on the organization's website.

- (c) May become temporary Treasurer in the event the office becomes vacant until a new Treasurer can be appointed.
- (d) Shall be responsible for all registration and equipment loan paperwork.
- (e) Shall work with each Sport Director to keep record of all required coaching certifications.
- (f) Responsible for resolving all coaching grievances/issues with the President if needed.
- (g) Shall maintain a log of all coaching grievances/issues available for review in Executive Session of the Board as needed.

#### **6.07 Treasurer**

The Treasurer shall be nominated and elected by Booster Club Members for a one year term no later than December 31. The Treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a monthly basis or as may be required by the Board of Directors. The Treasurer will insure timely collection and deposits of receivable revenue. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the Board to assist in performance of all or part of the duties of the Treasurer. The Treasurer shall perform all duties properly required by the Board of Directors or the Board President.

#### **SPECIAL PROVISION**

- (a) If the Treasurer must resign the office, all financial records pertaining to the office must be in good order and turned over to the Secretary prior to the resignation becoming effective.
- (b) Resignation from office does not relieve the Treasurer from applicable liability for failure to properly carry out the duties of the Office of the Treasurer.

When someone accepts the Office of Treasurer, it is with the clear understanding that he or she also accepts the responsibilities that go along with this important position. Failure to keep accurate records and requiring others to do likewise is considered negligence. In the event negligence is suspected, any member of the Board may call for a meeting of the Board of Directors and make a motion to take any or all of the following actions:

1. Conduct an internal inquiry/audit of transactions.
2. Retain a disinterested party qualified to conduct a financial audit.

3. Turn the matter over to the Georgia Department of Revenue.
4. Turn the matter over to legal counsel
5. Any other action deemed necessary by the Board.

#### **6.08 Sports Director Officers**

Sports Director Officers shall oversee operations of each of their sports. They shall act in compliance with the Board of Directors. Sport Directors shall be required to hold all certifications required for the coaches of their individual sport prior to being nominated for election. Sport Directors shall perform duties to ensure continued operation of the sports program for which they are responsible including management of registration, equipment, uniforms. In conjunction with other Board Members and the Treasurer, Sport Directors shall oversee budget preparation and shall ensure that all actions are fiscally responsible. Sport Directors shall work with the Secretary to ensure all coaches are in compliance with required coaching training and certifications. Sport Directors shall work with Booster Club President on fundraisers related to their sport. Sport Directors are responsible for representing their sport, in conjunction with the President, at meetings of the governing organization for their sport and reporting details of said meetings to the Board. In the case of multiple sports being governed by the same organization, the Sport Director with the most tenure on the board shall be the official voting representative for JYSA. Details of Sport Director elections are as follows:

- (a) Baseball Director shall be nominated by the baseball Booster Club Members from May 22 - 31 and shall be elected by baseball Booster Club Members and approved by the Board for a one year term no later than June 30.
- (b) Cheerleading Director shall be nominated by the cheerleading Booster Club Members from November 1-10 and shall be elected by cheerleading Booster Club Members and approved by the Board for a one year term no later than November 30.
- (c) Wrestling Director shall be nominated by the wrestling Booster Club Members from March 22-31 and shall be elected by wrestling Booster Club Members and approved by the Board for a one year term no later than April 30.

#### **6.09 Booster Club President**

Booster Club President shall be nominated and elected by Booster Club Members for a one-year term no later than December 31. Booster Club President shall represent the Booster Club and the committees within to the Board, and may form committees to help with fundraising, concessions, equipment, fields/gates and other tasks as needed and approved by the Board. Booster Club President shall be responsible for communicating and distributing all pertinent fundraising dates, materials and information to the Sport Directors and to all teams via team mom or head coach. Booster Club President shall notify all Board Members at least 48 hours in advance of all Booster Club Meetings. Booster Club President is responsible for obtaining Board approval for all fundraisers.

#### **6.10 City Director**

City Director is appointed by the City Council and Mayor for a one-year term. City Director will serve as liaison to city for fields, lights, securing the City meeting room, hearing complaints by the public to the City and help spearhead City organized fundraisers for JYSA

## **ARTICLE VII**

### **CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

#### **7.01 Contracts and other Writings**

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

#### **7.02 Checks, Drafts**

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

#### **7.03 Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

#### **7.04 Loans**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

#### **7.05 Indemnification**

- (a) Mandatory Indemnification. The corporation shall indemnify a Board member or former Board member, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Board member against reasonable expenses incurred by him or her in connection with the proceedings.
- (b) Permissible Indemnification. The corporation shall indemnify a Board member or former Board member made a party to a proceeding because he or she is or was a Board member, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- (c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.
- (d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a Board Member or director is entitled to mandatory indemnification under this article to the same extent as a Board Member. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Georgia Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

## **ARTICLE VIII**

### **MISCELLANEOUS**

### **8.01 Books and Records**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

### **8.02 Fiscal Year**

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

### **8.03 Conflict of Interest**

The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

### **8.04 Nondiscrimination Policy**

The Board Members, officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Jasper Youth Sports Association, Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

### **8.05 Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that an amendment does not affect the voting rights of Board members or directors. An amendment that does affect the voting rights of Board members or directors further requires ratification by a two-thirds vote of a quorum of Board Members at a Board meeting.

(c) that all amendments be consistent with the Articles of Incorporation.

## ARTICLE IX

### COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Jasper Youth Sports Association, Inc. shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Jasper Youth Sports Association, Inc. willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Jasper Youth Sports Association, Inc. shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

## ARTICLE X

### DOCUMENT RETENTION POLICY

#### **9.01 Purpose**

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Jasper Youth Sports Association, Inc. records.

## **9.02 Policy**

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Jasper Youth Sports Association, Inc. may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. Jasper Youth Sports Association, Inc. expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Jasper Youth Sports Association, Inc. informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

### Section 3. Minimum Retention Periods for Specific Categories

**(a) Corporate Documents.** Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

**(b) Tax Records.** Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.



(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

(e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

- (i) derives independent economic value from the secrecy of the information; and
- (ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

**(k) Banking and Accounting.** Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

**(l) Insurance.** Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

**(m) Audit Records.** External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail. E-mail that needs to be saved should be either:

**(i)** printed in hard copy and kept in the appropriate file; or

**(ii)** downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

## ARTICLE XI

### Transparency and Accountability

#### Disclosure of Financial Information with the General Public

##### **10.01 Purpose**

By making full and accurate information about its mission, activities, finances, and governance publicly available, Jasper Youth Sports Association, Inc. practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

**10.02 Financial and IRS documents (The form 1023 and the form 990)**

Jasper Youth Sports Association, Inc. shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

**10.03 Board**

- (a) All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.
- (b) All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

**10.04 Staff Records**

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- (d) Staff records shall be made available to the Board when requested.

**10.05 Donor Records**

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;
- (d) Donor records shall be made available to the Board when requested.

# ARTICLE XII

## CODES OF ETHICS AND WHISTLEBLOWER POLICY

### **11.01 Purpose**

Jasper Youth Sports Association, Inc. requires and encourages Board Members, directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Jasper Youth Sports Association, Inc. to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

### **11.02 Reporting Violations**

If any Board Member, director, officer, staff or employee reasonably believes that some policy, practice, or activity of Jasper Youth Sports Association, Inc. is in violation of law, a written complaint must be filed by that person with the vice President or the Board President.

### **11.03 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

### **11.04 Retaliation**

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Jasper Youth Sports Association, Inc. and provides the Jasper Youth Sports Association, Inc. with a reasonable opportunity to investigate and correct

the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Jasper Youth Sports Association, Inc. shall not retaliate against any Board Member, director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Jasper Youth Sports Association, Inc. or of another individual or entity with whom Jasper Youth Sports Association, Inc. has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Jasper Youth Sports Association, Inc. shall not retaliate against any Board Member, director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Jasper Youth Sports Association, Inc. that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

#### **11.05 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

#### **11.06 Handling of Reported Violations**

The Board President or vice President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

## **ARTICLE XIII**

### **AMENDMENT OF Articles of Incorporation**

#### **12.01 Amendment**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of Jasper Youth Sports Association, LLC were approved by the Jasper Youth Sports Association, Inc.'s Board of Directors on Thursday, May, 17, 2018 and constitute a complete copy of the Bylaws of the corporation.

Secretary Christina Vayn

Date: May 17, 2018