

# BYLAWS OF IOWA INTENSITY YOUTH SPORTS

## ARTICLE I OFFICE & REGISTERED AGENT

Section 1. Principal Office. The principal office of Iowa Intensity Youth Sports shall be in the State of Iowa, within the boundaries of Poweshiek County.

Section 2. Registered Office & Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Iowa, as required by the State of Iowa Nonprofit Corporation Act. The registered agent shall be an individual resident of the State.

## ARTICLE II PURPOSES

Section 1. Mission. Iowa Intensity Youth Sports is a non-profit program created to provide youth an environment to enhance their athletic and life skills to help them reach their full potential as athletes and citizens.

Section 2. Population Served. Youth Athletes, age 5<sup>th</sup>-12<sup>th</sup> grade, from Grinnell, IA and the surrounding communities.

Section 3. Instilled Traits. Iowa Intensity Youth Sports will help players learn self-discipline, build character and build a strong work ethic. People fall short of their potential because they lack the necessary discipline to be the best that they can be. Character is about having integrity, politeness, humbleness, and honesty. In order for a person to reach their full potential as a citizen in our communities we need to instill a strong work ethic in our children. Through teamwork these young athletes will learn the importance of commitment to and from one another as they learn the interdependency of working as a team.

Section 4. Athletic Development. Youth Athletes will be coached within a developed program of coaching techniques and policy. A focus will be on developing the strong fundamentals of the sports and building great team work skills. Iowa Intensity will maintain a competitive program through tryouts and scheduling based upon the ability of the teams.

Section 5. Fund Development. Iowa Intensity Youth Sports will seek out funds through various activities as determined by the Board of Directors. These funds will be used to pay for tournament entries, jerseys, costs, and other athletic related costs. Funds should solely be used to fulfill the betterment of the youths' experience or as laid out by Article II section 6.

Section 6. Financial Assistance. Iowa Intensity Youth Sports will provide funds to offset the costs of joining the athletic teams to families who would require such assistance, subject to the funds available to the program based upon the Financial Assistance Policy approved by the Board of Directors.

### ARTICLE III BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2. Number and Qualifications. The members of the initial Board of Directors of the Corporation shall be those individuals named in Appendix I and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Corporation shall be composed of no less than 5 and no more than 9 individuals. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 3. Election and Term of Office. The members of the Board of Directors shall be elected by the members of the Board. Directors on the Board of Directors shall serve for a term of two years.

Section 4. Resignation. Any director may resign at any time by giving written notice to the Executive Director. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Executive Director.

Section 5. Removal. Any director may be removed from such office, with or without cause, by a majority vote of the other Board members at any regular or special meeting of the members called expressly for that purpose.

Section 6. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 7. Regular Meetings. A regular annual meeting of the Board of Directors of the Corporation shall be held each year, at such time, day, and place as shall be designated by the Board of Directors. Additionally meetings must be held quarterly, creating a minimum of four meetings a year.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the Chair or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 9. Notice. Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least 7 days previous to the meeting and in the manner set forth in Section 2 of Article VII. The purpose for which a special meeting is called shall be stated in the notice.

Section 10. Quorum. Five of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 12. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent, including electronic means, to the action is signed by all of the directors.

Section 13. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 14. Conflicts of Interest. In the event that any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate nonconfidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

Section 15. Terms & Term Limits. The Board may serve three consecutive terms of two years. After which time the Board Member must take one term off before being eligible to be reinstated for three more consecutive terms. The initial Board members upon formation of the Board may remain in perpetuity with full Board approval.

Section 16. Public Meetings. Parents of players will be entitled to attend a public meeting annually to express concerns, make suggestions, and provide intelligible feedback.

## ARTICLE IV OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of an Executive Director, a Secretary, and a Treasurer. The Corporation shall have such other assistant officers as the Board of Directors may deem necessary and such officers shall have the authority prescribed by the Board. One person may hold more than one office, other than the offices of Executive Director and Secretary.

Section 2. Election of Officers. The officers of the Corporation shall be elected by the voting members at the annual meeting of the Board.

Section 3. Term of Office. The officers of the Corporation shall be installed at the annual meeting at which they are elected and shall hold office for one year until the next annual meeting or until their respective successors shall have been duly elected.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, with or without cause, by a majority vote of the other Board members at any regular or special meeting of the members expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7. Executive Director. The Executive Director shall give active direction and have control of the business and affairs of the Corporation. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of Executive Director as may be prescribed by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 9. Treasurer. The Treasurer shall be responsible for and oversee all financial administration of the Corporation. The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to the Corporation and deposit all

such moneys in the name of the Corporation in appropriate banks, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 10. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board of Directors.

## ARTICLE V COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 2. Term of Office. Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

Section 3. Vacancies. Vacancies in the membership of committees may be filled by the Executive Director of the Board.

Section 4. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

## ARTICLE VI MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 2. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, or committee member, such notice shall be given in writing by electronic mail, or hand delivery, and will be deemed given when received.

Section 3. Members and Corporate Seal. The corporation shall have no members and no corporate seal.

## ARTICLE VII INDEMNIFICATION

Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

## ARTICLE VIII AMENDMENTS TO BYLAWS

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of a majority of the voting members at any regular or special meeting of the members. The notice of the meeting shall set forth a summary of the proposed amendments.

APPENDIX I  
Initial Board of Director Members

Chris Hansen – Executive Director  
Jonathan Manatt – Treasurer  
Lory Hay – Secretary  
David N. Arseneault, Jr.  
Larry Jackson  
Travis Renze  
Leslie McKnight