

Victoria Cobra Athletics, Inc.
A Christian Home School Sports Organization

Bylaws

Victoria Cobra Athletics, Inc. (VCA) bylaws cover the powers, guidelines, governance, meetings, officers, conflict of interest, committees, indemnification, subordinate organizations, external entities, and amendment to bylaws.

Article I. Powers

Section 1. Name & Status.

Victoria Cobra Athletics, Inc. (VCA) shall have all the statutory powers enumerated for non-profit corporations under the laws of the State of Texas. The organization is organized exclusively for charitable, religious, and educational purposes under section 501 (c) (3) of the Internal Revenue Code.

Section 2. Nonprofit status and exempt activities.

Notwithstanding any other provision of these bylaws, no director, officer, employee, or representative of the corporation shall take any action or carry on any activity 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 exists or may be amended, or by any organizations contributions to which a 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, 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 as define in Article 3 Section 8.

Section 3. Distribution upon dissolution.

Upon termination or dissolution of VCA, 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 a successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating dissolving corporation.

Article II. General Operating Guidelines

Section 1. Organization Guidelines

The VCA organization shall be identified by the separate VCA constitution and Conflict of Interest documents.

Section 2. Mission Statement – See VCA Constitution

Section 3. Vision Statement – See VCA Constitution

Section 4. Statement of Faith – See VCA Constitution

Section 5. Conflict of Interest Policy – See VCA Conflict of Interest Policy

Article III. Governance

Section 1. Board of Directors Composition

The governing body of the VCA shall be known as the VCA Board of Directors (BOD for the remainder of the document) and it shall have plenary powers to do all things necessary and proper to operate and control the organization. The BOD shall consist of a President, Vice President, Secretary, and Treasurer with each position set forth in the articles of incorporation. The head coach for each major sport is a non-voting extended member of the BOD.

Section 2. Board of Directors and Coach Qualifications

Each member of the BOD shall be at least 18 years of age and a parent of a homeschooled child competing in a sport in the current or upcoming year and in good standing within VCA. Head coaches must also be at least 18 years of age and the parent of a child competing in a sport in the current or upcoming year and be approved by the BOD.

Section 3. Board of Directors Term of Service

Each member of the BOD shall serve a term of two years, beginning July 1 of the year of selection. Directors may serve no more than two terms consecutively in one given position. If no qualified person wishes to be considered, or a position cannot be otherwise filled, the current board member may remain with a majority vote of the BOD. As much as can be feasibly organized, the BOD shall plan to fill a vacant position as soon as possible.

Section 4. Manner of Board Member Selection

Nominations for the election of officers shall be submitted in written form. Such nominations are to be presented and discussed at the first regular BOD meeting after March 1. At the discretion of the BOD, nominees may be interviewed to comply with the provisions of Section 2 of this Article. Selection of a nominee to an office shall be by a majority vote of the BOD.

Section 5. Board Member and Coach Removal

A BOD member or coach may be removed by the BOD majority vote at any time. A BOD vote shall be taken when it has determined the move is in the best interest of the organization following interviews and investigation.

Section 6. Vacancies

BOD vacancies shall be filled by the BOD majority vote following recommendations and/or seeking nominations. In the case of more than one vacancy on the BOD, the decision shall be unanimous. The completion of the term by a newly appointed member will be considered a full term if service exceeds 18 months. Coaching vacancies shall be filled with the majority approval of the BOD.

Section 7. Authority

No single BOD member has authority to act for the BOD. Each BOD member shall have status equal with that of other members and each member shall have the right to vote on all questions coming before the BOD. There shall be no delegation of powers and duties other than those defined in Article IV.

Section 8. Compensation

Members of the BOD may be reimbursed for actual expenses incurred in the maintenance of their duties as outlined in the annual budget. Requests for reimbursement not designated in the budget will require majority approval by the BOD. Persons who render services to the organization in some capacity other than as a member of the BOD may be compensated for their services, or may be reimbursed for actual expenses incurred while rendering services to the organization, when approved by a majority of the BOD. Coaches and team delegates may not be compensated for coaching or assisting in team activities, but may be reimbursed for expenses noted in their respective budgets. Travel expenses as noted in the annual budget and/or approved by BOD may be allowed for coaches.

Section 9. Conflict of Interest

Each BOD member will review annually the VCA conflict of interest policy and disclose any potential conflicts of interest at the BOD meeting after March 1.

Article IV. Meetings

Section 1. Quorum

The BOD will attempt to act by consensus. A quorum for all BOD meetings, whether regular meetings or special meetings, shall be three of the current BOD members.

Section 2. Regular Meetings

Regular BOD meetings shall be held at times and places established by the BOD. Meeting times and locations shall be posted on the organization calendar. VCA budget, team budgets, and sports plans will be discussed annually. Team seasons, sports calendar, fundraising, and sports overlap will be reviewed before the end of June.

Section 3. Special Meetings

Special BOD meetings may be held after three days' notice via the organization calendar. The President may call such meetings on his own initiative but shall be obligated to call such meetings when requested to do so by at least two other members of the BOD.

Section 4. Meeting Provisions

Meetings shall be face to face at a location to be determined by the BOD. Meetings by telephone conference call shall be limited to emergency situations and approved by the majority of the BOD when necessary.

Article V. Officers

Section 1. President

The President shall be the principal executive officer of the organization, supervising the business and affairs of the organization. The President shall preside at all BOD meetings when in attendance and may sign any deeds, mortgages, bonds, contracts, or other instruments which the BOD has authorized to be executed, except in cases where the signing and execution is expressly delegated by the BOD or these bylaws to some other officer or agent of the organization. The President will serve the VCA and provide a voice to represent the coaches, promote growth opportunities for each sport and be responsible for coach orientation. The position shall assist in the direction of the fundraising and sports banquet activities.

Section 2. Vice President

In the absence of the President or refusal 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 upon the President. The Vice President will assist with coach orientation. The position shall assist in the direction of the fundraising and help define the sports banquet organizing committee each year.

Section 3. Secretary

The Secretary shall keep the minutes of BOD meetings and see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The secretary will validate the recordkeeping of code of conduct agreements by coaches, parents, and players for

each sport. The secretary shall be custodian of the corporate records and of the seal of the organization and see that the seal of the organization is affixed to all documents, the execution of which on the behalf of the organization under its seal is duly authorized in accordance with the provisions of these bylaws or as required by law of the State of Texas.

Section 4. Treasurer

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. He shall have charge and custody of and be responsible for all funds and securities of the organization; receive and give receipt for monies due and payable to the organization from any source whatsoever; and direct the deposits of all such monies in the name of the organization in such banks, trust companies or other depositories as shall be selected by the BOD. Individual sports may have access to bank accounts created for their respective sport, but are ultimately accountable to the VCA Treasurer.

Section 5. Coaches

Coaches will be persons who emphasize Christ-like character and have a desire to positively impact young men and women's lives. Coaches will be responsible and accountable to the BOD for all team assets. Coaches shall provide a budget to the Treasurer prior to the start of their practice season. Coaches may delegate team functions such as team fundraising collection, budgeting, expense tracking, and other items as necessary. Coaches may enter into field/facility rental agreements for their respective sport as noted in their annual budget and agree to no more than one year of rental agreement. Large expenditures such as Insurance procurement, uniforms, and rental agreements shall be coordinated with the Treasurer prior to purchase.

Article VI. Committees

The Annual Sports Banquet will be organized by committee each year. Committee members will be named by the Vice President by January 15 of the banquet year. Other committees may be established by the BOD to consider and report on matters assigned at the time of appointment or action.

Article VII. Director and Officer Indemnification

The organization shall indemnify any and all of its officers, members of the Board of Directors, or former officers, or any person who may have served at its request or by its election as an officer of the organization, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been or officers of the organization, except in relation to matters as to which any such officer or former director or

officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicted on the existence of such liability. The indemnification provided hereby shall not be deemed exclusive of any other right to which anyone seeking indemnification here under may be entitled under any by-law agreement or otherwise, both as to action in his official capacity and as to action in another capacity while holding office. The organization may purchase and maintain insurance of any officer, agent, employee or officer or other person, against any liability asserted against them and incurred by him to the extent that the organization would have the power to indemnify him against such liability under the provisions of this Article and the law of the State of Texas.

Article VIII. External Programs

An external organization within the crossroads area that is not defined as a public or private school and does not have a sports program of its own, may participate in VCA activities with unanimous BOD approval and assuming all eligibility requirements are met. Continued organizational involvement will be reevaluated by the BOD annually. Alignment with the VCA Constitution, Code of Conduct, and adherence to the academic guidelines associated with each major sport shall be expected.

Article IX: Subordinate organizations

VCA BOD may form a subordinate organization using Victoria Cobra Athletics, Inc. to organize and promote additional activities as defined by the BOD. Subordinate organizations shall adhere to these bylaws and guidance established by the BOD. Subordinate organizations which are enumerated within this article have been granted permission to form a separate Board of Directors conditional upon the subordinate organizations agreement with the Constitution. The subordinate organization shall present their bylaws to the VCA Board of Directors for approval. All subsequent activities shall be reported to the VCA Board of Directors in a manner specified and agreed in writing.

Article X: Amendments to bylaws

The VCA bylaws may be altered, amended, or repealed and new bylaws may be adopted by the BOD with a unanimous vote by the BOD.

Article XI: Document Retention Policy

Section 1. Purpose

The purpose of the document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of VCA records.

Section 2. Policy

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary should be eliminated from the files. While minimum retention periods are established, the retention of documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 3. Minimum retention periods for specific categories

- (a) Corporate documents. Corporate records include the Articles of Incorporation, Bylaws, and IRS form 1023 and application for exemption. Corporate records should be retained permanently.
- (b) Tax records. Tax records include, but are not limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and the documents concerning corporate revenues.
- (c) Board and board committee materials. Meeting minutes should be retained in perpetuity. Committee materials should be kept for no less than 3 years.
- (d) Press releases/Public filings. The corporation should retain permanent copies of all press releases and publically filed under the theory that the corporation should have its own copy to test the accuracy of any document that may be produced.
- (e) Legal files. Legal documents should be retained for a period of 10 years.
- (f) Banking and accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliation, bank statements, deposit slips, and checks (unless important payments and purchases) should be kept for three years.
- (g) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
- (h) Audit records. External audit records should be kept permanently.

Certificate of Adoption of Bylaws

I do hereby certify that the above Bylaws of VCA were approved by the VCA board of directors on Saturday, October 28, 2017 and constitute a complete copy of the Bylaws of the corporation.

Secretary: _____

Date: _____