



**BYLAWS OF
BROCK YOUTH ASSOCIATION
YOUTH FOOTBALL AND CHEER ASSOCIATION**

**ARTICLE I
OFFICES**

1. REGISTERED OFFICE AND AGENT

The Registered Office and Registered Agent of the Association shall be as set forth in the Association's Certificate of Formation. The Registered Office or the Registered Agent may be changed by resolution of the Board of Directors upon making the appropriate filing with the Secretary of State.

2. PRINCIPAL OFFICE

The principal office of the Association shall be at 1999 Bryan St. Suite 900, Dallas, TX 75201, provided that the Board of Directors shall have the power to change the location of the principal office.

3. OTHER OFFICES

The Association may also have other offices at such places, within or without the State of Texas, as the Board of Directors may designate, or as the business of the Association may require or as may be desirable.

4. PURPOSE

Brock Youth Football and Cheer Association is a non-profit, youth athletic association formed for the betterment of the youth of the Brock township and / or Brock Independent School District for the purpose of competition within the Metroplex Youth Football Association, herein after referred to as "NCT." The goals of the Association are: to allow every child the opportunity to play competitive football and cheerleading; to teach fundamental football skills; to develop good sportsmanship and character within each player; to create an atmosphere of teamwork, dedication, and a healthy, competitive spirit among the players; to encourage athletic participation in future years; and to have fun while learning. The Association's philosophy is "the child's learning experience first, the outcome of the game second."

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ARTICLE II
DIRECTORS

1. BOARD OF DIRECTORS

To the extent not limited or prohibited by law, the Certificate of Formation or these Bylaws, the powers of the Association shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of the Board of Directors of the Association. Directors must be residents of or within the Brock Independent School District boundaries or have a child that attends BISD, must be 21 years or older, must not have been removed from a leadership role in any youth organization, must not have been convicted of a felony and/or any crime of moral consequence. Each Director must believe without reservation in the purposes of the Association and put the want of the program before the want of themselves as individuals.

2. NUMBER AND ELECTION OF BOARD OF DIRECTOR

The number of directors shall be a minimum of nineteen (19) provided that the number may be increased or decreased from time to time by an amendment to these Bylaws or resolution adopted by the Board of Directors, provided that the number of directors may not be decreased to fewer than three (3). No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

At the first annual meeting of the Board of Directors and at each annual meeting thereafter, the Directors shall elect Directors by formal vote. A two-thirds vote of the then existing Board of Directors is required to elect Director replacing a director whose term expired and/or has resigned. A director shall hold office for a three-year term and until said director's successor shall have been elected, appointed, or designated and qualified. To mitigate the disruption of the organization's operations and decision-making process the Board of Directors terms will be staggered, allowing for a maximum of four elections or reelections annually. There is no limit to the number of terms a director may be elected.

3. REMOVAL

A Director may be removed from office, with or without cause, by the persons entitled to elect, designate, or appoint the Director. If the director was elected to office, removal requires an affirmative vote equal to the vote necessary to elect the Director.

A Director may be removed from office if any of the following has been found to have occurred:

- The Director misses two or more consecutive board meetings or three meetings in a calendar year and may have his/her position automatically declared vacant. Missing special meetings that are called short notice, not within normal meeting notice shall not be counted here.
- The Director becomes physically incapacitated or his or her inability to serve is established in the minds of a majority of the Board.
- The Director is found to have engaged in activities or actions that are directly contradictory to the best interests of the association.
- The Director is found to be engaged in the misrepresentation of the association and its policies to outside third parties, either willfully, neglectfully, or on a repeated basis.
- Failure to fulfill his/her responsibility as a Board Member or circumvention of the bylaws or rules of the association.

4. RESIGNATION

A Director may resign by providing written or verbal notice of such resignation to the Association. The resignation shall be effective upon the date of receipt of the notice of resignation, or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

5. VACANCIES AND INCREASE IN NUMBER OF DIRECTORS

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of two-thirds of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the previous Director. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of the Board of Directors called for that purpose.

6. ANNUAL MEETING OF DIRECTORS

The Board of Directors shall hold an annual meeting at which time they shall elect officers and transact such other business as shall come before the meeting. The time and place of the annual meeting of the Board of Directors may be changed by resolution of the Board of Directors.

Failure to hold the annual meeting at the designated time shall not work a dissolution of the Association. In the event the Board of Directors fails to call the annual meeting at the designated time, any Director may make demand that such meeting be held within a reasonable time, such demand to be made in writing by electronic mail or messaging directed to any officer of the Association. If the annual meeting of the Board of Directors is not called within sixty (60) days following such demand, any Director may compel the holding of such annual meeting by legal action directed against the Board of Directors, and all the extraordinary rights of common law and of courts of equity shall be available to such Director to compel the holding of such annual meeting.

7. REGULAR MEETING OF DIRECTORS

Regular meetings, monthly January through June, of the Board of Directors may be held with notice at such time and place as may be from time to time determined by the Board of Directors.

8. SPECIAL MEETINGS OF DIRECTORS

The Secretary shall call a special meeting of the Board of Directors whenever requested to do so by the President or by one (1) or more Directors. Such special meeting shall be held at the date and time specified in the notice of meeting.

9. PLACE OF DIRECTORS' MEETINGS

All meetings of the Board of Directors shall be held either at the principal office of the Association or at such other place, either within or without the State of Texas, as shall be specified in the notice of meeting or executed waiver of notice.

10. NOTICE OF DIRECTORS' MEETINGS

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previous notice delivered by electronic mail or messaging to each Director. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transaction at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

11. QUORUM AND VOTING OF DIRECTORS

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A quorum for the transaction of business by the Board of Directors shall be a majority of the number of Directors fixed by these Bylaws. Directors must be present to vote. The act of the majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or the Certificate of Formation. A director may only vote in person or on an active call (zoom, voice, etc). No voting by proxy is allowed. For the purpose of voting in all board meetings, a “married couple” shall be determined as two individuals who are legally married to each other. In any vote conducted within BYA, a married couple shall be considered as a single entity and shall be entitled to only one vote. Any vote of the Board of Directors that is equal in both, for and against, shall be determined by the President. As determined by and at the discretion of the Board of Directors, a Director with a vested interest in the outcome of a vote shall abstain from voting on such.

Any member of the Board of Directors with a direct or indirect, to be determined by the Board of Directors less the member with the potential conflict, shall be disallowed to vote on matters pertaining to the issue for it is determined that they have such conflict. The Board of Directors, less the member with the potential conflict, reserves the right to waive the disallowance in circumstances in which it deems appropriate to allow the conflicted member to vote.

In case of any ambiguity or dispute regarding the interpretation or application of the voting of Director rules, the decision shall be made by the President and shall be final.

All bylaw related votes will be 2/3 majority. No voting by proxy, Member may vote by phone or zoom call.

Any proposition brought before the Board that does not affect bylaws will be decided by MAJORITY VOTE of voting Directors with the president voting only in the instance of a tie. No proxy voting, Director may vote by phone or zoom call.

12. COMPENSATION

Directors, as such, shall not receive any compensation for their services, but by resolution of the Board of Directors may be reimbursed for expenses attributable to their duties as Director.

13. BY-LAW CHANGES

- A. The Association’s By-Laws may be altered, amended, or repealed by the Executive Board of the Association. Changes made to the By-Laws will require that at least 2/3 (two-thirds) of the Board members are present at By-Laws meeting. Further, such changes shall require 2/3 (two-thirds) majority votes for ratification. The 2/3 (two-thirds) requirements shall be calculated by taking the total number present, dividing by three, and multiplying

by two. If the number is not a whole number, the resulting calculation will be truncated to determine the two-thirds requirement.

- B. By-Law changes shall be presented and voted upon by the Executive Board once per year on or before March 1st of every year.
- C. All changes approved by the Executive Board shall take effect immediately.

ARTICLE III
OFFICERS

1. NUMBER OF OFFICERS

The Officers of the Association at minimum shall consist of a President, Vice-President, Secretary, and Treasurer. Additional Board of Director roles and/or commissioned positions may be determined and elected as follows: NCT Town Representatives (Primary and Secondary), Rules Coordinator, Concessions Coordinator, Facilities Coordinator, Assistant Facilities Coordinator, Equipment Coordinator, Assistant Equipment Coordinator, Fundraising & Promotions Coordinator, PR/Social Media Coordinator, Administrative Coordinator, and appointed Grade Commissioners. New Officer positions may be created and filled at any meeting of the Board of Directors. With the exception of the Grade Commissioners any two or more officer positions may be held by the same person, except the positions of President and Secretary.

2. ELECTION OF OFFICERS AND TERM OF OFFICE

All Officers shall be elected or appointed annually by the Board of Directors at the regular annual meeting of the Board of Directors for such term of two (2) years. Officers may be reelected by the Board of Directors following their term by a majority vote for another term if approved.

3. REMOVAL OF OFFICERS, VACANCIES

Any Officer elected or appointed may be removed by the Board of Directors whenever in their judgment the best interests of the Association will be served thereby and shall be done with two-thirds vote of the Board of Directors. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

4. POWERS OF OFFICERS

Each Officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors. The President may secure the fidelity of any and all officers by bond or otherwise.

All officers and agents of the Association, as between themselves and the Association, shall have such authority and perform such duties in the management of the Association as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

In the discharge of a duty imposed or power conferred on an Officer of the Association, the Officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Association or another person, that were prepared or presented by: (1) one or more other officers or members of the Association, including members of the Board of Directors; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

5. PRESIDENT

The President shall:

- A. Facilitate and chair all meetings and activities of the Board of Directors.
- B. All business matters shall be brought to his/her attention.
- C. Coordinate the work of the officers and committees of the association in order that the purpose may be promoted.
- D. Form all committees and appoint committee members as required.
- E. Confirm that a quorum is present before conducting any business at any meeting.
- F. Preside over all board meetings.
- G. Appoint chairman of special committees subject to approval of executive board
- H. Be authorized to sign bank accounts.
- I. Be ex-officio of all committees.
- J. Perform such other duties as may be prescribed in these bylaws or assigned by the Board of Directors or governing organization.
- K. Present a status of the BYA to any interested parties and shall preside over the nominations and elections of new Directors.
- L. Has the authority to do only the things that are assigned to the office under the bylaws.
- M. Not serve more than 2 consecutive terms without a 2/3 majority vote.
- N. Shall nominate and train successor.

6. VICE-PRESIDENT

The Vice-President shall:

- A. In the absence or disability of the President, perform the duties and exercise the powers of the President, and they shall perform such other duties as the Board of Directors shall prescribe.
- B. Assume any duties of an elected Director if they are unable to provide support for a short time due to personal business reasons.
- C. Oversee draft of players.
- D. Provide resolution of conflicts between players, cheerleaders, coaches, commissioners, and all board members of BYA football and cheer.
- E. Perform other duties as assigned by the President, Board of Directors, or association. Not serve more than 2 consecutive terms without a 2/3 majority vote.
- F. Shall nominate and train successor

7. SECRETARY

The Secretary shall:

- A. Be responsible for recording the minutes of all Board of Directors meetings.
- B. Present the minutes from the previous meeting at all Board of Directors meetings.
- C. Be responsible for maintaining all required documentation and reproduction of documentation as required by the BYA.
- D. Notifying the Board of Directors and other interested parties of any meetings as delegated by the President.
- E. Provide the Head Coach of each team with information on or access to 1) Team Game Schedules & Rosters 2) any permission forms, birth certificates, & photos 3) Rules - NCT & BYA versions 4) copy of maps to game locations.
- F. Set up the insurance coverage policies.
- G. Have a current copy of the Articles of Organization and bylaws.
- H. Maintain and update the Rules and By-Laws of the BYA.
- I. Perform other duties as assigned by the President.

8. TREASURER

The Treasurer shall:

- A. Be responsible for all money transactions.
- B. Coordinate all promotional activities and collection of all funds regarding advertising, sponsorships, raffles, etc. and shall maintain receipts of purchases and total revenues from all fundraising activities.

- C. Maintain accurate accounting of all financial matters and shall maintain receipts and/or records of all transactions.
- D. Issue money only to those individuals who have been given authority by the Board.
- E. Any and all money received shall be turned into the Treasurer within 72 hours.
- F. Present and review a detailed financial report at requested Board meetings at least once a quarter.
- G. Sign on bank accounts.
- H. Ensure all tax documents, as required by State and Federal Law, are filed in a timely manner.
- I. Have at least one other board member with knowledge and experience in All financial dealings and responsibilities.

9. RULES COORDINATOR

The Rules Coordinator shall:

- A. Supervise and coordinate activity for the BYA complex, by using basic philosophy, policies, and procedures adopted by the BYA association.
- B. Know and implement information and rules in BYA rulebook.
- C. Be visible and available to coaches and participants. Must be able to answer questions and provide first aid and administrative assistance, if needed.
- D. Discuss any problem areas of concern with coaches and the board.
- E. Assure that all activities are in compliance with the Rules and By-Laws of the BYA and the Rules and By-Laws of the NCT.
- F. Communicate directly with the Team Commissioner in regards to communicating hazardous weather such as storms, lighting and heat for practice and game day.

10. NCT TOWN REPRESENTATIVE

The NCT Town Representative shall:

- A. Attend all meetings of the NCT. The NCT Town Representative shall provide information received at the NCT meetings to the Board and detail any required actions.
- B. Select NCT Town Representative Assistant or backup in the event you can't make an NCT meeting.

11. CONCESSIONS & FACILITIES COORDINATOR

The Concessions & Facilities Coordinator shall:

- A. Scheduling all work for home games at the beginning of the season
- B. Finding and scheduling Concession vendors for the season.

- C. Ensure the field is setup before games. Including shade tents, yardage markers, chains/box, sponsorship signage, water and ice, opening and locking proper gates, posting signs for traffic
- D. Schedule law enforcement officer
- E. Schedule cleanup crew
- F. Post game cleanup activities including the storage of all used equipment.
- G. Delivery of film memory cards to person responsible for uploading

12. ASSISTANT CONCESSIONS & FACILITIES COORDINATOR

The Assistant Concessions & Facilities Coordinator shall be responsible for helping the Concessions & Facilities Coordinator in all Concessions & Facilities related tasks.

13. CHEERLEADER COORDINATOR

The Cheerleader Coordinator shall:

- A. Responsible for all activities regarding the cheerleaders.
- B. Design and acquire cheerleader uniforms and formation of teams.
- C. Determine the head coaches for each team and providing assistance and support as needed.
- D. Maintain all required documentation and provide status reports at all Board meetings.
- E. Ensure communications of all pertinent information is reaching cheer coaches, football coaches, and parents.
- F. Ensure all reasonable levels of safety practices and policies, as well as rules and responsibilities are adhered to by coaches.

14. EQUIPMENT COORDINATOR

The Equipment Coordinator shall:

- A. Inventory of all football-related equipment and for the storage of all equipment.
- B. Maintain and provide an accurate inventory status at all Board meetings.
- C. Propose the repair and/or replacement of any equipment items to the Board of Directors.
- D. Purchase equipment for the football teams.
- E. Annually determining equipment budget requirements and assuring that expenditures are within the allocated budget and approved by the Board of Directors.

15. ASSISTANT EQUIPMENT COORDINATOR

The Assistant Equipment Coordinator shall be responsible for helping the Equipment Coordinator in all Equipment related tasks.

16. FUNDRAISING & PROMOTIONS COORDINATOR

The Fundraising & Promotions Coordinator shall:

- A. Responsible for all fundraising and promotions that support the BYA activities.
- B. Collaborate with the Board of Directors to develop fundraising strategies that are aligned with the BYA's goals. This may involve setting fundraising targets, identifying fundraising opportunities, and creating timelines for campaigns and events.
- C. Cultivate relationships with donors, vendors, sponsors, and supporters to secure financial contributions and ongoing support for the organization.
- D. Maintain accurate records of donor information, contributions, and interactions. Track donor communication preferences and engagement level tailored for fundraising and stewardship efforts.
- E. Work with PR& Social Media Coordinator to create marketing material, design digital marketing/advertising, and leverage social media platforms.

17. PR (PUBLIC RELATIONS) & SOCIAL MEDIA COORDINATOR

The PR and Social Media Coordinator shall:

- A. Develop and maintain PR Strategy by enhancing the BYA's image, visibility, and credibility (with direction from the Board of Directors).
- B. Develop compelling content for various PR channels, blogs, newsletters, and/or social media platforms. Content should be engaging, informative, and aligned with the BYA's goals and messaging.
- C. Manage the BYA's social media accounts (e.g., Facebook page (s) and Instagram) to build brand awareness engage with followers, and drive traffic to the organization's events. This includes creating and scheduling posts, monitoring comments and messages, and analyzing performance metrics.
- D. Foster relationships with the community, donors, and volunteers
- E. Prepare and execute crisis communication plans to address any negative publicity or controversies that may arise. Respond promptly and transparently to mitigate reputational damage and maintain public trust.
- F. Work with Vice President to handle any conflicts between players, cheerleaders, coaches, or public.
- G. Actively post approved relative content (1 time a month during offseason and 3 times a month during season).

H. Present and review all complaints to the Board of Directors so that they are informed and aligned with addressing the community's concerns.

18. ADMINISTRATIVE COORDINATOR

The Administrative Coordinator shall:

A. To be determined and updated.

19. TEAM COMMISSIONER

The Team Commissioner shall be a liaison between the board and the different age level coaches covering both flag and tackle. They will be responsible for communicating news, needs of the board, scheduling practice field usage and volunteer gate duties per team on game day as well as any other items deemed necessary by the board.

20. PAID BOOKKEEPER/ADMINISTRATIVE ASSISTANT

The Paid Bookkeeper/Administrative Assistant shall:

A. To be determined and updated.

ARTICLE IV
RULES

1. ADOPTION OF NCT BY-LAWS AND RULES

Brock Youth Football and Cheer Association is a non-profit, youth athletic association formed for the betterment of the youth of the Brock township and / or Brock Independent School District for the purpose of competition within the NCT, and thereby adopts the existing Purpose and By-Laws and Rules of the NCT unless set out and conflicted herein. Any issue not herein contained or within the shall be governed by such NCT's By-Laws and Rules, including but not limited to the League Structure, Divisions, Schedules and Game Sites, Consolation/Playoff/Championship Games, Consolation/Playoff/Championship Hosting Rotation, Parental Permission and Insurance, Player Residence Requirements and Special Conditions, Players Equipment, Uniform Colors, Team Size, Coaches, Sportsmanship Award, Practices, Player Certification & Weigh-In and Team Roster, Game Rules & Regulations, and Penalties for Violations of By-Laws and Rules.

2. PROTECT SYSTEM AND DRAFT GUIDELINES

The Board of Directors has established a Protect System and guidelines for Draft as set out in Appendix "A" attached hereto and incorporated herein for all purposes. A participant who has NOT played tackle football previously with BYA is NOT eligible to be Protected. This rule includes incoming 1st grade participants.

3. CHANGES

The Board of Directors may adopt, change, amend and/or delete Rules at its discretion and as it deems necessary in carrying out the Purpose of the Association and/or of NCT by vote in accordance with these By-Laws. No Rule changes shall be made **after** football tryouts and draft of the year, so that every player, coach, parent and Association member, Director and/or Officer knows the rules prior to the start of the year's football season unless done so at the direction of NCT, or **before** all BYA teams conclude their seasons, including playoffs.

4. INTERPRETATION OF AND DISCIPLINE FOR VIOLATION OF RULES AND BY-LAWS

The Board of Directors has the right to interpret and/or discipline a player, parent/guardian of a player, a spectator, a coach or any member of the Association, by paid participation or by simple association therewith, as it deems appropriate and reasonable for violations of its Rules and By-Laws and Purpose as set out herein and as adopted herein, including but not limited to expelling such individual from continued participation in and/or involvement with the Association. All

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decisions made by the Board of Directors in this regard are final and shall be documented and communicated to the party upon effect.

5. RULES OF CONDUCT

All coaches, players, and parents and/or guardians of Brock Youth Football and Cheer Association will be required to adhere to Rules of Conduct as attached hereto as Appendix “B.” Any violations of such Rules of Conduct shall potentially subject such violating individual to discipline as determined by the Board of Directors.

6. MINIMUM PLAY RULE

BYA will follow all rules set forth by NCT pertaining to all minimum play rules.

7. WGBT INDEX RULE

BYA shall adopt the same precautions concerning the WGBT Index as indicated by NCT bylaws which states the conditions will be tested prior to practice or game using a “wet bulb” or WGBT temperature index. Please refer to the <https://www.uiltexas.org/health/info/heat-stress-and-athletic-participation> for all guidelines.

The WGBT Index will be monitored by the President of BYA and/or the Board each practice day and the same shall notify all coaches, in person and/or by telephone or text, as to any changes to normal practice based upon readings as indicated above. Coaches are not responsible for WGBT Index determinations and shall rely upon the President of BYA and/or the Board of Directors for this determination.

8. PLAYER RESIDENCY ELIGIBILITY

All BYA participants (i.e. players and cheerleaders) MUST live within the boundaries of Brock Independent School District, or attend BISD. Board approval is required if a prospective participant does not meet these criteria.

9. PLAYER SAFETY & REQUIRED EQUIPMENT

Required Equipment:

BYA will require Protective Player Equipment for all tackle players including but not limited to:

- Helmets
 - Shoulder pads
 - Thigh pads
-

- Knee pads
- Mouth guards

BYA will require Protective Player Equipment for all flag players including but not limited to:

- Soft-Shell Helmets
- Mouth Guards

ARTICLE V
INDEMNIFICATION AND INSURANCE

1. INDEMNIFICATION

The Association shall have the full power to indemnify and advance expenses pursuant to the provisions of the Texas Business Organizations Code to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

2. INSURANCE

The Association may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Association or who is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic Association, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Association would have the power to indemnify him or her against that liability.

ARTICLE VI
MISCELLANEOUS

1. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or Director of the Association under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

2. MEETINGS BY TELEPHONE CONFERENCE, ELECTRONIC OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY

Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

13. Specifically, voting by the Board of Directors can be done by electronic methods (i.e., email or electronic messaging), so long as, proper notice was given per paragraph 10 (NOTICE OF DIRECTORS' MEETINGS) above, a unanimous vote of a majority of Board of Directors is received by the Secretary within seventy-two (72) hours of calling for the vote, and it is duly recorded by the Secretary as a Special Meeting in the Minutes of the Association.

3. SEAL

The Association may adopt a corporate seal in such form as the Board of Directors may determine. The Association shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Association.

4. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

5. CHECKS, DRAFTS, ETC.

All checks, drafts or other instruments for payment of money or notes of the Association shall be signed by such Officer or Officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors.

6. DEPOSITS

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

7. GIFTS

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association. Directors will not solicit gifts for personal gain.

8. BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members entitled to vote. A Director of the Association, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Association relevant to that purpose, at the expense of the member.

9. FINANCIAL RECORDS AND ANNUAL REPORTS

The Association shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Association, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Association shall be kept at the registered office or principal office of the Association in this state for at least three years

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after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Association may charge for the reasonable expense of preparing a copy of a record or report.

10. FISCAL YEAR

The fiscal year of the Association will run the calendar year for tax purposes. Any modification shall be as determined by the Board of Directors after consultation with a tax professional.

11. SATURDAY WORK SCHEDULE:

All members of the BYA Executive Board are required to work Saturdays of which the BYA secretary will be in charge of the schedule. If the member's game is played away from home the member is required to either make arrangements for their assistant on the Executive Committee or other volunteer to cover for them, or work both before and after the away game. He/She should notify the Vice President and/or secretary of his/her schedule or any changes that need to be made. Saturday schedule will be decided at the beginning of the season. Any unapproved or unannounced board member absence from a scheduled Saturday, the board member is subjected to removal by vote.

12. SOCIAL MEDIA POLICY

Purpose and Scope: This policy establishes guidelines for the appropriate use of social media platforms by employees, volunteers, board members, and affiliates of BYA. It aims to protect the organization's reputation, ensure compliance with legal and ethical standards, and promote responsible engagement on social media.

Guidelines for Personal Use:

- Personal social media accounts should be separate from official organization accounts.
- Exercise discretion and good judgment when posting about the organization on personal accounts.
- Remember that personal social media activity reflects on the organization.

Confidentiality and Privacy:

- Protect sensitive information about the organization, its clients, donors, and stakeholders.
- Do not share confidential or proprietary information on social media platforms.
- Handle inquiries or requests for information received through social media channels appropriately.

Content Standards:

- Post content that is accurate, truthful, and aligned with the organization's mission and values.
- Avoid discriminatory, harassing, defamatory, or offensive language or imagery.
- Respect copyright and intellectual property laws when sharing content.

Accuracy and Transparency:

- Provide accurate and truthful information about the organization and its activities.
- Disclose affiliations with the organization when posting about its programs or initiatives.
- Be transparent in interactions with followers, including acknowledging mistakes and correcting misinformation promptly.

Responsibility and Accountability:

- Official organization social media accounts must be managed by authorized individuals.
- Obtain approval before posting content on behalf of the organization.
- Individuals are responsible for their actions and behavior on social media platforms.

Crisis Communication Protocols:

- Respond to negative comments, complaints, or crises on social media promptly and appropriately.
- Designate authorized individuals to address public inquiries or issues raised on social media channels.
- Escalate concerns to management or the appropriate authorities as necessary.

Security Measures:

- Use strong passwords and other security measures to protect social media accounts from unauthorized access.
- Be vigilant about social media security risks, such as phishing scams or malware.

Enforcement and Consequences:

- Violations of the social media policy may result in disciplinary action, up to and including removal from the BYA association or NCT league.
- Enforcement will be consistent and fair across all individuals subject to the policy.

Review and Revision:

- The social media policy will be reviewed and updated regularly to reflect changes in technology, regulations, or organizational needs.
- Feedback from the community and the Board of Directors will be considered to improve the policy.

By adhering to this social media policy, individuals associated with BYA can help protect the organization's reputation, maintain compliance with legal and ethical standards, and promote responsible use of social media platforms.

ARTICLE VII
CONSTRUCTION

1. PRONOUNS AND HEADINGS

All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neutral gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.

2. INVALID PROVISIONS


If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

ARTICLE VIII
AMENDMENT OF BYLAWS

The Board of Directors may amend or repeal these Bylaws, or adopt new Bylaws, unless the Certificate of Formation or the Texas Business Organizations Code limits such powers.

Adopted by the Board of Directors on 11th day of 2024.

BOARD OF DIRECTORS:


BY: JOE TILLMAN, PRESIDENT, as represented by
unanimous vote of the Board of Directors

Appendix A
Protect System & Draft
Guidelines

Guidelines:

Number of allowable protects:

- BYA will abide by the allowable protects outlined in the NCT bylaws.

Eligible to be protected:

- All returning BYA tackle football players who completed the previous season. (Exception, illness or injury)
- Returning BYA players who did not play for another tackle football league/association after leaving BYA.

Ineligible to be protected:

- A Player who previously played for BYA and since has played for another tackle football league/association after leaving BYA.
- First year BYA tackle players.

Misc. Notes:

- A Parent of a Protected Player does not have to be assigned as an assistant coach or sideline volunteer.
- Once a form is submitted, there will be no alterations until Draft Day. Even up protects are not allowed until the draft day meeting with the Commissioner.
- Only Head Coach plus one is allowed in the DRAFT room.
- Board Members with a player associated with that grade that are not Head Coach or plus one, need to step out of DRAFT room.

Draft Rules:

1. Draft to be monitored by BYA Commissioner for such grade level.
2. Head Coach must present Protected List to Commissioner prior to the draft by the date previously specified by the board.
 - Head Coach may protect players according to the rules above.
 - Protected Players do include Head Coach's child(ren).
 - All players of a Head Coach, within the age group coaching, shall be considered Protected Players. If a coach protects a player with a sibling in the same grade level, the other sibling becomes a Protected Player as well.

3. A specific coach “request” may or may not be considered by the Board of Directors in order to uphold the integrity of the draft process.
4. Draft order will be determined by an agreeable game of chance. Once order is determined, draft will proceed as alternating with two teams or “snake” draft 1,2,3,3,2,1,1,2,3....when there more than two teams.
5. If the number of protected players are equal, draft begins in order as determined thereby. If Protected Player numbers are unequal, coach(s) with less Protected Players gets number of picks that will equal to other team(s) protected number.
6. If more than two teams and there is an unequal number of Protected Players between the teams, draft order and procedure as set out above determines order of picks between the teams with unequal Protected Players to drafted players, the draft begins per the draft order and procedure set out above.
7. If a coach drafts a player with a sibling in the same grade level, the sibling not picked automatically counts as the coach’s next pick in the order of the draft.
8. Registration of a new player to league after draft is left to discretion of the BYA Board. The placement of the player will be determined by draft order and who would have had the next pick shall be noted by the grade commissioner and BYA at the draft. No returning player shall be permitted to register after the draft to ensure that a holdout is not purposefully done to get on team of choice.
9. All teams shall be finalized at the draft, and the drafts shall be monitored closely by the BYA, and can be excepted to at its discretion keeping in mind the general fairness of the draft system. Coaches and the applicable commissioner shall complete and sign the official NCT/BYA draft from once the draft is complete.

Appendix B **Rules of Conduct**

Coaches Code of Conduct:

Coaches are expected to abide by the following Code of Conduct as set forth:

With regard to my players:

- I believe that my role as a coach is to contribute to the overall success, physical, and athletic growth of the player through participation in football.
- I will endeavor to be a good instructor and a positive role model for my players.
- I believe that the score of a game comes second to the safety and welfare of all my players.
- I will endeavor to put winning in its proper perspective.
- I am responsible for understanding and competing within the letter and the spirit of the rules of the game.
- I will teach my players to understand and play within the letter and spirit of the rules, as well.

With regard to opposing teams:

- I believe that the way my team conducts itself can also have an influence, for better or worse, on those we compete against.
- I will endeavor to make my team a positive role model.
- I will not coach, nor allow my players to play, with intent to cause injury to opposing players.
- Neither I nor my players and spectators will display hostile behavior towards opposing players.
- Neither I nor my players and spectators will speak in a negative manner toward any member or spectator from the opposing team.
- I will emphasize winning without boasting and losing without bitterness.

With regard to Referees:

- I believe that Referees, just as coaches and players, are attempting to do their best.
- I will instill in my players and spectators a respect for that fact.
- I understand that my attitude can influence my players and spectators.
- I will display a controlled and undemonstrative attitude toward Referees at all times.
- Neither I nor my players and spectators will address a Referee before, during or after the game in a demeaning fashion.
- Coaches are responsible for the conduct of their players and the spectators on their side of the field, specifically as it relates to the referees, coaches, players and

spectators on the other team. Verbal and/or physical abuse will not be tolerated. Any coach showing this type of behavior may be suspended for a minimum of one (1) game.

- If players and/or coaches conduct is not in the spirit of recreational football the referee and/or league commissioner can have the player and/or coach leave the game for a cooling off period. The same conduct rule applies to spectators. If the cooling off period does not resolve the problem, the person(s) may be asked to leave the field and/or grounds.
- Coaches should avoid approaching a referee or stepping on to the field to challenge a call in a demeaning way. They may be asked to leave the game and the incident will be presented to the board to be reviewed.

Coaches' failure to abide by this Code of Conduct may result in disciplinary action by the league which may include but is not limited to game suspension and/or my rights to participate as a coach for Brock Youth Football and Cheer Association.

Parent and Spectator Code of Conduct:

BYA strives to provide a safe, fun learning environment for our youth football players. We will do our best to create an opportunity for kids to work together as a team toward common goals. We emphasize sportsmanship, teamwork, responsibility, commitment, and respect. Our focus is on developing and teaching proper, safe football skills, and core life values through the sport of football.

BYA will not tolerate verbal or physical abuse of its volunteer coaches, referees, or players from any Parent, Player, or Spectator.

Parent or Guardian Code of Conduct:

- I will encourage good sportsmanship by demonstrating positive support for all participants, coaches, officials, board members, and staff at all league events.
- I will encourage a balanced lifestyle for my child between sports, education, and other interests.
- I will place the emotional, psychological, and physical wellbeing of my child, and any other child in the league ahead of any personal desires I may have.
- I will support all coaches, board members, and others working with my child, in order to encourage a positive and enjoyable experience for all.
- I will never ridicule or yell at my child or other participants for making a mistake or losing a game.
- I will teach my child that doing one's best is more important than winning so that my child will never feel defeated by the outcome of a game.
- I will remember that children participate to have fun and that the game is for them, not

THE BY-LAWS OF BROCK YOUTH FOOTBALL AND CHEER ASSOCIATION

adults.

- I will ask my child to treat other participants, coaches, board members, parents, and spectators with respect, regardless of race, sex, creed, or ability.
- I will, along with any guest of mine, refrain from any vulgar, lewd, or obscene language or gestures while participating in, or watching any league events.
- I will respect the coach's right to coach. I will not interfere whatsoever during the course of practice or games. Should I have a concern, I will wait for the appropriate time in which to consult with the coach, or turn my attention to the Commissioner, to express my concerns.
- I understand that only the coaches, registered players and approved volunteers are allowed on the field during all practices, games and league events. Parents or Guardians are encouraged to attend all practices, games and league events, but must observe from an area designated for spectators.

Parents understand that if they do not adhere to this Code of Conduct, they may be removed from attending games for a period of time (to be determined by the BYA board). As a result of any suspension, they may be required to meet with the BYA board prior to being reinstated.

Player Code of Conduct

It is the responsibility of the parent to ensure your child agrees to the Player Code of Conduct outlined below:

- I will always demonstrate good sportsmanship and respect for other players, coaches, officials, and parents.
- I will do my best to listen and learn from my coaches.
- I deserve to have fun during my football experience and will alert parents or coaches if it stops being fun.
- I will attend and be on time for every practice and game that I can and will notify my coach if I cannot.
- I understand that an unexcused absence may result in reduced playing time.
- I will do my best in school and understand that school will always come before sports.
- I will not use profanity or taunt others.
- I will never purposely engage in an act to physically hurt another.
- I will always do my best to practice and play the game of football within the rules.
- I will always be a good teammate that will show support and never criticize others.

Players understand that if they do not adhere to this Code of Conduct, they may be suspended for a period of time (to be determined by the BYA board). As a result of any suspension, they may be required to meet with the BYA board prior to being reinstated.