

Dripping Springs Youth Sports Association, Inc.

Bylaws

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Editor Tip:

The Table of Contents is a feature in Microsoft Word. It reads the headings and creates the table, automatically adjusting the pagination. These formatting features are destroyed when opening this document in a non-Microsoft word processing program (i.e., Google Docs).

When editing the contents of these bylaws, use the Home / Styles in the ribbon to create any new headings. When changing the contents of the headings, or moving sections in the document, one can update the table of contents by following these directions:

1. With your mouse pointer anywhere on the table of contents, right click
3. Choose "Update Field" (or "Entire Table" / "page numbers only" based on your need)

To control the table of contents' formatting, navigate in the ribbon to References / Table of contents / Custom and make any selections you choose.

I. Purpose

Dripping Springs Youth Sports Association, Inc. (“DSYSA”) is a Texas nonprofit corporation and is not operated for profit. DSYSA is organized exclusively for the nonprofit purposes specifically described in the certificate of formation. All changes to DSYSA's purpose are governed by changes to that document.

II. Membership

The DSYSA corporation does not have voting members. The management of the affairs of the corporation is vested in its board of directors.

III. Board of Directors (Governing Body)

A. Board Members Fiduciary Duties

All nonprofit directors and officers owe fiduciary duties to the nonprofit corporation they serve. A fiduciary duty is a legal obligation to act in the best interest of another, in this case, DSYSA. Directors and officers of the organization will uphold the following fiduciary duties:

- 1. Duty of Care:** All directors will discharge their duties in good faith, in a manner the board Member reasonably believes to be in the best interests of the DSYSA, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. This means directors have a responsibility to be active in the nonprofit corporation’s affairs: 1) by preparing for and attending board meetings; 2) by asking questions, making informed decisions, and exercising independent judgment; 3) by ensuring the DSYSA’s purposes are fulfilled efficiently, and that DSYSA is following sound business practices; and 4) by ensuring adequate internal controls are implemented and followed.
- 2. Duty of Loyalty:** All directors will put the interest of the DSYSA and its objectives over their own personal interests and those of their family or friends, or any individual sport. This means directors will: 1) establish and follow a written Conflicts of Interest Policy as a board; 2) recuse themselves from all board votes where they have a conflict of interest individually or due to their sport representation; 3) not put self-interest first by taking opportunities that would be advantageous to the DSYSA; and 4) not knowingly vote in favor of any transaction that would damage the DSYSA.
- 3. Duty of Obedience:** All directors will 1) be responsible for understanding and following the organization’s governing documents (certificate of formation, Bylaws, Policies & Procedures, etc.); 2) be faithful to the organization’s stated purpose and mission; and 3) abide by all state and federal laws, regulations, and rules related to nonprofit entities, fundraising, and tax-related issues.

B. Board Governing Powers

In compliance with state law and common law, the board of directors will execute the fiduciary duties to the nonprofit corporation in all aspects of its governance. The board has all the powers given by state law which are necessary and appropriate for governing the DSYSA, including but not limited to the following:

- 1.** Performance of all duties imposed upon them collectively or individually by law, by the articles of incorporation, these bylaws, or other written policies and procedures of the DSYSA.
- 2.** Appointment and removal of board directors, officers, committee members, etc.
- 3.** Hiring, discipline and discharge of any Executive Director or other employees.
- 4.** Oversee the affairs and activities of DSYSA and set all policies and procedures.
- 5.** Enter into contracts, leases, or other agreements which are, in the judgment of the board, necessary or desirable to the delivery and execution of the mission.
- 6.** Acquire, manage, improve, encumber, leverage, or dispose of real or personal property, through any lawful method.
- 7.** Oversee, manage and administer all funds brought into the organization for furtherance of the nonprofit's exempt purpose. This includes all funds raised by individual sport committees, whether through fees, donations, grants or otherwise.
- 8.** Oversee, manage and administer all financial accounts and records, including any accounts for sport committees, to facilitate tax compliance and the preparation of financial statements and the filing the Form 990 with the IRS.
- 9.** Oversee, manage and administer DSYSA participation in financial transactions such as loans, debt obligations, investments, promissory notes, bonds, deeds of trust, mortgages, pledges, etc. This includes any obligations for particular sports resources.
- 10.** Provide indemnification for directors, officers, employees, committee members or other official agents who are serving at the request of the corporation and to maintain DO insurance for these purposes.
- 11.** Uphold the bylaws, policies and procedures of the DSYSA.
- 12.** The board may engage in acts that are in the best interests of the DSYSA and that are not in violation of state or federal laws or regulations. No director will have any right, title, or interest in or to any property of DSYSA.

C. Board Compensation

All members of the board will serve as volunteers. No compensation may be paid to the directors for their services, time, and efforts in that role. Directors, however, may be reimbursed for necessary and reasonable actual (documented) expenses incurred in the performance of their duties subject to the organization's financial policies and procedures.

D. Board Number and Qualification

All directors must be over the age of 18. These individuals should be broadly representative of the community, possess applicable experience, or meet other eligibility criteria. At-Large Directors must have at least one year of prior experience within DSYSA and must live within the DSYSA service area. Directors may not be corporate entities.

DSYSA's board of directors is composed of at least 16 seats. Aside from the Board President, all seats on the board are voting seats.

The board seats are categorized as follows:

- 1. Sports Committee Seats (10 seats – or 1 per active sport)**
 - a.** Baseball (1 seat)
 - b.** Softball (1 seat)
 - c.** Basketball (1 seat)
 - d.** Cheer (1 seat)
 - e.** Flag Football (1 seat)
 - f.** Football (1 seat)
 - g.** Lacrosse (1 seat)
 - h.** Soccer (1 seat)
 - i.** Volleyball (1 seat)
 - j.** Wrestling (1 seat)
- 2. At-Large Director Seats (5 seats)**
- 3. Board President (1 seat, *non-voting except when required to break a tie*)**

E. Board Terms

Sports Representatives will serve a 1-year term. All other directors will serve a 2-year term. DSYSA will utilize staggered terms or any other reasonable method to preserve institutional knowledge continuation. There is no limitation on the number of terms a director may serve, except that directors must take at least one year off after serving 6 consecutive years.

F. Election Process

- 1. Sports Committee Seats**

The DSYSA board will appoint one willing committee member to serve as that committee's board representative.

2. At-Large Seats

Directors will be elected by a vote of the board of directors. Election of at-large directors may occur as a regular order of business at any board meeting. Election of sports committee representative directors will occur through a vote to amend the committee's charter. New directors may begin their term immediately upon election or at the next meeting.

The board may establish a recruiting policy, application process or notice of interest process, etc.

G. Board Member Resignation

A director may resign at any time by giving notice to an officer of the board. Notice may be in any form. The resignation can be deemed effective immediately without formal acceptance by the board. If a resignation is provided with a later effective date, then the board may fill the pending vacancy as described below before the effective date and the new director will be seated on the effective date and will serve out the remainder of the resigning member's term.

H. Board Member Termination or Removal

Any director may be removed at any time with or without cause, by an affirmative vote of at least two-thirds majority of all the remaining directors. The matter of removal may be acted upon at any meeting of the board of directors. The director subject to removal may not vote on the matter.

Upon removal, an eligible successive director may then be elected to fill the vacancy created and serve out the remainder of that term.

I. Board Vacancies

Vacancies for at-large directors are filled by a vote of the majority of the remaining directors at a properly called meeting. The new director appointed will fulfil the remainder of the term for the vacated seat as an interim director.

J. Regular Board Meetings

The board will meet routinely, on a schedule designated by the board. The board will meet at least quarterly.

K. Special or Emergency Board Meetings

Special meetings of the board may be called with 24 hours' notice upon the request of the President, or by one-third of the board.

L. Board Meeting Notices

All written meeting notices, including the date, time, and place of the meeting, are provided to each director at least 3 days in advance of a meeting. This notice may be given through any

reasonable method. The board meeting schedule may be set and published to the board annually in lieu of or in addition to other notices.

Directors may waive the notice requirements. Attendance at the meeting is considered a waiver of notice requirements unless the director objects at the beginning of the meeting that it was not properly called and does not participate in the meeting.

M. Board Meeting Quorum

Unless otherwise specified in these bylaws, at all meetings of the board of directors, a simple majority of 51% or greater of seated directors constitutes a quorum for the transaction of all authorized business. If 51% or greater of seated directors are not present, no voting may occur.

N. Board Action / Voting

Unless otherwise specified in these bylaws, during board meetings, all matters are decided by a simple majority vote. There is no cumulative voting among directors. Abstaining from votes is not permitted. Board members with a conflict of interest will recuse themselves from all discussion and the vote in accordance with the DSYSA's Conflicts of Interest Policy. Proxy voting is not permitted. The acts of the board are the acts of the DSYSA and must be carried out.

O. Private Entity

DSYSA is a private nonprofit corporation not subject to open meetings law and government data practices. DSYSA may hold its meetings open to the public, if desired. DSYSA may hold closed meetings or executive sessions at any time for any reason including but not limited to for consideration of legal issues, personnel issues, or other matters.

P. Meeting Procedures

All questions of order with respect to any meeting or action of the DSYSA, its board of directors, or any chartered committee or task force will be resolved in any orderly manner that is deemed appropriate by the President or committee Chair. DSYSA is not obligated to utilize Robert's Rules of Order.

Q. Meeting Decorum

DSYSA follows lawful and nonprofit sector best practices for conducting business meetings. The board of directors will exemplify, communicate, and enforce the expectation that meetings are conducted in an orderly and respectful manner. The board of directors reserves the right to excuse any director, officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. The President has the responsibility to require order in a meeting. To that end, the President or Chair has the authority to call a director, officer, or member to order, and exclude non-members, if necessary, to maintain an orderly meeting. The President has the authority to remove a participant from the meeting. Another officer may act in the President's place if required. Vice President if present will act as Chair.

R. Board Meetings by Remote Participation

To the extent permitted by state law, meetings of the board of directors may occur either in part or solely through remote communication, if desired. The method of remote communication must allow all directors in attendance to participate contemporaneously in the meeting.

S. Board Written Action Without a Meeting

Any action that could be taken at a board meeting may instead be taken by written action, so long as the following conditions are met:

- The action is taken by a vote of the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.
- The votes cast through written action must be voted on through authenticated electronic communication (defined as communication that includes information which one can reasonably identify who the sender was (for example, a known email address, phone number, certified e-signature program, etc.)).
- Once the vote is complete, all directors are given immediate notice of the text and effective date of the written action.
- Action taken under this section is effective when the last director signs the consent unless the consent specifies a different effective date.
- Action taken under this section has the effect of a meeting vote and may be described as a meeting vote in any document.

IV. Officers

A. Election of Board Officers

Board officers must first also be at-large directors on the board of directors. Officers are effectively board members with extra duties. Board officers are volunteers and are not paid for their board service. They are elected annually from the pool of seated at-large directors. Sports committee directors are not eligible to serve as officers because they already have the extra duties related to the sport.

A vacancy in any board officer position may be filled by a vote of the board of directors for the unexpired portion of the term. The board of directors also has the authority to appoint temporary acting board officers as may be necessary during the temporary absence or disability of serving board officers.

B. Terms

All board officers will serve a 1-year term that coincides with a portion of their term as director. There is no limit to the number of terms an officer may serve, however in compliance with Texas state law, no term may exceed 3 years. In the case of the Treasurer, the Treasurer may serve only up to 3 consecutive years. After serving 3 consecutive years, the Treasurer must take

at least 1 year off from the Treasurer position before being considered for another term as Treasurer.

C. Resignation

A board officer may resign by giving notice to any other board officer. The resignation is effective immediately and without formal acceptance when the notice is given to the board, unless a later effective date is named in the notice. Notice may be in any form.

D. Removal

Board officer positions are distinct from board membership. Any officer who is removed as a director is also automatically removed from their officer position. However, any officer may be removed only from their officer position with or without cause by a vote of all remaining directors. The matter of removal may be acted upon at any meeting of the board of directors. The officer subject to removal cannot vote on the issue. After removal, another at-large board member will be appointed to serve in an interim capacity to fill the vacancy for the remainder of the board officer term.

E. Board Officers & Duties

The principal officers of the board consist of a President, Secretary and Treasurer, and a Vice President if desired. Their duties are as follows:

- 1. President.** The President convenes regularly scheduled board meetings, presides at meetings, or arranges for other directors to preside at each meeting. Since all board members are of equal authority, any other officer or director may serve in the President's absence. The President does not have any extraordinary authority or veto power due to their Office. The President does not vote except in the case of a tie.
- 2. Secretary.** The Secretary is responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- 3. Treasurer.** The Treasurer makes a report at each board meeting and makes financial information available to the board and the public. The Treasurer may also assist in the preparation of the budget if required, sourcing accounting and bookkeeping vendors, etc.
- 4. Vice President.** The Vice President, if one is appointed, may chair committees or task forces on special subjects as designated by the board and may serve in the President's absence when needed.

At the discretion of the board of directors, other board officers may be elected with duties that the board will prescribe.

Officers also have additional duties and powers as prescribed from time to time by the board of directors in addition to the duties and powers described by these Bylaws.

V. Committees & Task Forces

A. Authority

The board of directors may act through committees or ad-hoc task forces. The board creates all committees and task forces through a chartering process and by a vote of the board of directors.

Each chartered committee or task force, including sports committees, have only the duties and responsibilities granted to it from time to time by the board. Committees and task forces are always subject to the control and direction of the board.

Committees and task forces report back to the board on a schedule determined by the board regarding recommendations or action items on the board's agenda.

B. General Committees

Committees may be standing or have an expiration date. Committees are formed under a detailed charter describing their purpose and duties. DSYSA may form committees such as a finance, personnel, governance or grievance committee, as may be necessary.

C. Temporary Task Forces

Task forces are temporary work groups often made up of experts in specified areas of knowledge or practice. Task forces are small groups of people—and resources—brought together to accomplish a specific objective, with the expectation that the group will disband when the objective has been completed. Task forces are formed to address major or complex issues and projects. Often, they are formed in response to an event, whether expected or unexpected, which causes the need to acquire knowledge and respond.

A. Sport Committees

Sport Committees are all-volunteer committees formed under a detailed charter by the board of DSYSA. Sport Committees are not separate legal entities. The board may charter a separate committee for each sport or combine multiple sports into one committee when necessary.

With respect to Sport Committees:

- 1. One Organization.** DSYSA and its Sport Committees are recognized as one legal entity, with one tax exempt status and one exempt purpose and mission. In order to manage risk and ensure compliance with state and federal nonprofit laws, Sport Committees expressly do not have any authority to open bank accounts, form new entities, start new programs, start scholarship funds, or otherwise operate outside the boundaries of their charter. All accounts and records for each Sports Committee must be managed by the DSYSA entity since DSYSA has all legal liability for actions of the committees.
- 2. Affiliations.** To the extent that Sport Committees wants to be affiliated with a sports league or network DSYSA is the affiliated legal entity.

3. Authority and Liability. Sport Committees operate under the discretion and control of DSYSA and DSYSA, the corporation, bears all liability for all committee activities. As part of DSYSA, all Sport Committees must follow all policies and procedures set out by DSYSA. This includes all aspects of operation including finance, governance, fundraising, etc.
4. Policies and Procedures. All committees must follow DSYSA bylaws, policies and procedures. In the event of conflicting terms with any sport-specific operational manuals, handbooks, or sports rules, etc., the DSYSA documents are the controlling authority. Each committee will provide copies of any manuals, handbooks, or other policy documents the committee develops to the board on an annual basis (and update the board if amendments are made during the year). DSYSA may require a committee to change its operational documents if needed.
5. Board Representatives. The DSYSA board will appoint one willing committee member to serve as the Sport Committee board representative, who will have all the rights and fiduciary obligations of a DSYSA board member during their term.
6. Program Staff. The DSYSA may staff each committee with employees or key volunteers to serve as the Sport Program Staff as the board deems necessary. These staff will operate under a position description. Generally, they may be responsible for:
 - Planning, managing, and administering the committee's youth sport(s) activities
 - Providing program information to the general public
 - Supervising the sport's personnel or participants as necessary
 - Managing the sport's revenues and expenditures to stay within budget
 - Monitoring committee compliance with the sport program objectives
 - Monitoring compliance with DSYSA policies and procedures
 - Establishing procedures for handling grievances, protests and disciplinary matters occurring within the sport(s) they administer
 - Attend sports committee meetings
 - Reporting back to the board as necessary on the above
7. Coaches. Coaches are personnel of DSYSA who are hired, supervised and discharged by DSYSA under its personnel policies and procedures. Coaches are not eligible to serve on the board as a representative. Coaches may attend Sports Committee meetings but need not be in a committee leadership role.

8. Charter and Leadership Roster. Sport Committees are created through a detailed charter approved by DSYSA board. Up to 9 Sports Committee members serve a 1-year term. The DSYSA board will advertise open positions for committee leadership and develop a slate for approval. A slate of proposed members will be presented to the board for approval in the pre-season. DSYSA board retains full discretion over both committee membership and its operations and has the right to remove and replace committee members if necessary. Removal and replacement will be done by a board vote to amend the sport committee charter. Changes may be reported to the committee after the vote.
9. Annual Committee Budgets. Each Sports Committee will prepare and present a pre-season budget for review and approval by the board. Once the budget is approved, the committee may operate against that budget, subject to any required board approval for expenses over the thresholds set in the DSYSA financial policies and procedures. Each committee will present a post-season financial report as required under the DSYSA policies and procedures.

B. Executive Management Committee

The board of directors may (but does not need to) establish an Executive Management Committee to consist of the at-large directors. Consistent with Texas law, directors must make up a majority of the Executive Management Committee members and the committee cannot be less than two individuals. The creation of an Executive Management Committee does not relieve the board of directors of any of its responsibilities. This committee is always subject to the direction and control of the full board. The role of the Executive Management Committee, if established, is primarily to organize the agenda for each board meeting and may also supervise the Executive Director (if any). In keeping with nonprofit sector best practices, the Executive Management Committee never has authority to act on behalf of the full board for any reason.

C. Meetings

Meetings of the individual committees and task forces may be held at a time and place (including by phone or virtually) as determined by a majority of the committee or task force members; by the board President; or, by the board of directors. Notice of committee and task force meetings is handled under the same provisions for board meetings, including the ability to waive notice requirements. A simple majority constitutes a quorum for any committee or task force meeting.

VI. Executive Officers, Employees, & Independent Contractors

A. Designation

The board of directors may select an Executive Director (whether it uses this title or another comparable title). The Executive Director will be engaged by and act as the administrative agent of the board of directors to administer the affairs of DSYSA and implement the policies and decisions of the board of directors. The Executive Director has no power or authority apart from that which is delegated to them by the board of directors, and the board has the duty and

responsibility to adequately monitor the actions of the Executive Director. The Executive Director may be a non-voting ex officio member of any standing committees and may attend and may participate in all meetings of the board of directors except when matters regarding their employment and compensation are under consideration. The Executive Director may not serve as a voting member of the board of directors.

B. Compensation

DSYSA may pay compensation to the Executive Director, other hired officers, employees, and other independent contractors for services rendered. The amount and frequency of payments must be reasonable, determined from time to time by the board in accordance with the Conflicts of Interest Policy, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

C. Checks, Drafts, Petty Cash Fund

The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for the DSYSA. They may also be authorized to administer a Petty Cash Fund, the size of which is designated by the board of directors.

D. Volunteers

The board of directors may establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission. DSYSA may maintain insurance policies to cover those serving as volunteers.

VII. Management Provisions

A. Financial Year

The accounting year of the DSYSA begins on January 1 and ends on December 31.

B. Annual Budget & Financial Information

The board will consider programmatic goals and financial objectives in planning for the annual budget. The board must review and adopt the budget annually. During the financial year, expenditures must be within budget, unless the budget is revised with board approval as required by the financial policies and procedures. Financial reports are required to be submitted to and reviewed by the full board no less than quarterly. At minimum, the board will regularly review the DSYSA's: income statement, balance sheet, and budget to actual reports. At minimum, the board will review annually the annual financial report, any audit reports, and IRS 990 information return.

C. Accounts

1. DSYSA will maintain appropriate checking, savings, or other accounts at a reputable bank or financial institution under the name of the DSYSA.

2. Any officer of the DSYSA may be authorized by board resolution to act as signatories on all corporate accounts. DSYSA will always have at least two signatories on every bank account or financial account.
3. All money raised in the DSYSA's name must be deposited in corporate accounts as charitable assets and used for charitable purposes according to State and Federal fundraising laws and rules.

D. Corporate Office

The corporate office of the DSYSA is the place designated in the certificate of formation as the corporate office. DSYSA may change its corporate office in accordance with state law. The corporate records are stored at the corporate office or in an electronic file storage system.

E. Other Offices

DSYSA may maintain offices or places of business other than the corporate office and mailing address on file with its home state. Including those within or outside of its home state, as the board may from time to time designate or the business of the DSYSA may require.

F. Records

DSYSA will keep at the corporate office address or in an online filing system correct and complete copies of its articles and bylaws; accounting records; and, the meeting minutes of its board, committees, and task forces for the last six years.

G. Inspection

A director may inspect all records described in the section above, either in person or by agent or attorney, for any proper purpose at any reasonable time. A proper purpose is one reasonably related to the person's interest as a director of the corporation.

Upon request the DSYSA will give a director who requests it a financial statement (i.e., consolidated financial statements, or income statement and balance sheet, etc.) for the last annual accounting period and a balance sheet with a summary of its assets and liabilities as of the closing date of the last quarterly accounting period.

H. Ownership of Intangible Assets

From time-to-time accounts will be established on behalf of DSYSA for third party services such as web domains, web services, software services, donor or member lists, etc. All accounts of this nature are assets of the DSYSA and should be opened in the name of the DSYSA whenever possible. If ownership cannot be established in the name of the DSYSA, the individual must grant secondary authority whenever possible or share account information and log in credentials to the DSYSA's designee to preserve right of access to these assets and accounts.

I. Legal Instruments

All contracts, agreements, and other legal instruments executed by the DSYSA must be issued in the name of the DSYSA, not the individual name of a director or officer, employee, etc. The

board may establish internal controls or policies which control the number of officers required to sign legal instruments.

Legal instruments must only be signed after proper consideration and approval by the full board or those with delegated authority (for example, the Executive Director). In the event a legal instrument is not properly approved, then the individual signing the agreement may be considered personally liable.

J. Loans

Loans and other debts are not permitted without authorization of the board of directors (or those with delegated authority) specifically authorizing the loan or debt. All loans and debts for the DSYSA must comply with state laws governing nonprofits.

K. Periodic Reviews

Periodic reviews are conducted to ensure the DSYSA operates in a manner consistent with its charitable purposes; that it files all required paperwork; and does not engage in activities that could jeopardize its tax-exempt status. The periodic reviews will, at a minimum, include the following subjects:

- 1.** Whether compensation arrangements and benefits and vendor payments are reasonable, based on competent survey information, and the result of arm's length bargaining.
- 2.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the DSYSA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction.
- 3.** Whether DSYSA is properly filing annual paperwork with the IRS (including the Form 990) and certain state agencies for charitable solicitation registration; corporate entity registration; unemployment insurance; sales tax revenue reporting; income tax reporting; or social security administration, etc.
- 4.** Whether DSYSA is compliant with state and federal fundraising regulations and industry best practices.
- 5.** Whether DSYSA has adequate and necessary insurance coverages for liability, directors and officers, workers compensation, or other coverages.

L. Affiliations

DSYSA may maintain professional affiliations that benefit and strengthen the organization and its capacity to fulfill its mission.

M. Policies and Procedures

The board of directors may establish policies and procedures including but not limited to:

- To maintain records of decisions made by the board in one central location.
- Regarding internal financial controls.
- Regarding conflict of interest.
- Regarding gifts and grants to other individuals/organizations.
- Regarding employees and volunteers; and
- Regarding other topics that may become reasonable and necessary.

VIII. Amending the certificate of formation and Bylaws

The Corporation has the power to amend the certificate of formation and bylaws. Subject to restrictions imposed by state statutes, amendments to the certificate and bylaws must be approved by a 2/3 vote of the whole board at a properly called meeting.

Certification

These bylaws were approved at a properly conducted meeting of the board of directors of DSYSA by a majority vote.

Holly Newman

Secretary

10/7/2024

Date