

**BYLAWS
OF
THE WEST AUSTIN YOUTH ASSOCIATION
A NONPROFIT CORPORATION**

These Bylaws are subject to, and governed by, the Texas Business Organizations Code (TBOC") and the articles of incorporation of The West Austin Youth Association (the "corporation"). If there is a direct conflict between the provisions of these bylaws and the mandatory provisions of the TBOC or the provisions of the corporation's articles of incorporation, such provisions of the TBOC or the certificate of formation of the Corporation, as the case may be, will control

**ARTICLE ONE
OFFICES**

1.1 Principal Office. The principal office of the corporation shall be located in Austin, Travis County, Texas.

1.2 Registered Office and Registered Agent. The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with that registered office, as required by the TBOC. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Trustees.

**ARTICLE TWO
MEMBERS**

2.1 Classes of Members. The corporation shall have no members.

**ARTICLE THREE
BOARD OF TRUSTEES**

3.1 General Powers. The affairs of the corporation shall be managed by its Board of Trustees. Trustees need not be residents of Texas.

3.2 Number, Tenure and Qualifications. The number of Trustees shall be no less than seven (7) and no more than twenty-two (22). Each Trustee's term of office shall be three (3) years unless he or she is elected to fill an unexpired term. Each Trustee shall be elected by the Board of Trustees. Each Trustee shall hold office until the next annual meeting of Trustees when his term expires and until his successor shall have been elected and qualified. A Trustee may serve a maximum of six (6) years total, provided, however, a Trustee who is serving as President or President Elect of the corporation during his or her sixth year on the Board of Trustees may serve up to two additional years for a total of eight (8) years. Current Board members, who joined before 2021, have the option to stay on for nine years or role off at six years.

3.3 **Regular Meetings.** A regular monthly meeting of the Board of Trustees shall be held without other notice than this bylaw unless no quorum can be reached or the Board determines not to meet. The monthly meeting shall be held as determined by the Trustees. The Board of Trustees may provide by resolution the time and place, for the holding of additional regular meetings of the Board without other notice than that resolution.

3.4 **Special Meetings.** Special meetings of the Board of Trustees may be called by or at the request of the President or any seven (7) Trustees. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meetings of the Board called by them.

3.5 **Notice.** Notice of any special meeting of the Board of Trustees shall be given at least two (2) days previous to it by written notice delivered personally or sent by mail to each Trustee at his or her address as shown by the records of the corporation, or by electronic mail at the address shown in the records of the corporation. If mailed, that notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of that meeting, except where a Trustee 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 transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of that meeting, unless specifically required by law or by these bylaws.

3.6 **Quorum.** A majority of the Board of Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board. Trustees present by proxy may not be counted toward a quorum but Trustees present by means of a conference telephone or other means of remote communication equipment in accordance with Section 3.13 will be counted toward a quorum. If less than a majority of the Trustees then in office is present at a meeting, a majority of the Trustees present may adjourn the meeting without further notice.

3.7 **Manner of Acting.** The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these bylaws.

3.8 **Vacancies.** Any vacancy occurring in the Board of Trustees and any trusteeship to be filled by reason of an increase in the number of Trustees shall be filled by the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

3.9 **Compensation.** Trustees shall not receive any stated salaries for their services as Trustees. Nothing in these Bylaws shall be construed to preclude any Trustee from serving the corporation in any other capacity and receiving compensation for that service.

3.10 Informal Action by Trustees. Any action required by law to be taken at a meeting of Trustees, or any action which may be taken at a meeting of Trustees, may be taken without a meeting if a consent in writing setting forth the action taken is signed by all of the Trustees. The consent may be in one or more counterparts so long as each Trustee signs one of the counterparts. Any photographic, photostatic, facsimile, or similarly reliable reproduction of a consent in writing signed by a Trustee may be substituted or used instead of the original writing. The signed consent shall be placed in the minute books of the Corporation.

Electronic mail or any other electronic transmission by a Trustee consenting to an action to be taken is considered to be written, signed, and dated for the purposes of this Section if the transmission sets forth or is delivered with information from which the Corporation can determine that the transmission was transmitted by the Trustee and the date on which the Trustee transmitted the transmission. The date of transmission shall be deemed to be the date on which the consent was signed.

3.11 Removal. Any Trustee elected or appointed by the Board of Trustees may be removed by the Board of Trustees by a majority vote of the Trustees then serving whenever, in the judgment of the Board, the best interests of the corporation would be served by that removal. Removal of a Trustee shall be without prejudice to the contract rights, if any, of the Trustee so removed.

3.12 Proxies. A Trustee may give his written proxy to another Trustee to vote on a specified matter before the Board. Any proxy shall be revocable by the Trustee giving it. No proxy shall be effective for more than thirty (30) days.

3.13 Telephone or Remote Communication Meetings. Trustees and committee members may participate in and hold a meeting by means of a conference telephone or other means of remote communication equipment by means of which persons participating in the meeting can hear each other. Participation in such a meeting constitutes 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. Trustees and committee members will be considered present in person and may vote at a meeting held solely by means of remote communication if (a) the corporation implements reasonable measures to verify that each person considered present and permitted to vote at the meeting by means of remote communication is a Trustee or committee member; (b) the corporation implements reasonable measures to provide the attendees at the meeting by means of remote communication a reasonable opportunity to participate in the meeting and to vote on matters, including an opportunity to read or hear the proceedings of a meeting substantially concurrently with the proceedings; and (c) the corporation maintains a record of any vote or other action taken at the meeting by means of remote communication.

ARTICLE FOUR

OFFICERS

4.1 Officers. The officers of the corporation shall be a President, a President-Elect, a Secretary, a Treasurer, a Parliamentarian, and any other officers as may be elected in accordance with the provisions of this Article. The Board of Trustees may elect or appoint any other officers as it shall deem desirable, those officers to have the authority and perform the duties prescribed, from time to time, by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers shall be members of the Board of Trustees.

4.2 Election and Term of Office. The President and President-Elect of the corporation shall be elected biennially by the Board of Trustees at the regular meeting of the Board of Trustees in October of odd-numbered years. All other officers of the corporation shall be elected annually by the Board of Trustees at the regular meeting of the Board of Trustees in October. The President and President-Elect shall serve for a term of two (2) years. All other officers shall serve for a term of one (1) year. If the election of officers shall not be held at that meeting, that election shall be held as soon as it conveniently may be held. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

4.3 Removal. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees by a majority vote of the Trustees then serving whenever, in the judgment of the Board, the best interests of the corporation would be served by that removal. Removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.

4.4 Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Trustees for the unexpired portion of the term.

4.5 President. The President shall be the principal executive officer of the Board and shall in general supervise all of the business and affairs of the Board. The President shall preside at all meetings of the Board of Trustees. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees have authorized to be executed, except in cases where the signing and execution of them shall be expressly delegated by the Board of Trustees, by these bylaws, or by statute to some other officer or agent of the corporation. In general, the President shall perform all duties incident to the office of President and any other duties as may be prescribed by the Board of Trustees from time to time.

4.6 President-Elect. In the absence of the President or in the event of his inability or refusal to act, the President-Elect shall perform 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 President-Elect shall perform any other duties as from time to time may be assigned to him or her by the Board of Trustees.

4.7 **President Emeritus.** In recognition of his extraordinary contributions to the West Austin Youth Association, Sammie F. Joseph is named President Emeritus. He is entitled to a lifetime position on the Board of Trustees as a voting Trustee.

4.8 **Treasurer.** If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of duties in that sum and with any surety or sureties as the Board of Trustees determines. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all of those monies in the name of the corporation in those banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article Six of these bylaws. The Treasurer may delegate duties to the Controller of the corporation and act to oversee and review the actions of the Controller. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and any other duties as from time to time may be assigned by the Board of Trustees. A Trustee may serve a maximum of three (3) years as Treasurer.

4.9 **Secretary.** The Secretary shall (i) keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose; (ii) give all notices in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records; and (iv) keep a register of the post office address and email address of each Trustee. In general, the Secretary shall perform all duties incident to the office of Secretary and any other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees.

4.10 **Meetings with the Executive Director.** The Executive Director or any officer may call meetings of the officers and the Executive Director as often as he or she determines to be in the best interest of the corporation. Those meetings shall serve as an opportunity for the Executive Director to inform the officers of activities of the corporation and for the officers to communicate with the Executive Director. Those meetings may serve to determine agenda items for Board meetings.

ARTICLE FIVE **COMMITTEES**

5.1 **Committees of Trustees.** The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more committees, each of which shall consist of two (2) or more Trustees. The committees, to the extent provided in those resolutions, shall report to the Board and recommend action the Board should take. All committees and subcommittees may have members that are not Trustees, so long as a majority of the members are Trustees. The appointment of any committee shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed on it or the Trustee by law.

Except as otherwise provided in that resolution, Trustees may volunteer to serve on committees and if at least two (2) Trustees do not volunteer for a committee the President shall appoint the members of it. Any members may be removed by the Board of Trustees whenever in their judgment the best interest of the corporation shall be served by that removal.

5.2 Term of Office. Each member of a committee shall continue to serve until the next annual meeting of the Trustees and until the committee member's successor is appointed, unless the committee shall be sooner terminated, unless that member is removed from that committee, or unless that member shall cease to qualify as a member of it.

5.3 Chairman. One member of each committee shall be elected chairman by the committee, and the chairman must be a Trustee.

5.4 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5.5 Quorum. Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Members present by proxy may not be counted toward a quorum, but members present by means of a conference telephone or other means of remote communication equipment in accordance with Section 3.13 will be counted toward a quorum.

5.6 Rules. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

5.7 Proxies. A committee member may give his or her written proxy to another Trustee to vote on a specified matter before the committee. Any proxy shall be revocable by the committee member giving it. No proxy shall be effective for more than thirty (30) days.

5.8 Standing Committees. The following committees shall be standing committees:

(a) Finance. The Finance Committee shall assist the Treasurer in the preparation of the budget.

(b) Fundraising. The Fundraising Committee shall develop fundraising strategies and programs, and work to improve those strategies and programs already in place. The Committee may have any number of Trustees as members (but shall always have at least three (3) members). The Fundraising Committee shall have as many subcommittees as the Board determines, such as the Family Day Committee and the Golf Tournament Committee.

(c) Executive Committee: The board shall appoint an Executive Committee. Trustees and other individuals appointed by the Board shall serve as an Executive Committee.

5.9 Other Committees. The Board may appoint as many committees as it deems necessary.

ARTICLE SIX **CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

6.1 Contracts. The Board of Trustees may authorize any officer, officers, agent, or agents of the corporation, 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 corporation. That authority may be general or confined to specific instances.

6.2 Checks and Drafts. Any check for a non-recurring expense provided for in the budget for repairs, replacement, maintenance, or equipment in excess of Two Thousand Five Hundred Dollars (\$2,500.00) shall be approved by the Treasurer or the President and signed by the bookkeeper or the Executive Director. In the case of an emergency, non-budgeted expenditure (as determined by a majority of the President, Treasurer and Executive Director then available to act) that is a non-recurring expense of any amount up to Ten Thousand Dollars (\$10,000.00), (i) the Treasurer or the President and (ii) the bookkeeper or the Executive Director shall sign the check and promptly report the expenditure to the Board by email. The Board shall discuss and ratify the expenditure at the next Board meeting. No non-budgeted expenditure in excess of Ten Thousand Dollars (\$10,000.00) may be made without approval of the Board.

6.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in the banks, trust companies, or other depositories as the Board of Trustees may select.

6.4 Gifts. The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation. Any contribution other than cash or marketable securities may only be accepted by formal action of the Board.

ARTICLE SEVEN **BOOKS AND RECORDS**

7.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and shall keep at the registered or principal office a record giving the names, email addresses, and addresses of the Trustees. All books and records of the corporation may be inspected by any Trustee or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE EIGHT

FISCAL YEAR

8.1 Fiscal Year. The fiscal year of the corporation shall begin on the first day of August and end on the last day in July in each year.

ARTICLE NINE

WAIVER OF NOTICE

9.1 Waiver of Notice. Whenever any notice is required to be given under the provisions of the TBOC or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver of it in writing signed by the person or persons entitled to that notice, whether before or after the time stated in it, shall be deemed equivalent to the giving of that notice.

ARTICLE TEN

AMENDMENTS TO BYLAWS

10.1 Amendment to Bylaws. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Trustees present at any regular meeting or at any special meeting, if at least ten (10) days' written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at that meeting.

ARTICLE ELEVEN

MISCELLANEOUS PROVISIONS

11.1 Insurance. To the extent possible, the corporation should purchase and maintain insurance on behalf of the Trustees, officers, employees, and agents of the corporation against any liability asserted against or incurred by them, or any of them, in that capacity or arising out of that status, whether or not the corporation would have the power to indemnify them, or any of them, against that liability.

11.2 Legal Authorities Governing Construction of Bylaws. The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

11.3 Legal Construction. If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

11.4 Headings. The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

11.5 Gender. Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

11.6 Power of Attorney. A person may execute any instrument related to the corporation by means of a power of attorney if a certified copy of the power of attorney is provided to the secretary of the corporation to be kept with the corporation records.

11.7 Parties Bound. The bylaws shall be binding upon and inure to the benefit of the trustees, officers, committee members, employees, any agents of the corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the bylaws.

Dated to be effective as of October 20, 2020

Martha Small Dyess, Secretary _____