

By-Laws

**By-Laws of the  
Tahlequah Sports League, Inc.**

**Article I: Offices**

**Section 1. Principal Office:** The principal office of the corporation is located in the city of Tahlequah, Cherokee County, State of Oklahoma.

**Section 2. Other Offices:** The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

**Article II: Non-Profit Purposes**

**Section 1. IRC Section 501(c)(3) Purposes:** This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**Section 2. Specific Objectives and Purposes:** The Tahlequah Sports League, Inc., strives to collect, coordinate and help operate the sports programs for the young in the city and environs of Tahlequah. The mission is to help the various sports programs operate optimally and use good practices to ensure these programs are effective and will last into the future by providing education and social opportunities for the young. Its community-oriented service area is contained within the boundaries of the City of Tahlequah and Cherokee County, but is not limited in providing these services to a greater area.

**Article III: Directors**

**Section 1. Number:** The corporation shall have no more than seven directors, and collectively, they shall be known as the Board of Directors.

**Section 2. Powers:** Subject to the provisions of the laws of this state, and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

**Section 3. Duties:** It shall be the duty of the directors to: (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these By-laws; (b) Appoint and remove, employ, supervise, and discharge, prescribe the duties, and fix the compensation, if any, of all officers, agents, and employees of the corporation; (c) Meet at such times and places as required by these By-laws.

**Section 4. Term of Office:** Each director shall hold office for a period of two years and/or until his or her successor is elected and qualifies.

**Section 5. Compensation:** Directors shall serve without compensation except that a reasonable fee for travel may be paid to directors for attending regular and special meetings of the Board.

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**Section 6. Regular Meetings:** Regular meetings of Directors shall be held on the 1<sup>st</sup> Tuesday of each month at 6 P.M. If this corporation makes no other provisions beforehand, at the regular meeting of directors held on the 1<sup>st</sup> day of October, 2019, the initial slate of directors shall be elected by the members present as the Board of Directors. Voting for the election of directors shall be by raised hands. Each member shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the Board. The candidates receiving the highest number of votes up to the number of directors to be elected shall serve as the new members of the Board.

**Section 7. Quorum for Meetings:** A quorum shall consist of 50% plus one of the current members of the Board of Directors.

**Section 8. Majority Action as Board Action:** Every act done, or decision made, shall be by a majority of the directors present at any meeting duly held, at which a quorum is present, and shall be considered the act of the entire Board of Directors, unless the Articles of Incorporation, these Bylaws, or other provisions of law require a greater percentage or different voting rules for approval of a matter by the Board. Voting by proxy is not allowed.

**Section 9. Non-Liability of Directors:** The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation, or for any actions taken by the Board of Directors.

**Section 10. Indemnification by Corporation of Directors and Officers:** The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

### Article IV: Officers

**Section 1. Designation of Officers:** The officers of the corporation shall be a President of the Board, a Vice President of the Board, a Secretary, and a Treasurer, who shall all be voting members of the Board of Directors except the President, who may only vote to break a tie. The corporation may also have more than one Vice President, Assistant Secretary, Assistant Treasurer, and other such officers with such titles as may be determined from time to time by the Board of Directors, but such additional officers are not voting members of the Board of Directors.

**Section 2. Qualifications:** Any person may serve as an officer of this corporation.

**Section 3. Election and Term of Office:** Officers shall be elected by the Board of Directors, at any time as needed, and each officer shall hold office until his or her term expires, he or she resigns, or is removed by an act of the Board.

**Section 4. Removal and Resignation:** Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors, or to the President or Secretary of the corporation.

**Section 5. Duties of Officers.**

- (a) **President:** To preside over the Board of Directors for the Tahlequah Sports League, Inc., at their regular and special meetings, and to ensure the practices set forth by Robert's Rules of Order are observed to the greatest extent possible.
- (b) **Vice President:** To preside over the Board of Directors, if the President is unable to attend, for the Tahlequah Sports League, Inc., in regular and special meetings,

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- and to ensure the practices set forth by Robert's Rules of Order are observed to the greatest extent possible.
- (c) Secretary: To record the proceedings of the meetings of the Board of Directors for the Tahlequah Sports League, Inc., and shall, in cooperation with the Treasurer, submit all required documents and certification to the State of Oklahoma, the Internal Revenue Service, and any other entities as required.
  - (d) Treasurer: To examine and reconcile the accounts for the entity Tahlequah Sports League, Inc., and shall, in cooperation with the Secretary, submit all required documents and certification to the State of Oklahoma, the Internal Revenue Service, and any other entities as required.

**Section 6.** Compensation: The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by the officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

### Article V: Committees

**Section 1.** Committees: The corporation shall have committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

**Section 2.** Meetings and Action of Committees: Meetings and action of committees shall be governed by and held in accordance with the provisions of these By-Laws concerning meetings of the Board of Directors.

### Article VI: Corporate Records

**Section 1.** Maintenance of Corporate Records: The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors and committees of the Board;
- (b) A conformed copy of the corporation's Articles of Incorporation and By-Laws;
- (c) Adequate and correct books and records of its corporate bank account(s);
- (d) Copies of all correspondence and filings with the IRS.

### Article VII: IRC 501(c)(3) Tax Exemption Provisions

**Section 1.** Limitation on Activities: No substantial part of the activities of this corporation shall be the carrying on of propaganda, or in any way attempting to influence legislation, and this corporation shall not participate in, or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office. Regardless of any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**Section 2.** Prohibition Against Private Inurement: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or

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trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

**Section 3. Distribution of Assets:** Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

### **Article VIII: Amendment of By-Laws**

**Section 1. Amendment:** These By-Laws may be altered, amended, or repealed and new By-Laws adopted by approval of a quorum of the Board of Directors.

### **Article IX: Construction and Terms**

If there is any conflict between the provisions of these By-Laws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these By-Laws be held invalid or unenforceable for any reason, the remaining provisions and portions of these By-Laws shall be unaffected by such holding. All references in these By-Laws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

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**Article X: Adoption of By-Laws**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing By-Laws, consisting of four (4) total pages, as the By-Laws of this corporation.

\_\_\_\_\_  
Trae Ratliff, President  
Incorporator

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Michael Torkelson, Treasurer, Director

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Melissa Foreman, Secretary, Director  
Incorporator

\_\_\_\_\_  
Matthew Cloud, Director

\_\_\_\_\_  
Erika Downey, Director

\_\_\_\_\_  
John Rozell, Vice President, Director

\_\_\_\_\_  
Robin Stand, Director

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Bruce Lair, Director

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Kim Dawson, Director

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Kevin Stilwell, Director

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Armondo Duke, Director

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Greg Hall, Director

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Jonathan C. Jobe, Director  
Incorporator

Dated: This 18<sup>th</sup> day of November, 2019  
(Signatures of initial Board Members and/or Incorporators)