Northwest Youth Sports Association, Inc.

Bylaws

Address: 8845 Erie Avenue, Canal Fulton, OH 44614

Date of Adoption: OCT. 26, 2025

Approved by the Board of Directors

ARTICLE I: NAME AND PURPOSE

Section 1. Name
The "Corporation" shall be known as the Northwest Youth Sports Association, Inc. ("NYSA"), its successors and assigns.

The "Board" shall mean the Board of Directors of the Corporation.

Section 2. Purpose
The purposes of the Corporation are to promote the social welfare of the community through non-partisan civic engagement, public education, and advocacy on issues of common interest and concern. This organization shall be operated exclusively for the promotion of social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law ("Section 501(c)(4)"). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set for in the Articles of Incorporation and these Bylaws.

The specific purposes of NYSA are to support youth sports in the Northwest Local School District community, maintain facilities, and foster collaboration between Northwest Junior Baseball Softball League, Inc. ("NJBSL") and Northwest Youth Football and Cheer Association ("NYFCA") for the betterment of the community.

The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

The activities of the Corporation shall not consist of political activity as its primary purpose and shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Section 3. Non-Inurement
No part of any net earnings shall inure to the benefit of any member or director of the Corporation and no salary shall be paid to any member or director.

The Board may authorize the reimbursement of actual and necessary reasonable expenses incurred by directors performing duties as Directors of the Board.

ARTICLE II: BOARD OF DIRECTORS

Section 1. Composition
The Board shall consist of nine (9) Directors:

1. NJBSL President
2. NYFCA President
3. NJBSL Vice President
4. NYFCA Vice President
5. NJBSL At-Large Representative
6. NYFCA At-Large Representative
7. NJBSL At-Large Representative
8. NYFCA At-Large Representative
9. Non-Biased Community Member

Section 2. Board Members Required

Presidents and Vice Presidents of the individual NYFCA and NJBSL organizations shall serve as mandatory NYSA Board members to ensure the Board remains in good standing. Each organization may select which of their additional respective board members may be the "At-Large Representatives" of the NYSA Board.

The NYSA Board shall be required to have a Non-Biased Community Member. This Board Member's term shall be two (2) years. Election (or appointment in the case of a vacancy) of this individual shall require a majority vote of the NJBSL and NYFCA board members currently in office.

Section 3. Voting
Each Director shall have one vote. In the event of a tie in any vote, the non-biased community member shall have an additional vote to be the tie-breaker. Directors not present in person may vote by proxy on any matter.

The act of the majority of the directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under the Articles of Incorporation, these Bylaws, or under any applicable laws of the State.

Section 4. Meetings
A meeting of the Board shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

The Board shall meet at least two (2) times annually. NYSA plans to hold these semi-annual meetings in April and November, but the exact dates may change as needed. Additional regular meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by either President or by a majority of the Directors then in office.

No special notice need be given of any annual or regular meeting of the Board, but the meeting dates and times of the annual and regular meeting(s) shall be made to all Board members at least two weeks prior to the meetings. Notice of a special meeting of the Board shall be given by service upon each Director in person or by mailing the same to him/her at his/her post office address or by electronic communication via phone/text at least 24 hours before the date designated for such meeting, with said notice specifying the place, date and hour of the meeting. Whenever all of the Directors shall have waived notice of any meeting either before or after such meeting, such meeting shall be valid for all purposes. A Director who shall be present at any meeting and who shall not have protested, prior to the meeting or at its commencement, the lack of notice to him/her, shall be deemed to have waived notice of such meeting. In any case, any acts or proceedings taken at a Directors' meeting not validly called or constituted may be made valid and fully effective by ratification at a subsequent Directors' meeting that is legally and validly called. Except as otherwise provided herein, notice of any Directors' meeting or any waiver thereof need not state the purpose of the meeting, and, at any Directors' meeting duly held as provided in these Bylaws, any business within the legal province and authority of the Board may be transacted.

At any meeting of the Board, a majority of the Directors then in office <u>including at least one Director each from NJBSL and from NYFCA</u> shall be necessary to constitute a quorum for the transaction of business.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing (paper or electronic) to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Any one or more Directors of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 5. Removal and Replacement of Directors
Directors may be removed for just cause, including misconduct or failure to fulfill responsibilities, by a majority vote of members in good standing.

Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

If a Director is removed or resigns from his/her position on the respective NJBSL or NYFCA board, he/she is automatically removed as a Director of this Corporation.

Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled according to the following procedure:

- If the vacancy is a Director from NJBSL or NYFCA, the respective organization will appoint a Director from their board to the vacant position on this Board. No vote shall be required by the Board to confirm this appointment.
- If the vacancy is the non-biased community member position, the vacancy will be filled by a majority vote of the Directors then in office at any Directors' meeting.
- Upon appointment and/or replacement of a NYSA board member, the new board member's name and contact information shall be made available to all existing board members as soon as possible.

Any Director appointed or elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Section 6. Limitation of Personal Liability and Indemnification

A Director of the Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless: 1) the Director has breached or failed to perform the duties of his or her office; and 2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, state or federal law.

The Corporation shall indemnify any natural person from liability arising by reason of his/her service as a director, except as stated in this Section above. The Corporation shall have the power, but is not required, to purchase and maintain insurance on behalf of each person who is a director, officer, staff member or agent of the Corporation against any liability asserted against such person and incurred by such person in such capacity.

Section 7. Powers and Duties of the Directors

The property and affairs of the Corporation shall be managed by the Board of Directors of the Corporation. The Board of Directors shall have and is vested with all the unlimited power and authority, except as may be expressly limited by law, the Articles of Incorporation or by these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the Corporation and to determine the policies of the Corporation.

ARTICLE III: PROPERTY AND FACILITIES

Section 1. Ownership
The Association shall oversee the ownership and use of the property located at 8845 Erie Avenue, Canal Fulton, OH 44614.

Section 2. Documentation and Insurance
The Board shall maintain all necessary documentation for land ownership and ensure proper liability and general insurance coverage for the property and its structures.

Section 3. Property Rules
General property rules include:
- No pets allowed on premises (except service animals as permitted by law)
- No alcohol/drugs permitted
- No tobacco/vape product use permitted
- Handicap-accessible parking shall be maintained
- Usage permissions shall be granted at the discretion of the Board
- Joint improvement projects and expenditures may be undertaken as agreed

ARTICLE IV: PROGRAMS AND ACTIVITIES

Section 1. Competitive Sports
NYSA shall support competitive youth sports for participants from the Northwest Local School District community and neighboring communities, including youth tournaments and the hosting of other youth teams.

Section 2. Fundraising
The Corporation may hold fundraising events to benefit Northwest youth sports and its member organizations.

Section 3. Collaboration
The Corporation shall maintain a good working relationship between all member organizations for the betterment of local youth athletes and the community.

Section 4. Conflict of Interest

The Board shall develop and maintain a conflict of interest policy.

Section 5. Banking, Contracts and Investments

The Corporation is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who is authorized on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

The Board may authorize any Director, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Director, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

ARTICLE V: AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of the Board, provided that written notice of the proposed amendment is given at least ten (10) days in advance to all current Board members.

ARTICLE VI: DISSOLUTION

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board of Directors that is consistent with the Articles of Incorporation and with State law. Any distribution of assets upon dissolution must be used exclusively for the mutual benefit of NJBSL and NYFCA, if possible, or else for one or more exempt purposes within the meaning of Section 501 of the Internal Revenue Code, or corresponding section of any future federal tax code, such as charitable, educational, and/or scientific purposes, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Adoption of Bylaws

These bylaws of the Northwest Youth Sports Association, Inc. are adopted by the Board of Directors on this date: OCT. 26, 2025

Board Member	Signature	Date
Chad Vaught NJBSL President		10/26/25
Jim Dawson NYFCA President		10.26.25
Luke Martin NJBSL Vice President		10/26/25
Mark Elzholz NYFCA Vice President		10/26/25
Justin Barnhart NJBSL At-Large Representative		10/26/25
Brittany Duke NYFCA At-Large Representative		10/26/25
Katie Kelley NJBSL At-Large Representative		
[Currently Vacant] NYFCA At-Large Representative		
Rick Underwood Non-Biased Community Member		10/26/25