

THE ARAPAHOE YOUTH LEAGUE

BYLAWS

ARTICLE I

Section I

NAME AND PLACE OF BUSINESS

The name of the corporation shall be "ARAPAHOE YOUTH LEAGUE, INC." It shall be a non-profit organization as approved by the Internal Revenue Service (IRS).

Section II

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be in the County of Arapahoe, State of Colorado.

ARTICLE II

Section I

OBJECTIVES AND PURPOSES

The objectives for which the corporation is formed and incorporated are:

- a. To provide an organization for the supervision of participation in sports by the youth of this community, dedicated to the highest ideals of sportsmanship.
- b. To organize, develop and maintain athletic clubs within the community which will have the opportunity to participate under common rules and regulations, to the end that participating Member Clubs may engage in uniformly supervised and organized competitive athletic programs and other activities.
- c. To foster among the members of the various Member Clubs the ideal of good sportsmanship and citizenship; and to develop and maintain among the members of the various Member Clubs good character; and to advance the mental and physical development of the youth of community through participation in sports.
- d. To offer such members, individually and collectively, beneficial activities and recreation to the end that such members of various Member Clubs shall become better citizens and good example for others.
- e. To take any action, as the laws of the State of Colorado and the United States will permit to protect the organization in the exclusive use of the organization name and rules, regulations, by-laws, insignia and devices as the organization may from time to time adopt.

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- f. To acquire, hold and possess such personal property and real estate as may be necessary, proper or suitable for the conduct of affairs of the organization, and to sell or otherwise dispose of the same; to borrow money, and issue notes, bonds or other instruments as evidence of any indebtedness, and pledge to mortgage, hypothecate and assign any property, real or personal, as security for any indebtedness.
- g. To do anything necessary, suitable or proper for the accomplishment of the objectives and purposes herein set forth or which may be recognized as proper and lawful objectives of the organization consistent with the public interest.

ARTICLE III

Section I

EXECUTIVE BOARD (BOARD OF DIRECTORS)

The management and control of all of the policies, affairs, property and business of the League shall be vested in the AYL Executive Board (Exec Board). Such Board shall consists of one representative from each Member Club in the League who, upon appointment or election by each Member Club as herein provided, shall serve until a successor representative is duly elected or appointed by such Member Club. The term Director shall mean the individual representing the Member Club, Officers and Sport Vice Presidents in the AYL Executive Board.

The AYL Executive Board will also consist of Officers elected by the AYL Executive Board to administer and maintain the business affairs of the corporation. The Officers have no voting rights and will consist of:

- a. AYL President
- b. AYL Vice President
- c. Treasurer
- d. Executive Secretary

Additionally, the AYL Executive Board will consist of individual Sport Vice Presidents, ratified by the AYL Executive Board, elected by the delegates from each Member Club participating in that sport, to administer and maintain the sport in accordance with League and Sport Specific rules and regulations. The Sport Vice Presidents will have no voting rights and will consist of:

- a. Vice President Baseball
- b. Vice President Lacrosse
- c. Vice President Basketball
- d. Vice President Football

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- e. Vice President Softball
- f. Vice President Volleyball

The Member Clubs will be responsible for nominating candidates to the AYL Executive Board. The Member Club will be responsible for ensuring all candidates presented be of good moral reputation.

Directors will not seek personal financial gain from the use of the person's position within the organization or through the use of the name or insignia of the AYL. Directors will enter into no personal or business venture that can in any way be considered or viewed as a conflict of interest (including, but not limited to, activity such as acting as a representative of those companies providing services or equipment to the individuals participating in League sponsored sporting activities).

Directors will act in the best interests of the AYL. Members of the AYL Executive Board agree to uphold the By-Laws, General Rules & Principals, and Sport Specific rules. Any Directors acting in a manner conflicting with the best interests of the AYL, at the discretion of majority vote of the AYL Executive Board, could be expelled from the AYL Executive Board, or their Member Club fined or have their voting rights suspended for a period of time.

A Director may hold multiple offices simultaneously; however no individual can serve in multiple Officer Positions (President, Vice President, Treasurer and Executive Secretary). If a voting Director also serving in a non-voting capacity has acted in a bias toward their Club, the voting Directors may revoke the voting rights of that Director or request their resignation from the non-voting capacity.

Section II

VACANCY ON THE BOARD

Should any Member Club fail to appoint a representative to the AYL Executive Board of Directors, or fail to fill any vacancy created by the death, resignation, disqualification, removal, refusal or inability to serve, or failure to serve for any reason whatsoever of its appointed representative, and such failure to appoint or vacancy continues for a period of 30 day, then the remaining Directors may make such appointment or fill such vacancy at any meeting of the Executive Board by a majority vote of the Directors present – whether or not the quorum is present. Such representative appointed or elected by the Executive Board shall represent such Member Club until a successor

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representative is duly elected or appointed by such Member Club or by the AYL Executive Board.

Section III DUTIES OF THE AYL EXECUTIVE BOARD

- a. The business and affairs to the League shall be managed directly by said AYL Executive Board or through officers or committees elected or appointed by it.
- b. The AYL Executive Board shall elect all offices of the organization.
- c. The AYL Executive Board shall ratify a Vice President for each Sport to preside over the Sport Specific Board (Sport Board), elected by the delegates from each Member Club participating in that sport.
- d. The AYL Executive Board shall have the power (when a quorum is present) to make any modifications to the By-Laws, General Principals of Operation or Sport Specific Rules. The AYL Executive Board's decisions and modifications are immediate and overrule the Sport Specific Board and any committees appointed.
- e. The AYL Executive Board has the exclusive power and authority to:
 1. Interpret and enforce all rules of the Arapahoe Youth League, Inc.
 2. Hear and determine all protests relating to the athletic activities of the participating organizations that have been raised to the AYL Executive Board from the Sport Specific Board.
 3. Take, determine and enforce such disciplinary action, as it may deem advisable against a Member Club, its officers, coaches, sport participants or members for any infraction or violation of the rules, regulations and policies of the Arapahoe Youth League.
- f. The AYL Executive Board shall have the power to expel from membership any Member Club or individual whom it shall, after proper hearing before the AYL Executive Board, find to be in continuous and flagrant or overt violation of the By-Laws and the rules and regulations of the organization. Expulsion of any Member Club or individual shall require a two-thirds (2/3) vote of all Directors; the Member Club in violation shall not have a vote.
- g. The AYL: Executive Board also may appoint from time to time either individuals or committees to either act in an advisory capacity to the Board or to act on behalf of the Board.

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Section IV

COMPENSATION

The AYL President, AYL Vice President and the AYL Executive Secretary may be compensated for their AYL Executive Board service at a rate not to exceed \$750 monthly per person.

The AYL Treasurer may be compensated at the discretion of the AYL Executive Board for administering and maintaining League financial statements, budgets and accounts.

The Sport Specific Secretaries may be compensated up to \$2000 annually, at the discretion of the Sport Vice President, for administering Sport Specific records and paperwork. The Sport Specific Budget must specifically include this level of compensation.

Section IV

OFFICERS' DUTIES

- a. AYL PRESIDENT – It shall be the duty of the AYL President to preside at all meetings of the AYL Executive Board, to supervise the call of all meetings, and to see that the orders and regulations of the Board are faithfully executed.
- b. AYL VICE PRESIDENT – In the absence of the AYL President, or in the case of the death, resignation, inability or refusal to act, or any other reason, which may disqualify the AYL President, shall perform all of the duties and have all of the powers of the AYL President of the AYL Executive Board.
- c. AYL TREASURER – Shall have custody of and shall be responsible for the proper deposit of all monies and funds of the League. The AYL Treasurer shall keep a full and accurate record and account of the funds of the League in books belonging to the League and shall deposit in the League name, in its approved depository all League monies that come into the hands of the AYL Treasurer. The AYL Treasurer shall, with such other officers as may be designated by the AYL Executive Board, sign all check, drafts and withdrawal slips. The AYL Treasurer shall make a full and complete report of the financial condition of the League at least annually to the AYL Executive Board and that at such other times as called upon by the AYL Executive Board. The AYL Treasurer will have the authority to audit Member Club financial reports to ensure that the Member Club is strictly adhering to League By-Laws, General Principals of Operation and fiscal policy.
- d. EXECUTIVE SECRETARY – Shall be the business manager of the League and also shall have such authority and shall exercise such powers as may from time to time be conferred upon such Executive Secretary by the AYL Executive Board. The Executive Secretary shall have charge of the business office of the League and of all

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books and records of the League and shall handle and have charge of all such business matters of the League as are usually handled by a President or General Manager of a company. If required by the AYL Executive Board, the Executive Secretary shall review each Sport Specific Budget proposal and forward same to the AYL Executive Board for approval. With the approval of the AYL Executive Board, the Executive Secretary shall employ such additional personnel as may be necessary to handle the League affairs. The Executive Secretary also will have oversight of any Committee or sub-Committee the AYL Executive Board deems required to deal with AYL specific issues or proposals.

ARTICLE V

Section I

MEMBERSHIP

Membership in the Arapahoe Youth League, Inc. shall be available to each Member Club approved by the Board of Directors. The term "Member Club" shall mean any entity organized to participate within the Arapahoe Youth League, having distinct boundaries chartered or granted by the AYL Executive Board and enough individual members to field teams in the various divisions of the League. Such Member Club, to be eligible for membership in the organization, shall elect to be governed by these By-Laws and adopt all rules and regulations of the Arapahoe Youth League, Inc. At the discretion of the AYL Executive board outside organizations may be granted "Provisional" membership or "Probational" membership, without voting rights, to assist in the growth or participation numbers of a particular sport.

The voting membership of this organization shall consist of, and be limited to, those Member Clubs who are not in arrears in the payment of any membership dues, fines, athletic or other fees associated with the membership in this organization, and is not in arrears in the payment of any suppliers, vendors or parties providing goods or services to the Member Club. Such membership shall entitle each Member Club to have one representative on the AYL Executive Board.

To have voting membership on the AYL Executive Board, the Member Club must comply completely with the following:

- Member Club must be a 501 (c) (3) organization in good standing.
- Member Club must purchase and maintain insurance for any individual acting on behalf of the Member Club, providing coverage as determined by the AYL Executive Board, against any liability asserted against them in any such capacity or arising out of his/her

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status within the Member Club. The Arapahoe Youth League shall be named on all Member Club insurance policies.

- Member Club must be in good financial standing
- Member Club must participate in a minimum of two (2) AYL sponsored sports
- Member Club must agree that if the AYL provides a specific sport then such Member Club must only offer that same sport via the AYL. The only exception is should the Member Club offer the same sport but at a different season, e.g. Spring Softball, then the Member Club may offer that sport outside of the AYL.
- Member Club must ensure that it's members uphold the AYL By-Laws, General Rules & Principals, and sport specific rules

This representative may be elected or chosen by the Member Club in any manner it desires. Each Member Club representative on the AYL Executive Board (Club President) shall be entitled to one vote, and if the duly authorized representative of such Member Club is not present at the meeting of the AYL Executive Board, any other representative of such club upon presentation of a proper proxy from the regular representative, shall be entitled to cast the vote for that Member Club.

The term representative shall mean any individual associated with the planning, organization, administration, coaching or participation of any activity sponsored by the Member Club.

Annually during the month of January, each Member Club as well as any Provisional or Probational member must certify to the AYL President the following:

- The Member Club or Provisional/Probational member has completed Criminal History Checks on all Sport Head Coaches, Assistant Coaches, Team Managers/Parent(s), or others that interface individually with that Club's players
- The Member Club or Provisional/Probational member has maintained a requirement that all Head Coaches and Assistant Coaches of every Sport have completed Concussion Certification training, as mandated by Colorado Law, offered by outside organizations such as NFHS or the CDC.
- The Member Club or Provisional/Probational member has maintained an adequate amount of Insurance and that the AYL is named as an additional insured on all policies obtained.

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Section II

CERTIFICATION OF CHARTERS

The AYL Executive Board shall have the power to issue each Club certificates or charters to serve the AYL territory granted to that Club. If a Member Club does not conform to the Membership requirements as stated in Article V, Section I, that Member Club will lose its charter and it's voting rights within the AYL Executive Board until it fully complies with the Membership requirements. Should a Member Club lose its charter the AYL territory managed by that Member Club could be granted to another Member Club or a new Member Club for service.

The AYL Executive Board shall have the power to ratify a Sport Specific Board to administer and manage the operation of that sport season.

Section III

SPORT BOARDS

The Sport Specific Board (Sport Board) will be responsible for establishing and enforcing sport specific rules, and coordinating activities.

Each Sport Board will be comprised of one representative from each participating Member Club, a Sport Vice President, and a Sport Secretary. Additionally any other positions the Sport Vice President feels will be helpful in completing specific tasks or projects within the Sport board may be appointed and serve as a non-voting member of the Sport Board.

The Sport Vice President will be responsible for the oversight of the Sport Specific Board in accordance with all AYL By-Laws, General Principles of Operation, fiduciary responsibility and Sport Specific Rules. The Sport Vice President will report into the AYL President for all issues that are presented to the AYL Executive Board. The Sport Vice President will prepare an annual budget and submit this budget to the Executive Secretary before the first day of practice. Absolutely no expenditures will be approved for the sport until the Executive Secretary gets the annual budget approved.

The Sport Secretary will be responsible for roll call, meeting minutes, and the administration of all league paperwork. The Sport Secretary will be responsible for all sport specific records and paperwork for the current and previous season. The records and paperwork for previous seasons will be archived and managed by the AYL Executive

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Section IV

Secretary. The Sport Secretary will report into the AYL Executive Secretary for all issues that are presented to the AYL Executive Board.

FINANCIAL

Each Member Club shall be designated and required to maintain at all times the status of a not for profit organization under Section 501 (c) (3) of the Internal Revenue Code of 1954.

Each Member Club shall pay as dues to the organization an amount such as shall be determined from time to time by the AYL Executive Board.

The AYL Treasurer and AYL President shall be authorized to sign checks, subject to the following limitations:

- a. The AYL Treasurer and AYL President shall be bonded in a minimum amount of \$50,000 and this bond shall be paid for by the organization. Any other officer of the organization may be bonded from time to time as required by the AYL Executive Board.
- b. All expenditures not in the annual Sport Specific Budget, exceeding Five Hundred Dollars (\$500) shall require prior approval from the AYL Executive Secretary.

ARTICLE VI

Section I

ANNUAL MEETING

The AYL Executive Board of the League may, at their discretion and determination that it is necessary, chose to hold an annual meeting at such a place, date and time as it may be designated by the AYL President, and on any other date to which the meeting by be continued. Notification of such time and place of such meetings shall be given in writing to each Member Club, at least thirty (30) days prior to the time of the meeting.

Section II

REGULAR BOARD MEETINGS

The AYL Executive Board of the League shall hold regular meetings at least three times annually, at such a place as may be designated by the AYL President, and on any other date to which the meeting may be continued.

Section III

SPECIAL BOARD MEETING

Special meetings of the AYL Executive Board may be called at any time by the AYL President or by any four (4) Directors, in any convenient manner and upon such notice to all Directors of the urgency of the call requires. Special Board Meeting requests will be

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filed with the AYL Executive Secretary who will prepare and distribute an agenda to all Directors.

Section IV **SPORT BOARD MEETINGS**

The Sport Board shall hold regular meetings on a basis deemed necessary by said Sport board. Meetings should begin one month before the recommended first practice of that sport, and will continue through the championship of that sport, at such a place as may be designated by the Sport Vice President, and on any other date to which the meeting may be continued.

Section V **MEETING ORDER**

All AYL League meetings are closed to the public, only Directors, their assigned representative and invited guests may attend any board meeting. Each Member Club designate will represent the interests of the Member Club at all AYL League meetings.

Section VI **QUORUM**

A majority of the voting members of the Board of Directors must be present, in person or by proxy, at any meeting in order to constitute a quorum for the transaction of business; provided however, that a quorum shall not be necessary in order to fill any vacancy or vacancies existing in the AYL Executive Board.

Section VII **VOTING**

The vote of the majority of the AYL Executive Board present at any meeting of said Board shall be sufficient to determine any and all questions raised except as otherwise provided herein.

Section VIII **ELECTION OF OFFICERS**

The AYL Executive Board of the League shall hold its election meeting during the first week of April of each year at such a place as may be designated by the AYL President, and on any other date to which the meeting may be continued. Election of officers for the next year, if required, will be conducted at this meeting, however, the term of new officers shall not commence until July 1st. Notification of such time and place of such meeting shall be given to each Member Club, at least seven (7) days prior to the time of the meeting.

The AYL Executive Board, at its election meeting, shall proceed to elect Officers whose term shall commence on July 1 and continue for

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three years as the AYL Executive Board approves by majority of two-thirds (2/3) vote, or until their successors are duly elected and qualified.

Section IX

ANNUAL REPORT

If deemed necessary or specific issues have arisen that have serious implications for the AYL, an annual report may be prepared in January by the AYL President. This report will contain as a minimum:

- a. A description of the goals and accomplishments of the League
- b. A report of the number of participating teams in each sport
- c. A list of the AYL Executive Board and Member Club Delegates

ARTICLE VII

Section I

COMMITTEES

- a. The AYL Executive Board may establish standing committees, to serve the Organization. Potential committees that may be established could be:
 1. Scheduling
 2. Officiating
 3. Funding & Public Relations
 4. Legislative
 5. Grievance
 6. Rules
- b. The AYL Executive Board shall elect the chairperson for each Standing Committee; each chairperson shall appoint his/her own committee.
- c. The AYL President shall appoint such special committees and their chairperson, as he/she deems necessary.

Section II

STANDING COMMITTEES

The Standing Committees, should they be established shall be responsible for such duties as may be prescribed by the AYL Executive Board from time to time. All actions taken by any committee shall be subject to final approval of the AYL Executive Board.

ARTICLE VIII

Section I

SEAL

There shall be a corporate seal, which shall contain the name of the League and the word Colorado and shall be in such form as is designated by the AYL Executive Board.

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ARTICLE IX

Section I

UNIFORMITY

The Board of Directors shall also from time to time designate various insignias that will represent the organization and it's Member Clubs in a standardized fashion. All Member Clubs will conform to standards designated by the organization.

Section II

AUTHORITY

The AYL Executive Board shall also maintain the authority to standardize uniforms, etc., of the League and Member Clubs so that uniformity exists in the organization. This authority may be delegated to the Sport Board at the discretion of the Board of Directors.

ARTICLE X

Section I

AMMENDMENTS

Amendments may be made to these By-Laws at any meeting by a vote of two-thirds (2/3) of the AYL Executive Board and no amendment shall be considered unless a copy of the same shall have been included in the advance notice or call of the meeting.

ARTICLE XI

Section I

INDEMNIFICATION

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fees and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceedings had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, or conviction, or a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she believed to be in or not opposed to the best interests of

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the corporation, and with respect to any criminal action or proceeding had reasonable cause to believe that his conduct was unlawful.

Section II

INSURANCE

The corporation shall, upon approval of the AYL Executive Board, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status of such whether or not the corporation would have the power to indemnify him/her against such liability under the provisions of this Section.

ARTICLE XII

Section I

DISSOLUTION

Existing funds – In the event of the dissolution of the League, at any time, the existing funds over and above those liabilities shall not go to any individual, but shall be assigned to some established non-profit or charitable organization.

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ARTICLE XIII

Section I

BOUNDARIES

The Arapahoe Youth League has evolved over the years to be an organization that is strongly community based and structured along boundaries granted to the Member Clubs. The Member Club boundaries have been determined to be generally the Public (and Private) High School attendance boundaries within the communities granted to be served by the Member Clubs. There are also a few schools that are shared between two Member Clubs. The High Schools associated with each Member Club are shown below:

MEMBER CLUB	ASSOCIATED HIGH SCHOOLS
Bear Creek Junior Sports Association	Bear Creek HS
Cherry Creek Youth Sports	Cherry Creek HS (S), Denver South HS (S), Thomas Jefferson HS (S), Overland HS (S), George Washington HS (S)
Eagles Youth Sports	Cherry Creek HS (S), Denver South HS (S), Thomas Jefferson HS (S), Overland HS (S), George Washington HS (S), Kennedy HS
Littleton Youth Sports (Thunder)	Arapahoe HS, Heritage, HS, Littleton HS, Englewood HS, Sheridan HS
Parker Hawks	Chaparral HS, Elizabeth HS, Ponderosa HS, Legend HS, Lutheran HS
Raptors	Douglas County HS, Castle View HS, Rock Canyon HS (S)
South Jeffco Sports Association	Columbine HS, Chatfield HS
Spartan Youth Club	Eaglecrest HS, Smokey Hill HS, Cherokee Trail HS, Grandview HS, Regis Jesuit HS, Overland HS (S), Vista Peak HS (S)
Stallions Youth Sports (Aurora)	Rangeview HS , Overland HS (S) , Hinkley HS, Vista Peak HS (S), FNE HS
Warriors Youth Sports	ThunderRidge HS, Mountain Vista HS, Valor HS, Rock Canyon HS (S), Highlands Ranch HS

(S) Indicates a shared school