

Approved 1/14/07

By-Laws

Of

Prosper Sports Association  
(PSA)

## **ARTICLE I – Name and Purpose**

- Section 1. NAME – Prosper Sports Association (PSA) is and will be the name of the organization.
- Section 2. PURPOSE – The PSA will create and maintain an athletic program for the youth of Prosper. The organization will instill in the youth of the community the ideas of fair play, sportsmanship, honesty, and leadership through fellowship. The PSA will provide a program molded to develop athletic skills and create a spirit of healthy competition, stressing teamwork and individual sacrifice. At all times, the interests of participation will remain paramount in any undertaking of the organization.
- Section 3. The PSA will be a non-profit organization with the primary purpose of providing the youth of our community an organized athletic program.
- Section 4. The PSA will take a proactive position in expressing its opinion to the Town of Prosper and the Prosper ISD on long-term planning and facility issues which affect our youth and will seek to have permanent representation on the appropriate city and school committees such as the Parks and Recreation Department
- Section 5. The PSA will seek to establish the guidelines for scholarship and sponsorship programs to insure that all youth in Prosper have the opportunity to participate in its programs.

## **ARTICLE II – Board of Directors and Governing Body**

- Section 1. The officers of the PSA will be one (1) President, one (1) Vice President, one (1) Secretary, and one (1) Treasurer. The officers of PSA will also be known as the Executive Committee.
- Section 2. The placement of officers will be elected by a simple majority vote of those present of the community at the monthly meeting held in November. The term of each Officer position will be two years, except as noted below. The President and Secretary election will be held during the even year and the Vice President and the Treasurer will be held during the odd year. During the year of initial formation of the organization, the term of the President and the Secretary will be one year. The PSA will send out nominating invitations prior to the election to all members of the PSA. The Board of Directors or a nominating committee appointed by the Board will present a slate of qualified candidates at the election.
- Section 3. The PSA Board of Directors will consist of the four (4) officers elected in Section 1 the seven (7) Sports Commissioners noted in Section 4, and one (1) Sponsorship Coordinator (as elected at the December 3, 2006 PSA meeting). Any Officer of the Board must be a member in good standing of the PSA.
- Section 4. The Sports Commissioners will consist of one (1) Baseball Commissioner, one (1) Basketball Commissioner, one (1) Soccer Commissioner, one (1) Softball Commissioner, one (1) Football Commissioner, one (1) Volleyball Commissioner and one (1) Cheer Commissioner. As the Board considers additional sports, additional commissioners may be added as needed. Each Commissioner will be elected for a twenty-four (24) month term by a simple majority vote of those PSA members present at the first scheduled PSA meeting following the last game (including completion of all-stars or other post season tournaments) of that sport's season. The PSA will send out nominating invitations prior to the election to all members of the PSA. The Board of Directors or a nominating committee appointed by the Board will present a slate of qualified candidates at the election.
- Section 5. Vacancies on the Board of Directors shall exist upon (a) an increase in the authorized number of Directors; or (b) upon the death, resignation, or removal of any Director; or (c) by declaration of a majority vote of the current Board of Directors. A Majority of the Board of Directors may declare the office of a Director vacant if the Director is (1) adjudged incompetent by a court; (2) is convicted of a crime involving moral turpitude; (3) fails to accept election to the Board of Directors; (4)

fails to attend three (3) consecutive regular Board meetings; or (5) for extreme misconduct, failure to fulfill his/her duties as a Director, or for good cause shown. Vacancies to the Board will be filled on an interim basis by a majority vote of the remaining Board. Such interim position will be held until the next scheduled election for that position.

- Section 6. No Officer or Commissioner may hold an office for longer than 24 consecutive months. The only exception is an Officer who is elected in an interim position (as described in Section 5 above) and runs for a full two-year term at the end of his interim term. Officers and Commissioners are eligible to run for—a different office at the end of their term or may run for their office again after someone else has held the position.
- Section 7. Sports Commissioners may be a Coach, Asst. Coach, or Manager in their sport during their term as Commissioner.
- Section 8. The Board of Directors may designate one or more committees to conduct the business and affairs of the PSA to the extent authorized. Each such committee shall contain at least two (2) members, at least one of whom must be a Director. The board shall have the power to change the powers and membership of, fill vacancies in, and dissolve any committee at any time. The designation of any committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.
- Section 9. The PSA shall indemnify all Officers, Directors, employees, and agents to the extent required by law. The Board of Directors may, by separate resolution, provide for additional indemnification as allowed by law.
- Section 10. The PSA may purchase and maintain liability insurance on the Officers, Directors, and employees whether or not the PSA has the power to indemnify.

## ARTICLE III – Duties

Section 1. The President will be the principal executive officer of the PSA, and will facilitate all the business affairs of the PSA. The President, when present, will preside at all meetings of the PSA.

Duties include, but are not limited to:

- a. Sign all written contracts approved by the Board of Directors on behalf of the PSA.
- b. Votes only in the event of tie decisions (except for By-Laws revisions as outlined in Article 6-the President is not excluded from voting on By-Laws issues).
- c. Assigning duties to members of the Board and/or committees in the program.
- d. Conduct annual meeting for the community to explain the goals of the program and to review rules and regulations.
- e. Perform such duties as assigned by the Board and as implied by the By-Laws on behalf of the PSA.
- f. Serve as, or delegate to a member of the Board, the liaison role between PSA and the Town of Prosper, Prosper ISD, and any other municipal entity as needed.
- g. Oversee (in conjunction with the appropriate Sports Commissioner where applicable) the process of obtaining background checks on all prospective PSA Board and coaching candidates.
- h. Oversee any communications to PSA members regarding other sports which are not governed by a specific commissioner.

Section 2. The Vice President will, in the absence of the President, assume all the President's roles and responsibilities. In addition, he/she will assume the following duties:

- a. Organize and coordinate all fund raising activities of the PSA.
- b. Chair a committee appointed by the Board to review the By-Laws of the PSA every spring and recommend appropriate amendments for Board consideration and action.

Section 3. The Secretary will keep a record of meetings and post notice of upcoming meetings. The minutes will be presented and approved at the following meeting. The Secretary will be the custodian of all meeting records. The original meeting minutes, records, and documents will be presented to the successor of that office within one week of the end of the term. The Secretary will receive and read pertinent letters and communications to the PSA. All correspondence will be the responsibility of the Secretary. The

Secretary will also maintain a database of the names and addresses of all current PSA members.

Section 4. The Treasurer will manage custodial affairs of all financial records. Duties include but are not limited to:

- a. Presents checks to the President, V.P., or Secretary for signature. Disbursements less than \$200 will require only one signature. Disbursements of \$200 or greater will require signatures of any 2 of the above listed officers.
- b. Prepare a budget and monthly financial report for PSA with
- c. Approval by the Board of Directors. This monthly financial report will be broken down into (1) general activities of the PSA and (2) separate categories for each of the different sports included in the PSA.
- d. Keep accurate records of all monetary transactions and budgets. All documents and records shall be transferred to successor within one week from the end of the term.
- e. Promptly pay all valid billings for the program and take advantage of any discounts available.
- f. Assume accountability for the deposit of all revenues, bringing delinquent accounts to the attention of the Board of Directors.
- g. Accountable for the custody of all monies including reconciling of bank statements.
- h. Obtain an annual audit by an approved third party.
- i. Assist the Sports Commissioners in a periodic review of concession pricing to insure that the items sold results in adequate profit for the program.
- j. Perform other duties as assigned by the Board of Directors.

Section 5. The Sport Commissioner is a PSA representative for their respective league. The Sport Commissioner will primarily be responsible for the league's operation. Duties include but are not limited to:

- a. The Sport Commissioner has the authority to appoint members to assist in the operation of their sport and is encouraged to delegate whenever possible.
- b. By no later than thirty (30) days prior to registration for the initial season of a sport, the initial Sports Commissioners for PSA will submit a list of local rules and regulations for his/her sport for review and approval by the PSA Board of Directors. Once approved, these rules and regulations will be included as an addendum to these By-Laws.
- c. Assure that the rules and regulations for his/her sport are in compliance.

- d. Schedule and organization skill evaluations if appropriate for that sport.
- e. Arrange season scheduling, games, and coordinate practice scheduling of available facilities.
- f. Secure birth certificates and medical release forms (copy to PSA Secretary, originals to Coaches) for players and assure that players complete necessary contracts signed by their parent or legal guardian.
- g. Conduct an annual meeting for the coaches in the league.
- h. Work with the coaches to prepare orders for uniforms and expendable equipment.
- i. Manage PSA owned equipment.
- j. Oversee scheduling and payment of officials.
- k. On or before the end of that sport season, each Sport Commissioner will provide the parents in their league with a sport survey/coaches evaluation form to be mailed to PSA.
- l. The players will pay all pre/post season tournament fees and expenses.
- m. Make a recommendation to the Board of Directors as to which league affiliation best meets the objectives of the PSA.
- n. Create a budget for his/her sport which will be approved by the PSA Board.
- o. Keep a copy of the Coaches Code of Ethics and Conduct on file.
- p. Other duties as may become necessary.

Section 6. The Sponsorship Coordinator will generally be responsible for obtaining sponsorships and donations for PSA and all leagues operating under the PSA umbrella.

- a. Work directly with the PSA board, Commissioners, and Directors in the acquisition of sponsorships and/or donations for PSA.
- b. Work directly with the PSA board, Commissioners, and Directors in the development of sponsorship packages to present to businesses and corporations.
- c. Work directly with each league Commissioner and/or Directors in the determination of their sponsorship needs.

## **ARTICLE IV – Meetings**

- Section 1. The PSA public meeting will be held no less than monthly at a location and time as designated by the Board of Directors. Notice of these meetings will be posted at City Hall with a proposed agenda for each meeting no later than 72 hours prior to a scheduled meeting. An annual meeting will be held each November. All meetings may be attended by any member in good standing with the PSA. All votes taken by the Board of Directors must be public and the Secretary's records will reflect the vote of each Director. Special meetings can be called at the request of the President or Board Members.
- Section 2. A majority of the Board of Directors, inclusive of the President or Vice President shall constitute a quorum to transact any business of the PSA, except to adjourn. No proxy votes will be accepted.

## **ARTICLE V – Financial/Membership**

- Section 1. All monies collected shall be used to further the objectives of the PSA. In calendar year 2002, every family participating in the PSA paid annual dues of \$10 per family. In calendar year 2003, no separate dues will be assessed.
- Section 2. Disbursement of monies will be agreed on by the majority vote of the Board of Directors. It is the goal of the PSA that each sport will have a budget that is designed to be self-sufficient and should not require subsidy by other sports or by the PSA's general administrative funds. Should circumstances dictate the need for such a subsidy, it will have to be approved by a majority vote of the Board of Directors.
- Section 3. The Board of Directors reserves the right to refuse reimbursement of expenditures deemed unnecessary or extravagant.
- Section 4. Any reimbursement check to any member of the Board of Directors cannot be signed by that member.
- Section 5. No Board member shall receive any compensation for services rendered as a Board member.
- Section 6. Other than team sponsorships, no cash contribution will be accepted by individual teams or by a Sports Commissioner. All funds (i.e., sponsorships, donations and fundraising money) shall be raised in the name of Prosper Sports Association (PSA) and shall be recorded in the financial statement for the related specific sport(s) under the appropriate income line. These funds may not be earmarked or reserved for any specific purpose without the prior approval of the PSA Board of Directors.

## **ARTICLE VI – Amendment of By-Laws**

- Section 1. By-Law changes may be proposed at any time by a member of the Board of Directors and must be submitted to the Board for consideration. By-Law amendments will require a 2/3 majority vote of all members of the Board of Directors.
- Section 2. Initial ratification of the By-Laws will be conducted by a simple majority vote of all attendees at the December 2, 2002 meeting of the PSA. Annual ratification thereafter of any By-Laws changes recommended by the review committee described in Article III, Section 2b will be approved by a 2/3 majority vote of all attendees at the second monthly meeting after the review committee submits its recommendations, provided that a copy of such recommendations are made available at least 30 days prior to such vote.

## **ARTICLE VII – PSA General Rules**

- Section 1. A spirit of good sportsmanship should prevail during and after the game for all players, coaches, and fans. Issues / complaints should be addressed to the Coach or appropriate Sports Commissioner. If unresolved at that level, the issue / complaint may be submitted to the Board. A decision made by a Sport Commissioner may be appealed to the Board of Directors. Any violations of these rules should be reported to the Sport Commissioner of that league. Only the Head Coach can report violations pertaining to a game in progress.
- Section 2. Player participation rules, as specified by the appropriate league will be enforced. Players will pay all pre/post season tournament fees and expenses.
- Section 3. The individual Sport Commissioner will do scheduling of fields. Schedules will be completed for games and practices. Any scheduling disputes between Sports will be worked out between Commissioners. If the Commissioners cannot reach agreement, unresolved disputes will be presented to the Board of Directors. It is strongly recommended that Church hours be respected in scheduling practices and games.

## **ARTICLE VIII – Coaches Code of Ethics/Conduct**

- Section 1. The term “Coach” shall include but is not limited to Head Coach, Asst. Coach(s), Manager(s), or any other person in a team leadership role.
- Section 2. The coach must never put the value of winning over the safety and welfare of players. Winning should be the result of preparation and discipline with emphasis placed on the highest ideals and character traits.
- Section 3. Coaches shall instruct players to play within the written laws of the game and within the spirit of the game at all times.
- Section 4. Coaches shall not seek unfair advantage by teaching deliberate unsportsmanlike behavior to players.
- Section 5. Coaches should not tolerate inappropriate behavior from players regardless of the situation.
- Section 6. Demands on players’ time should never be so extensive as to interfere with academic goals and progress. Motivation for excellence should include academics as well as athletics.
- Section 7. Under no circumstances should coaches authorize or encourage the use of medicinal or performance enhancing drugs. Players should be directed to seek proper medical attention for injuries and to follow the physician’s instructions regarding treatment and recovery. At no time should a player be put at risk by returning from injury prematurely or by being forced to play while injured.
- Section 8. Adherence to all league rules and policies, especially those regarding eligibility, team formation, recruiting and guest players are mandatory and should never be violated. It is the responsibility of every coach to know and understand these rules.
- Section 9. Player development and the growth of the player through participation are essential to the growth of the sport. Additionally, the coach must behave in such a manner that the principles, integrity, and dignity of the sport are maintained.
- Section 10. Officials must have the support of coaches, players, and spectators. Criticism of officials undermines their purpose in the game. Coaches must always refrain from criticizing officials in the presence of players.
- Section 11. Comments regarding an official should be made in writing to the appropriate organization assigning the official.

Coach’s Signature \_\_\_\_\_ Date \_\_\_\_\_

**ARTICLE IX – Parents Code of Ethics/Conduct**

Section 1.

Children have more need for example than for criticism.

Remember, your child is involved in organized sports for their enjoyment, **NOT YOURS.**

Attempt to relieve the pressure of the competition, not increase it.

Be kind to your child’s coach and officials. The coach is a volunteer, giving of personal time and money to provide a recreational activity for your child.

The opponents are necessary friends. Without them your child could not participate.

Applaud good plays by your team **AND** by members of the opposing team.

Do not openly question an official’s judgment and honesty. Officials are symbols of fair play, integrity, and sportsmanship.

Accept the results of each game. Encourage your child to be gracious in victory and to turn defeat into victory by working towards improvement.

Teach your child that honest effort is as important as victory so that the result of each game is accepted without undue disappointment.

Parents Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Players Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Note: It is the coach’s responsibility to keep a copy of the signed Parents Code Of Ethics/Conduct on file.

**ARTICLE X – Compensation Article**

**Resolution:**

Prosper Sports Association (PSA) hereby establishes the following compensation policy:

Any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation, and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

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Brian Griffitt  
President

Date

## **ARTICLE XI – Conflict of Interest**

Prosper Sports Association (PSA)

EIN: 20-8141451 Provisional

### **RESOLUTION:**

#### **CONFLICTS OF INTEREST**

**SECTION 1. Purpose.** The purpose of the conflict of interest policy is to protect this tax-exempt Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations.

#### **SECTION 2. Definitions.**

**2.1 Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**2.2 Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, (b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or (b) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### **SECTION 3. Procedures.**

**3.1 Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board

delegated powers considering the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### 3.3 Procedures for Addressing the Conflict of Interest.

- (a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### 3.4 Violations of the Conflicts of Interest Policy.

- (a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. Records of the Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain: (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest is present, and the governing board's or committee's decision as to whether a conflict of interest in fact exists. (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. Compensation.

- (a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- (c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 6. Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, has agreed to comply with the policy, and (d) understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) Whether partnerships, joint ventures,

and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

This Conflict of Interest Resolution was adopted by the board of directors or members of the organization on \_\_\_\_\_, 20\_\_\_\_.

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Corporate Secretary

## ***PROSPER SPORTS ASSOCIATION BOARD MEMBERS***

### *Executive Members*

President	Brian Griffitt thru 12/2008
Vice President	Scott Sigman thru 12/2008
Secretary	Susan Pelzel thru 12/2008
Treasurer	Mark Robertson thru 12/2007

### *Commissioners*

Basketball	Ryan Brackeen thru 09/2007
Director: Boys	Tanner Etheridge

Baseball	Hiram Colon thru 01/2009
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Softball	Emillio Villa thru 01/2009
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Football	Don Mettica 01/2007
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Cheerleader	Stacee Reed thru 05/2008
Directors:	Tracey Childress
	Tonya Miller

Volleyball	Open
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Sponsorship Coordinator	Open
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