**DSYSA FOOTBALL COMMITTEE BYLAWS**

**I. NAME**

1.1. The Football and Cheer Sports Committee (the “FBC”) is an organized standing Sport committee of the Dripping Springs Youth Sports Association, Inc. a Texas nonprofit corporation (“DSYSA”), constituted to organize and administer DSYSA’s tackle and flag football programs. The FBC will be managed by a Sport Committee Board constituted pursuant to these Bylaws, which will operate in accordance with these Bylaws.

**II. PURPOSE**

2.1. The FBC administers tackle and flag football programs as part of DSYSA. Its purpose is to provide the opportunity for all who wish to participate in organized youth football within the Dripping Springs Independent School District(“DSISD”). FBC is committed to teaching good sportsmanship, teaching youth participants and adult sponsors and volunteers the fundamentals of youth football and techniques to enhance the safety and enjoyment of the sport, participating in regularly scheduled competitions, and conducting other educational activities as the FBC determines are appropriate and beneficial to its participants.

**III. OFFICES AND AUTHORITY**

3.1. **Offices**. As a standing Sport Committee of DSYSA and conducting its functions and operations as part of DSYSA, FBC shall have and maintain its office in Texas at the same location as DSYSA.

3.2. **Privileges and Immunities.** As an operating committee of DSYSA, FBC and its officers, directors, employees, and agents shall have all of the privileges, powers, and immunities that may lawfully be had or exercised by or through DSYSA, including but not limited to all protections from liability inuring to the officers and directors of a corporation and the benefits of the business judgment rule as may exist from time to time under the laws of the State of Texas or other jurisdiction.

**IV. LEAGUE AFFILIATION**

4.1 The FBC is affiliated with Pop Warner Little Scholars, Inc. (“Pop Warner”) and with the Hill Country Pop Warner Football League (“HCPW”). The FBC shall abide by and be subordinate to the By-Laws, Official Rules, Administrative Manual, Policies and Procedures, and Playing Rules of Pop Warner Little Scholars (“PWLS”) and Hill Country Pop Warner Football League (“HCPW”), including amendments and modifications thereto (collectively referred to as “PW Rules”). In the event of any conflict between these Bylaws and PW Rules, the PW Rules shall control and govern.

**V. FISCAL YEAR**

5.1. **Fiscal Year.** The Fiscal year of FBC is January 1 through December 31.

**VI. MEMBERSHIP, ANNUAL MEETINGS & VOTING**

6.1. **Membership**: The membership of the FBC shall consist (i) Directors of the FBC as described in Section VII of these Bylaws, and (ii) the parents or guardians of youth participants and adult volunteers in FBC football during the then-current Fiscal Year, subject to all of the qualifications and rules of conduct established by the FBC board of directors from time to time (“Members”).

6.2. **Qualifications.** To maintain good standing in the FBC, Members must have paid all registration fees due prior to and during the then-current Fiscal Year and should at all times be and maintain themselves as persons of integrity, good character, and community standing and give their best efforts to:

a. be trustworthy, honest, reliable, loyal, and lead by example to teach these qualities to participants;

b. show respect for participants, Members, officials, volunteers and the rules of governing organizations, and teach and require the same qualities to participants; and

c. act as a role model and be mindful of that actions of Members can powerfully influence youth participants and strive to ensure that the Member’s dealings with others in private and in public exemplifies civility, good judgment, and is worthy of being looked to by others as an example to be imitated.

6.3. **Enforcement.** A Member who exhibits conduct inconsistent with the qualifications for Membership is subject to discipline upon a majority vote of a quorum of the members of the Board at duly called meeting, and shall have the right to be notified that action may be taken at such a meeting and be entitled to appear at the meeting subject to such rules of decorum as the Board may from time to time prescribe. In its discretion, the Board may:

a. Issue Letters of Reprimand – This is an official reprimand from FBC. This document gives notice that an action or conduct will not be tolerated by FBC. Upon receiving a Letter of Reprimand, the Member is made aware that future violations will bring more severe penalties. The Member receiving the reprimand may continue to perform duties as and be a Member. Additional disciplinary actions may be administered by DSYSA.

b. Implement, enforce, or extend any disciplinary action imposed by DSYSA regardless of the sport or by HCPW or Pop Warner Little Scholars, Inc.

c. Establish Probationary Qualifications for the Member’s continued participation as a Member – Notice of probation is given when a Member violates a rule or rules. While on probation, the Member may continue to perform duties as and be a Member. Additional disciplinary action may be administered by DSYSA. Probation periods may last from a period of one week to one year. A person on probation who commits the same infraction while on probation will receive a mandatory suspension of not less than one week. The FBC or DSYSA may assess a longer period.

d. Suspend the Member – Notice of suspension is given when a Member violates a rule or rules. While on suspension, the Member may not participate in any FBC meetings or activities. Additional disciplinary action may be administered by the FBC or DSYSA. Suspension periods may last from a period of one week to one year.

e. Ban a Member – A Member may be banned when the violation is severe, flagrant, or involves repetitive conduct that a 2/3 majority of the Directors in attendance at a duly called meeting determines presents a risk to the emotional or physical safety of members, volunteers, players, officials, or other persons or adults associated with a team, association, or league. When a Member is banned, that Member may not attend any activity or be on any property or location that is under the control of DSYSA or the FBC. Ban periods may last from a period of one week to a lifetime ban. The Board may ban a Member without also banning a youth participant or may also ban the participant. The Board also may impose, implement, or enforce any ban imposed or allowed by the rules of HCPW or Pop Warner Little Scholars, Inc.

6.4. **Annual Meeting.** The FBC shall hold an annual meeting at a date and time established by the Board for the purposes of receiving input from the Members and for the purpose of electing the Directors of the FBC Board.

6.5. **Member Voting.** Directors shall be entitled to vote on the election of FBC Board Directors at the Annual Meeting.

6.6. **Quorum**. For the purpose of voting at an Annual Meeting or Special Meeting, a quorum of the Directors requires that 51% of the Directors entitled to vote be present.

 6.7. **Voting Procedures.** Director voting at an Annual Meeting shall be in accordance with Roberts Rules of Procedure and any procedures adopted by the Board, except that no Director shall be entitled to vote by proxy.

6.8. **Removal**: Any Director may be removed and membership terminated by 2/3 majority vote of the Directors in attendance at a duly called meeting. A Director may be removed and membership terminated for any of the following criteria:

a. the Director is not in good standing with DSYSA or the FBC;

b. the Director fails to comply to the authority of DSYSA or the FBC; or

c. the Director exhibits conduct detrimental to DSYSA or FBC.

The Director subject to removal may not cast a vote on the decision to remove. Any member so removed may request reinstatement with proof of compliance.

Voting procedures shall be followed in accordance with any FBC written policies and Roberts Rules of Procedure. Proxy voting is allowed after a quorum has been established. To be valid, a proxy vote should be submitted in writing, signed and dated by the officer sending the proxy.

Proxies must be presented to the Board Secretary at the meeting in which it will be utilized.

**VII. GOVERNING BOARD**

7.1. The FBC shall be governed by a Sport Committee Board (the “Board”), composed of elected Directors as outlined below. Each Director will submit to a background check prior to taking office. The duties and responsibilities of the Board shall be:

a. to administer DSYSA’s youth football programs in a manner that conforms to the rules of Pop Warner and the HCPW to provide opportunities for its participants to learn the fundamentals of football and cheerleading and participate in competitions and educational opportunities;

b. to interpret, carry out and enforce the FBC Bylaws, DSYSA FBC Rules and Procedures and decisions of the Board;

c. to cooperate and aid Pop Warner and HCPW in carrying out the rules and purposes of those organizations;

d. to establish all dues, fees, and charges;

e. to consider and enact procedures, rules and sub-committees, if any, for all aspects of the programs it administers, including for the selection and appointment of coaches, formation of teams and squads, rules regarding standards of conduct for members, including board members;

f. to hear, or establish subcommittees to hear and determine disputes, protests, grievances, and appeals therefrom, except as provided for otherwise in these Bylaws, where FBC’s authority is superseded by superior affiliations within DSYSA, Pop Warner and HCPW; and

g. to adopt a budget and approve all expenditures not budgeted.

7.2. **Conflict of Interest.** No Director shall participate in any discussion or vote on any matter in which he or she, or a member of his or her immediate family, has a conflict of interest due to having material involvement regarding the matter or persons being discussed. When such a situation presents itself, the Director must announce his or her potential conflict, recuse him or herself, and not participate in the discussion until the matter is resolved. The President, or any other Director, is expected to make inquiry if such conflict appears to exist and the Director has not made it known.

**VIII. GOVERNING BOARD DIRECTORS AND DUTIES**

8.1. **Directors**. The Board comprises and includes the following positions, who shall be the “Directors” with all of the rights, powers, privileges, and immunities of directors permitted by law:

President

Vice President

Secretary

Treasurer

Website Director

Communications Director

Fundraising Director

Equipment Director

Tackle Commissioner or Co-Commissioners

Flag Football Commissioner or Co-Commissioners

Team Parent Coordinator

Directors are expected, to their best reasonable ability and judgment to support all FBC, HCPW, Pop Warner and DSYSA activities, regardless whether the Director has a a child participating in the event or activity. This includes games, camps, scrimmages, parades, and any other FBC, HCPW, Pop Warner or DSYSA sponsored football events. The specific duties of Directors include:

8.2. **President**. The President shall serve as the Chief Executive Officer of FBC and shall have the following powers, duties, and responsibilities:

a. presiding at all FBC regular and special Board and Executive Committee meetings;

b. casting the deciding vote in the event of a tie at any meetings at which he or she presides or waive the right to do so;

c. authority to appoint delegates to any special committee;

d. prior to the last meeting of each Fiscal Year, authority to appoint an auditing committee to inspect the Treasurer’s books to certify their accuracy;

e. with the Treasurer, overseeing all FBC budgets and financial reports;

f. representing the FBC at DSISD, City of Dripping Springs, and other community meetings and functions, in the best interests of FBC;

g. filling vacated Board positions by nominating candidates to serve the remainder of any unfulfilled term for approval by majority vote of the Board;

h. ensuring that Board members carry out their listed duties and responsibilities of FBC;

i. managing the day to day operations of FBC;

j. assigning signature rights for any agreements with DSISD, the City of Dripping Springs, or other local, state, and federal entities; and

k. transmitting all records and correspondence to any person elected to succeed him or her in that office.

8.3. **Vice President**. The Vice President shall succeed to the powers of the President in his or her absence and in addition have the following powers, duties, and responsibilities:

a. responsibility for all insurance matters, including but not limited to informing the Board about insurance coverage, handling claims (including follow up), and dealing with any insurance problems that might arise;

b. serving as chairperson at any Discipline and Protest committee, including appointing members to serve on the Discipline and Protest committee prior to the start of each tackle football season; and

c. transmitting all records and correspondence to any person elected to succeed him or her in that office.

8.4. **Secretary**. The Secretary shall have the following powers, duties, and responsibilities:

a. recording the minutes of all meetings, attend to all correspondence, and maintain the records of FBC;

b. providing minutes of the FBC meetings to all Directors of the Board within two weeks subsequent to the meeting;

c. providing notice of all meetings as required by the FBC Bylaws;

d. maintaining the current FBC Bylaws and DSYSA FBC Rules and Procedures;

e. maintaining records of meeting attendance; and

f. transmitting all records and correspondence to any person elected to succeed him or her in that office.

8.5. **Treasurer**. The Treasurer shall have the following powers, duties, and responsibilities:

a collecting all dues and fees owed to FBC, control all monies of FBC, and maintain detailed records of FBC’s income and expenditures;

b. paying all FBC bills properly passed upon and approved by the President or the Board;

c. compiling and submitting an annual report of the FBC finances or at such other times as may be requested by the President or the Board;

d. acting as an advisor, providing oversight, and reviewing all financial records related to the FBC;

e. working with the DSYSA Treasurer on financial and accounting matters relating to the FBC; and

f. transmitting all financial records to any person elected to succeed him or her in that office;

8.6. **Website Director**. This Website Director is responsible for updating, maintaining, and managing the FBC website and working with DSYSA to provide accurate information regarding the FBC on the DSYSA website. The Website Director shall have the following powers, duties, and responsibilities:

a. managing all seasonal registration websites for football and providing reporting regarding the same to the President and the Board;

b. ensuring the FBC and DSYSA websites provide timely accurate information regarding football activities;

c. working with the Communications Director to provide timely and accurate messages to Members and prospective Members regarding football activities via the FBC website, the DSYSA website, social media, and email;;

d. working with the Fundraising Director to stock and establish their e-stores on the FBC web site, if applicable; and

e. transmitting all records and correspondence to any person elected to succeed him or her in that office.

8.7. **Communications Director**. The Communications Director is responsible for providing timely and accurate communication to Members and prospecdtive Members regarding football activities via DSISD events, printed announcements, email, and social media. The Communications Director shall have the following powers, duties, and responsibilities:

a. establishing and managing all FBC email and social media accounts;

b. working with the Website Director to provide timely and accurate messages to Members and prospective Members regarding football activities via the FBC website, the DSYSA website, social media, and email;

c. timely preparing printed announcements, emails, and social media posts informing Members and prospective Member of football activities upon reasonable request from the President or the Commissioners.

d. transmitting all records and correspondence to any person elected to succeed him or her in that office.

8.8. **Fundraising Director**. The Fundraising Director works to raise money for the FCB for use in purchase equipment, paying for fields, defraying registration costs, or any other football activities by attempting to sell “spirit wear” merchandise and soliciting donations from local businesses and others. The Fundraising Director shall have the following powers, duties, and responsibilities:

a. identifying and assessing potential vendors for FBC spirit wear;

b. working with such vendors and the Board to design, price, and sell spirit wear;

maintaining a master list of businesses that have contributed to the FBC;

c. researching grants that may be available to benefit the FBC;

d. soliciting donations and applying for as many grants as possible and appropriate for FBC’s benefit; and

e. transmitting all records and correspondence to any person elected to succeed him or her in that office.

8.9. **Equipment Director**. The Equipment Director ensures the coaching volunteers and teams have access to the equipment available for use during practices, and the required equipment for game days. The Equipment Director shall have the following powers, duties, and responsibilities:

a. preparing a written inventory of all FBC equipment, both prior to and following the completion of each tackle football season;

b. repairing or disposing of any deteriorated equipment deemed unsafe or inappropriate for further use;

c. ensuring game day equipment is available at the proper field locations prior to the start of all games;

d. ensuring a trainer scheduled to support home games has the proper set-up, which typically includes AED equipment, a tent, and cooler of ice;

e. working with the Commissioners to organize and distribute all game uniforms to coaches and parents; and

f. transmitting all records and correspondence to any person elected to succeed him or her in that office.

8.10. **Tackle Commissioner or Co-Commissioners**. The Tackle Commissioner or Commissioners manage and assist the President in managing the day-to-day operation of the tackle football program. The Board should strive to have Co-Commissioners to assist one another and the President. The Tackle Commissioner(s) shall have the following powers, duties, and responsibilities:

a. recruiting and presenting to the Board head coaching candidate volunteers for tackle football;

b. working with the DSISD football coaches to provide a baseline understanding of the concepts they want FBC to teach to the volunteers and players;

c. ensuring the behavior of the tackle football coaches, players, and parents is consistent with the standards of the DSYSA Code of Conduct and the requirements and rules of Pop Warner Little Scholars and HCPW;

d. working with the Equipment Director to ensure all preparations have been made for game day equipment to be delivered and picked up from the stadium(s), including down markers, first down chains, end-zone pylons, and AED equipment. FBC equipment will be stored in a location specified by the Board and subject to check-out procedures that the Board may from time to time establish;

e. working with the Flag Commissioners to develop and support football camps and related activities; and

f. transmitting all records and correspondence to any person elected to succeed him or her in that office.

8.11. **Flag Football Commissioner or Co-Commissioners**. The Flag Football Commissioner or Commissioners manage the day-to-day operation of the flag football program. The Board should strive to have Co-Commissioners to assist one another. The Flag Football Commissioner(s) shall have the following powers, duties, and responsibilities:

a. recruiting coaching volunteers for flag football;

b. working with DSISD football coaches to providea baseline understanding of the concepts they want FBC to teach to the volunteers and players;

c. ensuring the behavior of the flag football coaches, players,and parents is consistent with the standards of the DSYSA Code of Conduct;

d. working with the Equipment Director to ensure all preparations have been made for game day equipment to be delivered and picked up from the stadium(s);

e. working with the Tackle Commissioners to develop and support football camps and related activities; and

f. transmitting all records and correspondence to any person elected to succeed him or her in that office..

8.12. **Team Parent Coordinator**. The Team Parent Coordinator works with each tackle football team, *e.g*., the individual “team parents,” on team roster management and related logistics, including, for example, assisting team parents with uniforms, compliance with Pop Warner Little Scholars and HCPW registration requirements, *e.g*., roster certification and weigh-ins, and resolving parent questions and concerns. The Team Parent Coordinator shall have the following powers, duties, and responsibilities:

a. ensuring team parents understand and comply with Pop Warner Little Scholars and HCPW requirements relating to roster certification, minimum play rules, *etc*.;

b. leading efforts to train team parents and other volunteers on Pop Warner Little Scholars and HCPW rules;

c. ensureing that coaching staffs complete all required registrations, trainings, and certifications;

d. serving as a liaison between parents and coaches, the Commissioners, and the Board; and

e. transmitting all records and correspondence to any person elected to succeed him or her in that office.

**IX. TERM OF OFFICE**

9.1. **Terms**. Directors of the Board as described in these Bylaws shall hold office for two-year terms or until their successors are duly elected or appointed and installed as provided in these Bylaws. Terms shall be staggered so that half of the members are elected on a yearly basis.

9.2. **Vacancy**. In the event that any Director position becomes vacant for any reason whatsoever, the vacancy shall be filled forthwith by the President and the Board, as described in Section 8.2(g) of these Bylaws, and such appointee shall serve for the duration of the term of the position replaced.

9.3. **Attendance**. Any FBC Board Director who is absent two (2) consecutive Board meetings without reasonable excuse and advance written notice delivered to each Director may have their position declared vacant by the Board with a simple majority vote. Declaring a Director’s position vacant shall not be considered as “removal” of a Member under Section 6.8 of these Bylaws.

9.4. **Removal.** Any Director may be removed by 2/3 majority vote of the Board Directors in attendance at a duly called and conducted meeting. A Directors may be removed for any of the following reasons:

a. the Director remains not in good standing with DSYSA or the FBC for twelve months;

b. the Director fails to comply to the authority of DSYSA or the FBC; or

c. the Director exhibits conduct detrimental to DSYSA or FBC.

The Director subject to removal may not cast a vote on the decision to remove. Any Director so removed may request reinstatement with proof of compliance.

**X. MEETINGS & NOTICE**

10.1. **Regular meetings**. Regular FBC meetings shall be held monthly at a time determined by the Board. The FBC Board shall hold a minimum of six meetings per fiscal year, to be held with a maximum of 60 days between meetings. Regular meetings shall occur at such place (within the boundaries of DSISD) and time as determined by the Board. Notice of these meetings shall be posted at least three (3) days prior to each meeting on FBC’s website or in a manner established by the DSYSA Umbrella Board.

10.2. **Special Meetings**. Special meetings may be called by written request to the FBC Secretary, by the President, or by one third (1/3) (rounded upward) of the Board. Special Meeting meetings shall occur at such place (within the boundaries of DSISD) and time as determined by the Directors of the Board calling such meetings.

10.3 **Quorum**. A quorum is required to conduct any meeting of the FBC Board. A quorum requires that 51% of the Directors, excluding vacancies, be present at such meeting.

10.4. **Executive Session**. The President may at his or her discretion call a meeting of the Board for an Executive Session. Only Directors of the FCB may participate in Executive Sessions. The Board has the right to call a closed or executive session at any point during any Regular Meetings or any Special Meeting to discuss issues which the President deems necessary to discuss in a closed forum because of the sensitive nature of the information, to receive legal counsel, or for other reason. A quorum of the Board must be present to call an Executive Session.

10.5. **Confidentiality**. All material and resulting outcomes discussed in an Executive Session are confidential. Directors are not allowed to discuss such information with anyone other than FCB Directors. Failure to comply will be considered cause for penalty or removal, as outlined by these Bylaws.

10.6. **Annual Meeting**. An annual membership meeting shall be held yearly, typically in December or January, at a location within DSISD determined by the Board. The purpose of the annual meeting shall be to elect Directors and conduct the business of FBC. Notice of the Annual Meeting, election of Directors, and a call for candidates shall be given at least thirty days prior to the Annual Meeting. Notice shall be provided via FBC’s website or in a manner established by the Board.

**XI. AMENDMENTS**

The Board retains the sole voting right to amend these Blaws. Amendments may be approved at regularly scheduled meetings of FBC by two thirds (2/3) majority vote of the Board. Notice of any Director’s intent to propose amending these Bylaws shall be given at least ten (10) days prior to the meeting at which such proposed amendments to these Bylaws will be voted upon and shall include the text of the proposed amendments along with the date, time, and place of the meeting.

**XII. DISSOLUTION**

In the event that FBC ceases to function or dissolves, and after paying or making the provision for payment of all liabilities, the Board shall transfer all of the FBC’s net assets to any successor organization which has a similar purpose as specified by the Bylaws, provided however, such successor organization qualifies under Section 501(c)(3) of the Internal Revenue Code or any corresponding provision. If no such successor organization exists, then all of the FBC’s net assets shall be transferred to DSYSA.