

**BYLAWS
OF THE
JUNIOR ROLLER DERBY ASSOCIATION, (Corp.)**

ARTICLE I - PURPOSE AND OBJECTIVES

The Junior Roller Derby Association (JRDA) is a public non-profit educational and amateur sports organization that is dedicated to advancing the growth of roller derby through the standardization of rules and goals for existing and new leagues.

The mission of JRDA is to nurture bold self-confidence in youth by developing teamwork and athletic ability while treasuring individuality within a culture of integration, encouragement, and service to others.

The JRDA, known hereto as 'Corporation,' was formed to foster national and international amateur sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The purpose of the Corporation shall include, but not be limited to:

- Developing, improving, advancing, encouraging, protecting, governing, controlling and securing to its members the benefits of amateur roller derby in all its forms, branches and activities throughout the United States and internationally;
- Developing, improving, advancing and encouraging the sport of amateur roller derby in the United States and internationally;
- Developing, improving, advancing and encouraging the skills of amateur competitors, coaches, trainers, managers, administrators and officials in the skills of amateur roller derby in the United States and internationally;
- Exercising jurisdiction over matters pertaining to the participation in JRDA sanctioned events, in the United States and internationally.

ARTICLE II - OFFICES

The registered office of the Corporation shall be at JRDA, **642 Crestway DR, Wind Crest, TX 78239** until otherwise established by an amendment of the Corporation's certificate of incorporation (the "Certificate of Incorporation") or by the board of directors and a record of such change is filed in the manner provided by law.

ARTICLE III - BOARD OF DIRECTORS

SECTION I - GENERAL POWERS - The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all powers with respect to the management, control and determination of the policies of the Corporation that are not limited by these Bylaws, the Articles of Incorporation, or the laws of the state of Texas. Without limitation thereto, the Board of Directors shall have the power to enter into contracts on behalf of the Corporation and to delegate to one or more directors the authority to sign contracts which shall be binding on the Corporation; to hire employees of the Corporation; to collect, invest and expend funds for and on behalf of the Corporation; and to exercise all other powers and responsibilities which the Board of Directors considers necessary and appropriate to carry out the purpose and objectives of the Corporation.

A. Introduction of voting issues

1. Voting issues must have a motion in a regular board meeting, or by email. A motion must have a second before it can be discussed. (Motions by email must include the subject line MOTION appended to the matter discussed)

2. Once seconded, all discussion on the voting matter must be confined to the topic (additional matters need to be introduced on separate emails if voting is happening electronically)
3. Discussion will take place within the same regular board meeting (or over 3 business days once the motion has been seconded via email).
4. Once the motion is discussed and amended, the secretary will call a vote (the Secretary will make a separate email from the MOTION labeled VOTE containing the full body of the amended motion for votes taking place via an email motion. No discussion of the motion will be allowed within the VOTE email).
5. If majority consent of the quorum is attained, the motion passes.

SECTION II - NUMBER AND TENURE - Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than five Directors.

SECTION III - TERM LIMITS - One executive term is 3 years. Any Executive Committee Member is limited to two terms in the same role or three terms in any Executive Committee Member role. The General Board of Directors term is 1 year. The General Board of Directors is limited to three terms in the same role or 4 terms in any General Board of Directors role.

SECTION IV - REMOVAL - Any Director may be removed for cause by a vote with a two thirds majority vote of the Board of Directors. Such Director shall be entitled to receive notice of and a hearing concerning the charges prior to the vote at a meeting of Board called for that purpose. Any vacancy so created shall be filled by the appointment of a replacement director as provided by these Bylaws.

SECTION V - VACANCIES - Any vacancy in the Board of Directors may be filled by appointment by the vote of a majority of the remaining Directors from candidates put forth by the Nominating Committee. A Director so appointed shall hold office for the unexpired term of the person he or she replaces.

SECTION VI - REGULAR MEETINGS - The Board of Directors shall meet on a regular basis to discuss Corporation business. No voting items may be discussed at Board meetings unless there is a quorum. Notice of meetings shall be given to each Director at least five (5) days before the meeting.

SECTION VII - SPECIAL MEETINGS - Special meetings of the Board of Directors shall be held whenever called by the President or by three (3) Directors at such time and place as the person or persons calling the meeting shall designate. Reasonable notice shall be given to each Director before such meeting. No special meeting may take place unless there is a quorum.

SECTION VIII - QUORUM - A quorum shall consist of a majority of the Board of Directors then in office.

SECTION IX - INSPECTION OF BOOKS AND RECORDS - The members of the Board of Directors shall have the right to see all books and records of the Corporation at any time.

SECTION X - REMUNERATION - No remuneration or compensation of any kind shall be paid to the Directors for their services to the Corporation; however, Directors may receive reimbursement for authorized expenditures with appropriate receipts. All payments made to any of the Directors shall appear on the annual financial statement.

ARTICLE IV – ELECTIONS AND NOMINATIONS

SECTION I- ELECTION OF DIRECTORS - The election of Directors shall be conducted at the end of each competitive season on a date fixed by the Board and the results shall be announced publicly immediately following the election(s).

- Officers--The Officers of the Corporation shall be elected by a majority vote of the Regional Coordinators at an organizational meeting or online in an anonymous poll on such date determined by the Nominations Committee. The officers so elected shall hold office for a term of 3 years.
- General Directors--The General Directors of the Board shall be elected by a majority vote of the Regional Coordinators. The General Directors so elected shall hold office for a term of 1 year.
- Regional Coordinators--The Regional Coordinators are responsible for presenting the slate of the nominees for the Officers and General Directors to their region's member leagues for discussion before voting.

SECTION II- NOMINATIONS COMMITTEE - A nominations committee shall be appointed by the Board of Directors and shall consist of three Board members and three members of the JRDA Congress. The nominations committee shall be responsible for soliciting qualified candidates to run for Board positions, conducting the election process, counting the ballots and reporting the results of the election.

SECTION III - ELIGIBILITY - Each candidate must submit a resume for review and agree to one or more interviews with the Nominations Committee, the Regional Coordinators, and/or the Board of Directors.

SECTION IV - ELECTION PROCEDURE - Persons wishing to serve as a Director shall make known their intention to the Nominations Committee, no less than 60 days prior to elections. Candidates shall be presented to the Board of Directors by the Nominations Committee to be approved or rejected by the Board.

ARTICLE V - BOARD OF DIRECTORS

SECTION I - TITLES AND RESPONSIBILITIES

A. Executive Board of Directors:

1. President – Presides over meetings, works directly with the Vice President(s), approves Board meeting agendas, acts as spokesperson for the board, negotiates in good faith with outside organizations on any agreement (verbal or written) subject to board approval. Ensures all Department and Committee activities remain faithful to the JRDA Mission Statement. The President may delegate negotiating authority to another Executive Board Member or Director as needed.
2. Senior Vice President - In the case of the absence or disability of the President, the Senior Vice President shall perform the duties of the President. They shall also perform such other duties as may be required by the Board of Directors. Examples may include but are not limited to oversight of the Games Department and Rules Department.
3. Vice President - In the case of the absence or disability of the President and the Senior Vice President, the Vice President shall perform the duties of the President. They shall also perform such other duties as may be required by the Board of Directors. Examples may include but are not limited to oversight of the Membership Department and the Events Department.
4. Treasurer - The Treasurer shall serve as the chief financial officer of the Corporation and

shall have responsibility for the care, custody and safekeeping of the Corporation's funds and securities. The Treasurer shall be responsible for maintaining the Corporation's financial books and records of account. He or she shall deposit or cause to be deposited the Corporation's funds in the name and to the credit of the Corporation at such bank accounts at such depositories as the Board of Directors may from time to time determine. He or she shall disburse funds of the Corporation as may be ordered by the Board, taking proper vouchers for the disbursements. The Treasurer shall provide regular reports of income and expenses to the Board and shall provide an annual financial statement to the Board. Along with the other Officers, he or she shall have authority to countersign checks or other financial instruments on behalf of the Corporation.

5. Secretary - The Secretary shall post recorded minutes of the meetings of the Board of Directors and shall be responsible for scheduling meetings and taking attendance at Board meetings and shall also perform such other duties as may be required by the Board of Directors.

B. General Directors:

1. Parent Representative—the Parent Representative shall represent parents' interests to the board and shall also vote accordingly.
2. Regional Coordinator Representative—Regional Coordinator Representative shall represent member leagues' interest and shall also vote accordingly.

SECTION III - GENERAL BOARD OF DIRECTORS AND COMMITTEES The Board shall be authorized to establish such committees as it believes are necessary or useful to carry out the purpose and objectives of the Corporation.

SECTION IV - MEMBERSHIP- Membership is at a league level. League rights and benefits and individual members (of the member leagues) rights and benefits are outlined in the JRDA Constitution.

ARTICLE VI - MEDIATION

The HR Director will oversee a committee for the purpose of providing unbiased mediation to member leagues to assist in the resolution of internal league disputes as requested by those leagues.

ARTICLE VII - ACCOUNTING YEAR

Unless and until the Board of Directors shall determine otherwise, the accounting year of the Corporation shall begin on the first day of September and end on the last day of August in each year. The treasurer of the Corporation shall have the Corporation's financial records and books reviewed by a qualified outside accounting firm annually and shall furnish the accounting firm's review to the other Board members. The Treasurer shall ensure that any Federal, state or local tax returns which the Corporation may be required to file shall be timely filed and shall be authorized to engage an outside accounting firm approved by the Board for this purpose.

ARTICLE VIII - AMENDMENTS

These bylaws may be altered, amended or repealed by the vote of two-thirds of the Directors at a meeting called for such purpose.

ARTICLE IX - EFFECTIVE DATE

These bylaws shall be effective as of January 3, 2019.

ARTICLE X – DISSOLUTION

SECTION I - The Corporation may be dissolved by the vote of at least two-thirds of the Directors at a meeting called for such purpose.

SECTION II – Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI – CONFLICT OF INTEREST POLICY

SECTION I - A conflict of interest is defined as an actual or perceived interest by a staff or Board member in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain. Officers and members are obligated to always act in the best interest of the organization. This obligation requires that any officer or member, in the performance of organization duties, seek only the furtherance of the organization mission. At all times, officers and board members are prohibited from using their job title or the organization's name or property, for private profit or benefit.

A. Solicitation and Acceptance

The officers and members of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors. This is not intended to preclude bona-fide organization fund raising-activities.

B. Participation

No officer, or member of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract:

1. The officer or member;
2. Any member of their immediate family;
3. Their partner;
4. An organization in which any of the above is an officer, director or employee;
5. A person or organization with whom any of the above individuals is negotiating or has an arrangement concerning prospective employment.

C. Disclosure

Any possible conflict of interest shall be disclosed by the person or persons concerned. **D.**

Board Action

When a conflict of interest is relevant to a matter requiring action by the Board, the interested person(s) shall call it to the attention of the Board and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final decision or related

deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board, excluding the person(s) concerning whose situation the doubt has arisen.

E. Record of Conflict

The official minutes of the Board shall reflect that the conflict of interest was disclosed and the interested person(s) did not participate in the final discussion or vote and did not vote on the matter.