

for IRS Section 501(c)(3)
Public Charity Status 509 (a)(2)
Revised July 2012
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GT Shockers Inc.

Account Definitions

The team operating account relates to funds devoted to tournament fees, umpire fees, clinics for players & coaches, equipment and other related costs that relate directly to each separate team in the organization. Funds found in this account are generally raised through player investment fees, sponsorships and team specific fundraisers. The use of funds from this account is at the discretion of the team and the team's account director. The team account director of each team may be the manager, the assistant manager, or any other designee of the team's manager who they feel is responsible and trustworthy

The organization account relates to funds earmarked for equipment, field maintenance, web-site, public relations expenses and other items that pertain to the organization as a whole. Funds in this account are raised through the organization fundraisers held annually, organizational sponsors, and general sponsorships to the teams.

ARTICLE I OFFICES

Section 1. Registered Office. The *GT Shockers Inc.* shall at all times maintain in the State of **Texas** a registered agent, whose business office shall be the registered office of the *GT Shockers Inc.*

Section 2. Other Offices. The *GT Shockers Inc.* may also have such other offices within or without the State of **Texas** as the Board of Directors may, from time to time, designate, and as the business and affairs of the *GT Shockers Inc.* may require.

ARTICLE II PURPOSES

Section 1. Nature of Corporation. The *GT Shockers Inc.* nonprofit corporation formed under the *GT Shockers Inc.*, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

Section 2. Primary Purposes. The *GT Shockers Inc.* is organized for the purposes set forth in its Articles of Incorporation which are filed with the State of **Texas**.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall have the general power to manage and control the affairs and property of the *GT Shockers Inc.*, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

Section 2. Number, Election, and Term of Office. The Board of Directors shall consist of **no less than five (5), and no more than nine (9), members**. Directors need not be residents of the State of **Texas**. Election to the Board of Directors shall be by majority vote of the members of the Board of Directors, which shall occur, except in the case of filling vacancies, at each annual meeting thereof. Each Director shall hold office for a term of one (1) year and thereafter until his successor is elected and qualified.

Section 3. Officers. The Board of Directors may designate from among its members a President, Vice-President, Secretary, Treasurer and such other officers as it may consider appropriate with such duties as it may prescribe.

Section 4. Vacancies. Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

Section 5. Annual and Regular Meetings. The Board of Directors shall hold bi-annual meetings at such time and place as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or without the State of **Texas** as the date, hour, and place for holding any special meeting of the Board called by them.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written notice delivered personally or sent by mail, telegram, facsimile or other means of electronic transmission to each Director at his address as shown in the records of the *GT Shockers Inc.*. If mailed, such notice shall be deemed to be

delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by email, such notice shall be deemed to be delivered when the email is delivered to the intended recipient. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 8. Quorum and Proxies. A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

Section 9. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving the *GT Shockers Inc.* in any other capacity and receiving compensation therefore.

Section 11. Informal Action. Any action may be taken without a meeting of the Directors if consent in writing setting forth the action so taken shall be signed by a majority of the Directors.

Section 12. Resignation; Removal. (a) A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of the *GT Shockers Inc.* or by presenting his written resignation at a bi-annual, regular, or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by the vote of a majority of the Directors then in office.

ARTICLE IV REGULAR COMMITTEES

Section 1. Purposes. The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

Section 2. Number, Election, and Term of Office. The number of members of each regular

committee shall be determined by the Board of Directors. Members of each regular committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors.

Section 3. Officers. The President may designate from among the members of each regular committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the President prescribes.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by the Board of Directors.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

Section 7. Powers. Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

ARTICLE V OFFICERS

Section 1. Officers. The Officers of the *GT Shockers Inc.* shall be a President, Vice President, Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article.

Section 2. Election and Term of Office. The Officers of the *GT Shockers Inc.* shall be elected by a majority vote of the members of the Board of Directors at the organizational meeting and at every annual meeting of the Board thereafter, except that new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for a term of a minimum one (1) year and thereafter until his successor shall have been duly elected and qualified.

Section 3. Removal. Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of the *GT Shockers Inc.* would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal,

disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive officer of the *GT Shockers Inc.* and, in general, shall supervise and control all of the business and affairs of the *GT Shockers Inc.* He may sign, along with any other proper Officer of the *GT Shockers Inc.* authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the event the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law, and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall be responsible for all funds and securities of the *GT Shockers Inc.*; receive and give receipts for monies due and payable to the *GT Shockers Inc.* and deposit all such monies in the name of the *GT Shockers Inc.* in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the *GT Shockers Inc.*, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the *GT Shockers Inc.*, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Similar Documents. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the *GT Shockers Inc.*, shall be signed by such Officer or Officers and/or agent or agents of the *GT*

Shockers Inc. and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the *GT Shockers Inc.* shall be deposited from time to time to the credit of the *GT Shockers Inc.* in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of the *GT Shockers Inc.* any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the *GT Shockers Inc.* Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of **Texas**, and any other relevant jurisdiction. *GT Shockers Inc.* will retain 10% of all team sponsorships to fund organizational expenses.

Section 5. Fundraising. The individual teams formed under the *GT Shockers Inc.* umbrella will maintain a team operating account under the Organizational umbrella. Teams are not permitted to open operational accounts independent of *GT Shockers Inc.* These teams are permitted to conduct fundraising as needed/desired by the team. All funds attained through fundraising in the name of *GT Shockers Inc.*, must be deposited into the team operating account and shall be maintained in conformity with the laws of the United States, the State of **Texas**, *GT Shockers Inc.*, and any other relevant jurisdiction. These funds may be distributed to the team according to standards set by each coach with approval from the Board of Directors. Minutes of the proceedings must confirm these decisions. Funds raised must benefit the team as a whole but may be credited by event according to family participation. **To maintain overall account security, Coaches will not have on line access to these accounts.**

Distribution of Funds for major event trip:

If funds are available, and the team decides to utilize these funds to offset expenses related to their trip to a major event, the team's Travel director will make lodging arrangements for the team as always. The team account director will compute an equal amount from the team's general fund being appropriated for the trip for each player making the trip, not by the number of players on the roster.

For those players/families rooming together an adjustment will be made lowering that player's portion of the dispersed funds. Basically, in cases where there are players both staying alone and some rooming together, the equation to use will be to compute the funds available by the number of rooms that players are staying in. This, in sort, provides an equal amount to each room, which is then divided equally amongst the players in a shared room.

Since lodging expenses are cheaper for those rooming together, the player portion allocated evens out with those having to cover full lodging expenses alone. Having fewer total

rooms to divide the funds available by also raises the “per room” portion, thus increasing each player portion.

The team coach will be responsible for providing the Board of Directors Treasurer with receipts for all funds spent.

Cash will not be given to players without receipts to justify funds will be used to help with travel expenses and total amount distributed.

Section 6. Dues. Prior to each season coaches will prepare a budget that includes appropriate player dues. These dues shall be paid by the individual players according to timelines set by the individual team. Player dues are considered donations made to the organization/team. Player dues may be supplemented by fundraising or sponsorships. Players may receive up to 25% credit towards dues from sponsorships made to the team on behalf of named player not to exceed the total amount of player dues.

End of season:

The funds available in the team operating account at the end of the season will be evenly computed by the number of current roster players. (Removed mandatory minimum account balance).

For returning players moving up in age, and wish, or must advance onto the next higher up team due to age requirements, or selected by the Gold team, their portion will go with them and be deposited into their new team’s operating account. It will be added in with existing and other advancing player funds and the team will begin the new season with this balance.

For returning players remaining with their current/previous team, their portion will stay in their team’s operating account. The team will begin the new season with this balance.

Basically, the unused funds stay with the players whether they remain with their current/previous team or move up to the next higher up team.

If a team does not make for any reason all funds remaining in the team account will be transferred to the organizational account to be used for organizational expenses as seen fit by the Board of Directors.

No refunds will be made to players who choose to leave the organization for any reason, including if a team does not make due to not having enough players or not having a qualified coaching staff.

**ARTICLE VII
ELIGIBILITY, PLAYER RESPONSIBILITY, ORGANIZATION RESPONSIBILITY**

Section 1. Eligible Player. Eligible team members who are active players, and are on the official roster are entitled to all benefits described in this document. If a player quits, or is dismissed, she is no longer eligible to receive any benefits or privileges described in this document. If a player can no longer continue to participate due to injury or other circumstance, the player in question is still considered a member of the team. The player is encouraged to remain with the team until such time she is able to return to action. Player investment fees paid by an injured player are not subject to be returned unless it is deemed to be a serious, season ending injury and is authorized by the team’s managing staff. In this case only, if the player requests the returning of her fee she foregoes her roster spot in the upcoming season and must go through try-out and qualification processes to earn a new roster spot.

Section 2. Player and Family Responsibility Being a member of the GT Shockers, Inc. requires commitment from the player and her parents/guardians. The player is expected to be present at all scheduled practices, games, fund-raisers and tournaments. We understand that there are times that a player cannot avoid missing a team event. This is one of the reasons our rosters hold enough players to cover those who are unable to make it to a given team event. It is, however, unacceptable for the player, or parent/guardian, to not give ample notice that they will not be present. Failing to do so puts the coaching staff, and the team, in an uncomfortable position by having to make unexpected adjustments, which may have an impact on how the team performs. Players who fail to show the commitment required to be a member of their team will be given an opportunity to conform to the requirements stated here in. Repeated show of lack of commitment may result in the dismissal of the player. We encourage every player, and her family, to be strongly involved in team sponsored fund-raising events. It is in her and her family’s best interest to participate in fund-raisers and make as many as possible. Each player who is a member of the Organization is to behave in a respectful manner towards her teammates, her coaches, parents, opposing players and their fans, game officials and individuals they encounter during team events. No player is important enough to allow her to treat others with harshness and disrespect. Any actions or words by a player that violate this rule will not be tolerated and repeated offenses will result in the dismissal of the player in question.

Section 3. Team Responsibilities to the Player Each player will be treated fairly and given every opportunity to excel both on and off the field. All managers and coaches of teams must be qualified to run the teams they are associated with. Training and instruction techniques must conform to the GT Shockers Inc. guidelines. Any questionable actions brought to the board’s attention will be investigated. To avoid circumstances involving a questionable training or instruction technique, prospective coaching candidates are to be chosen carefully to ensure that the players are exposed to proper and accepted practices. If it is determined that a players needs would be better served to play for another team within the organization the following procedures will take place.

- A) Both managers shall come to an agreement of said player changing teams.

B) In the event an agreement can't be made, the GT Shockers, Inc. board shall hold a hearing on such player, and if necessary shall be voted on.

Players who feel it will be more beneficial playing on an older team shall not play more than one (1) year above actual playing age without board approval. Players starting the season at 14 years old (14U eligible), who are entering their freshman year in high school shall be the exception to the above rule. Said player shall be allowed to participate on the 16U or Gold team for the purpose of filling these teams' needs and/or for recruiting/exposure for said player. The Organization stands behind every player. Playing equipment, such as glove, cleats, gear, etc. are considered tools of the trade and is normally the responsibility of the player and her family to provide for herself. However, no child will ever go without. If a player is in need of assistance in replacing a worn glove or other item, The Organization is devoted to helping. This is not considered charity, but rather a duty to a team's player. This is another reason for maintaining an organization account. Contact one of the team managers, or a board member, to discuss what needs to be done and we will do what we can. All dealings will be kept in the strictest of confidence.

Section 3. Team Insurance The Organization's players, coaches and team representatives are covered by insurance provided by the Softball League the organization is affiliated with. This policy covers the players and team representatives on the field and at team sponsored events. This is a requirement of all sanctions. Player's birthdates which require them to "move up" to the next age division will not be allowed to "play down" in the fall season proceeding the spring season in which said player is required by age to move up in age division. Exceptions shall be made, on individual basis, for pick up purposes.

ARTICLE VIII BOOKS AND RECORDS

Section 1. Organizational Account. The *GT Shockers Inc.* shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

Section 2. Team Account. The *GT Shockers Inc.* shall require each team to keep correct and complete books and records of each team account. These records should be made available to player/parents upon request. A "monthly" financial summary report shall be emailed to the board of director's treasurer by the 5th of every month. In addition a quarterly financial report (accompanied by any and all receipts) shall be mailed to the GT Shockers organization at the address provided. (Tournament and umpire fees do NOT require receipts).

ARTICLE IX FISCAL YEAR

The fiscal year of *GT Shockers Inc.* shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the law of **Texas** or under the provisions of the Articles of Incorporation or the Bylaws of the *GT Shockers Inc.*, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Board of Directors present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.