

JENKS TROJAN ATHLETICS, INC.
FIFTH AMENDED RESTATED BY-LAWS

ARTICLE I - NAME AND ADDRESS

1. The name of this corporation shall be Jenks Trojan Athletics, Inc. (“JTA” or “Corporation”)
2. The registered office of this corporation shall be P.O. Box 364, Jenks, OK 74037.

ARTICLE II • PURPOSE

To coordinate, foster and promote non-profit youth activities of football and cheerleading in the Jenks Public Schools District.

ARTICLE III - MEMBERSHIP

1. **Regular Membership.** Regular membership in the Corporation is limited to parents or guardians who:
 - a. have a student currently enrolled in the Jenks Elementary and/or Middle School or whose residence lies within the Jenks Public School District boundaries; and
 - b. have registered their child to participate in either the football or cheerleading programs offered by the Corporation; and
 - c. have affirmed their acknowledgment of the Corporation's Members' Code of Conduct ("**Code**") by delivering to the Secretary of the Corporation a signed copy of the Code at the time of registration.
 - d. have acknowledged their understanding of the Parent/Player/Spectator contract and delivered a signed and executed copy to their player's respective coach prior to participating in JTA sanctioned activities.
 - e. continue to comply with the Code of Conduct, INFC rules and regulations and terms defined in the Parent/Player/Spectator contract.
2. **INFC.** Membership in JTA does not confer eligibility to participate in the Indian Nations Football Conference ("**INFC**") or any other organization in which JTA is a member. Eligibility to participate in such organizations are determined by the rules and regulations of the governing organization.

3. **Voting.** The "**voting membership**" of this organization shall consist of, and be limited to those regular members of the organization who: a. are not in arrears in the payment of any athletic equipment or other fees; and b. who have, residing in their home, any child or children currently enrolled in and attending Jenks Public Schools grades 1-7 or whose residence lies within the Jenks Public Schools District boundaries with children enrolled in other educational institutions in grades 1-7 or the equivalent thereof. Exceptions to this Article may be made by a majority vote of the Board of Directors. There is one vote allowed per family membership.
3. **Honorary Member.** Any person who has performed some particular service for the organization or has made a significant contribution in the field of athletics may, upon motion of any voting member, be elected to honorary membership in the organization for a period of one year by majority vote of the members at any regular meeting. Any honorary member is ineligible to be a member of the Executive Board.
4. **Meetings** For all general membership meetings and any special membership meetings, the membership must be notified ten (10) days in advance of the meeting.
5. **Code of Conduct.** The Board of Directors shall implement a Code of Conduct to be followed by each member/participant. The Executive Committee shall have the authority to enforce the Code of Conduct. Any member who disagrees with the Executive Committee actions in enforcing the Code of Conduct may file a grievance with the Board of Directors.

ARTICLE IV - POWERS OF THE CORPORATION

1. **General Powers.** This Corporation shall and may exercise all the powers conferred by the laws of the State of Oklahoma upon corporations formed under the laws pursuant to and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended.
2. **Specific Powers.** In addition to the foregoing general powers, this Corporation shall have the following specific powers:
 - a. Own Property. It may own, lease, manage, operate, maintain, mortgage and pledge real estate and personal property for use in the delivery of services that will fulfill its mission and purposes.
 - b. Make Contracts. It may make contracts, including contracts of guaranty and suretyship incur liabilities, borrow money at any such rates of interest as the Corporation may determine acceptable, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge, or other encumbrance of all or any of its property, franchises, and income.

- c. Accept Gifts. It may receive and hold any property, real and personal, given, devised, bequeathed, given in trust, or in any other way made over to the Corporation consistent with the laws of the United States and the State of Oklahoma.
 - d. Manage Gifts. It may invest and disburse all assets so received, and generally care for, manage, administer, and control all such properties so received
 - e. Carry Out Donor Instructions. It shall carry out the wishes and see that the funds and property so received are applied to the uses specified by the donor, or, in the case of gift, devise, or bequest to this Corporation is not designated, then to such uses as will meet the stated purposes of the Corporation
3. **Restriction on Powers.** Notwithstanding any other provision of these Bylaws, this Corporation shall have the following restrictions on its powers:
- a. Non-Profit Restriction Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)
 - b. No Compensation to Directors. No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator or organizer of this Corporation or substantial contributor to it (except as an allowance for actual expenditures incurred or for services actually made or rendered to or for this Corporation) Neither the whole nor any portion of the assets or net earnings current or accumulated of this Corporation shall ever be distributed to or divided among any such persons, and neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrued to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law.)
 - c. Political Activities Prohibited. No substantial part of the activities of the Corporation shall be attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
4. **Assets Upon Dissolution.** Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation dispose of all of the assets of the Corporation according to the following

enumerated priorities: (1) Where specific instructions have been given by a donor for the distribution of a specific gift, devise or bequest in the event the Corporation is dissolved, such instructions must be followed by the Board of Directors unless such instructions are contrary to law; (2) All other assets shall pass to such organization organizations organized and operated exclusively for religious, charitable educational and scientific purposes and shall at the time qualify as exempt organization under Section 501(c)(3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); and (3) Any assets not disposed of pursuant to the foregoing priorities shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located exclusively to such organization or organization, as the court shall determine most closely satisfy the purpose or purposes for which such assets were originally donated.

ARTICLE V- BOARD OF DIRECTORS

1. **Management.** Management of the business and affairs of the Corporation shall be vested in and conducted by its Board of Directors and of its officers in accordance with the Articles or Certificate of Incorporation these Bylaws, and the laws of the State of Oklahoma The Board of Directors shall exercise all powers usually exercisable by the governing board in the management of its affairs as an independent legal entity.
2. **Members of the Board of Directors.** The Board of Directors shall consist of not less than seven (7) members but shall include the following:

- a. All members of the Executive Committee;
- b. All elected grade representatives for football grades (1st–7th)
- c. All elected grade representatives for cheerleading grades (1st – 7th)
- d. Legal Director;
- e. JTA INFC Representative;
- f. Web Page Director
- g. Fundraising Director;
- h. Security Director; and
- i. Membership Director.

All volunteer Field Representatives shall be *ex officio* non-voting members of the Board of Directors. The policies of JTA shall be set by 2/3 majority vote of the Board of Directors. The Board of Directors shall meet at least one time per calendar year and make reports to JTA membership at all annual meetings as to the matters handled by the Board of Directors during the preceding twelve-month period.

- 3. **Committees and Appointment.** The Board of Directors may appoint committees and designate specific tasks and duties under such terms as deemed necessary for the management of the business of the Corporation from time to time.
- 4. **Rules and Quorum** All committees, unless otherwise provided in these Bylaws or by direction of the Board of Directors from time to time shall adopt their own rules of procedure at all meetings of committees a majority shall constitute a quorum, and the affirmative vote of a majority of a quorum shall control for the transaction of business
- 5. **Committee Meeting Minutes and Consent Agenda.** All minutes of committee meetings shall be in writing and distributed to members of the Board of Directors at the next meeting following a committee meeting. Any matter calling for action by the Board of Directors may be part of a consent agenda for the Board of Directors, subject to being called off the consent agenda for discussion that is more detailed by any director.

ARTICLE VI- EXECUTIVE COMMITTEE

- 1. **Establishment of Executive Committee.** The Executive Committee shall be a standing committee of the Corporation and shall meet at least one time per calendar month. By these Bylaws, the Board of Directors delegates to the Executive Committee the *full authority* of the Board of Directors, except as may be limited by these Bylaws, or by resolution of the Board of Directors, or by Oklahoma law. The Executive Committee shall have the power to meet between meetings of the Board of Directors.
 - a. **Composition** The Executive Committee shall consist of the elected officers: the President, Vice President / Football, Vice President / Cheerleading, Secretary, Treasurer. The President shall preside over all Executive Committee meetings which are closed to the general membership of the Corporation. The

President shall have the authority to appoint up to 2 non-voting members of the Board of Directors to participate in the Executive Board meetings.

- b. Quorum For all meetings of the Executive Committee a quorum shall be a simple majority of the members then serving.

2. **Report to Board of Directors.** The Executive Committee shall make reports to JTA Board of Directors at all meetings of the Board of Directors as to the matters handled by the Executive Committee during the time period since the last meeting of the Board of Directors

ARTICLE VII ELECTION-APPOINTMENT, RESIGNATION AND REMOVAL OF OFFICERS

1. **Nominating Committee.** The JTA Board may establish a Nominating Committee to identify candidates for elected positions within JTA Individuals who are not selected by the Nominating Committee may also be candidates for elected office. All candidates for JTA elected positions shall:
 - a. satisfy all the requirements of the position sought;
 - b. submit their candidacy and a completed application form, if required by the President, to JTA no later than seven (7) days prior to scheduled date of the annual meeting; and
 - c. be qualified for office based upon the results of the criminal and background check as determined by JTA's selection criteria in place at the time of the election.

A candidate who does not satisfy each of these requirements shall not appear on the slate of officers to be elected at the annual meeting, except that the JTA Board, by a vote of three-fourths (3/4s) of the members of the Board, may waive time period set forth in subpart (b) above, when the JTA Board determines that it is in the best interest of the organization to do so. No JTA appointed position or Board position may be filled until the candidate has satisfied subparts (a), (b), and (c) above.

If after election or appointment, JTA discovers information that any individual serving as an officer, director or in an appointed position would no longer satisfy subpart (c) above, that individual may be removed from their position by a majority vote of the JTA Board.

2. **Election.** The officers of JTA shall be elected and installed at the annual meeting of JTA held in December. The vote of a simple majority of the voting members present at such annual meetings shall be sufficient for the election of any such Executive Officer. No person shall be eligible to hold an office in JTA who is not a voting member of JTA.
 - a. The Board of Directors shall be elected by the membership, except those designated appointed positions

- b. Each elected Board member shall serve for the period of two (2) years and/or until his/her successor is duly elected and installed. No Board member shall hold the same office for more than two (2) consecutive terms.
 - c. For the purpose of continuity, the offices of President, Vice President/Cheer, Secretary, 1st-4th Grade Football Rep, and 5th-7th Grade Cheer-Porn Rep shall be elected in the even-numbered years, and the Vice President/Football, Treasurer, 1st-4th Grade Cheer Rep, and 5th-7th Grade Football Rep shall be elected in the odd-numbered years.
 - d. In the event that any vacancy exists in any office, whatever the reason, such vacancy may be filled by the Board of Directors. The person appointed would be up for re-election in the year that particular position is scheduled for re-election.
3. **Resignation.** Any officer resigning shall tender his/her resignation to the Board of Directors at least thirty (30) days prior to the desired effective date thereof. The Board of Directors shall not approve the resignation of any officer who has custody of any monies, securities, equipment or other property of JTA until such time as the accounts of such officer have been verified and found to be true and proper by the Board of Directors.
 4. **Removal.** Any member of the Board of Directors may be removed from the board by the vote of three-fourths (3/4) of the voting members present and voting at any special meeting of JTA.
 5. **Absences.** A Board member who misses three (3) consecutive sessions shall be considered to have resigned unless approval has been given by the President. The Board Member may be reinstated by a majority of the Board of Directors present and voting at a regularly scheduled Board of Directors meeting.
 6. **Dual Capacities.** Any member of the Board of Directors may hold a Head coaching position for football and a Sponsor position for Cheerleading.

ARTICLE VIII- DUTIES OF OFFICERS

1. President.

The president shall preside at all meetings and shall preserve order and decorum. The President shall carefully supervise the affairs of the Corporation and labor for its usefulness, efficiency and compliance with the Bylaws of the corporation.

The President shall sign all official documents on behalf of the corporation and shall sign all checks exceeding \$1,000.00, with the treasurer, or in the absence of the treasurer such other individual as may be approved by the Board of Directors as a signer on the account, and unbudgeted

expenditure exceeding \$200.00 must be approved by the Executive Board.

The President shall serve as the official JTA voting representative at all conference meetings of which JTA is a member, or appoint the Vice President of Football to serve in this capacity. The President shall report to the Board of Directors all conference activities

The President may deem necessary and recommend committee formation which is not otherwise provided herein. Committee chairpersons are to be approved by the Board of Directors.

The President will aid in the selection of appointed members of the board which will be approved by the Board of Directors.

2. Vice President/ Football

The Vice President of Football shall be charged with the supervision of all football activities. The Vice President of Football shall monitor adherence to policy, both JTA Corporate and INFC, and Mighty Mite Conference with JTA football programs.

The Vice President/Football shall make recommendations to the Board of Directors concerning schedule of games, conference participation and new activities, etc.

The Vice President/Football shall be a member of the Coach/Sponsor Selection Committee.

The Vice President/Football shall serve as the official JTA voting representative at conference meetings of which JTA is a member if directed by the President to do so.

The Vice President/Football may appoint staff for help with equipment, registration, and any other areas he/she requires assistance with. These appointed assistants will not be voting members of the board.

The Vice President/Football shall serve on the Finance Committee.

In the absence of the President, the Vice President/Football shall fulfill the duties of that office.

3. Vice President/ Cheerleading

The Vice President/Cheer shall be the director of all football, cheerleading and Porn activities and be charged with the supervision and the coordination of the girls' activities overall.

The Vice President/Cheer shall make recommendations to the Board of Directors

concerning cheerleading activities, participation, and new activities, etc

The Vice President/Cheer shall be a member of the Coach/Sponsor Selection committee. The Vice President/Cheer shall monitor adherence to policy with the JTA cheerleading program.

The Vice President/Cheer shall serve on the Finance Committee.

The Vice President/Cheer may appoint staff for help with equipment, registration, and any other areas for which he/she requires assistance. These appointed assistants will not be voting members of the board.

In the absence of the President and the Vice President/Football, the Vice President/Cheer shall fulfill the duties of that office.

4. Secretary

The Secretary shall issue notices of Board meetings to all Directors, including an agenda for each respective meeting. The secretary shall attend and keep the minutes of all Board of Directors meetings and meetings of the general membership. Minutes of all meetings shall be provided to and approved by Directors at the following meeting.

The Secretary shall have charge of all corporate records, paper, and the seal. The Secretary shall attest all written contracts, mortgages, deeds, and similar instruments of JTA.

5. Treasurer

The Treasurer shall have custody of all JTA financial records and be responsible for all monies and securities of the JT A, shall keep regular books of account, and shall render detailed reports at each meeting of the Board of Directors.

The Treasurer shall be responsible for the preparation and filling of all tax and accounting forms as may be required by all governmental authorities.

The Treasurer shall obtain co-signature from the President or another designated individual on disbursements exceeding \$1,000.00 as outlined in Section 1 of this Article. Any unbudgeted expenditure of \$200.00 or more must be approved by the Executive Board.

The Treasurer will present a detailed financial statement at the March general meeting, including a balance sheet, profit and loss statement and budget variance report.

The Treasurer shall serve as Chairperson for the Finance Committee and shall submit a budget to the Board of Directors by March 1.

At the end of the Treasurer's term of office, he/she shall give the Executive Board, correct accounts of all monies in his/her charge, together with the book, receipts, and other relevant material belonging to the Corporation. After assumption of duties by the new officers, the Executive Board shall determine the accuracy of the final accounting reports, and unless otherwise ordered by the Corporation, the President and Secretary shall sign these reports as evidence of acceptance and approval on behalf of the new Board of Directors.

ARTICLE IX - GRIEVANCE COMMITTEE

1. **Grievance Committee.** By these Bylaws, the Board of Directors creates a Grievance Committee. The Executive Board, plus the Grade Representative of the aggrieved party, shall act as the Grievance Committee for the Corporation.
 - a. *Complaint.* Any member in good standing may submit or file a complaint or grievance against another member of the Corporation by delivering: (1) a written summary of the facts and circumstances relating to the Grievance and (2) a processing fee of \$50.00 to any member of the executive Committee. An additional copy of the Grievance shall be mailed to JTA, P.O. Box 364, Jenks, Oklahoma 74037.
 - b. *Procedures.* The Grievance Committee shall within 2 business days, provide a copy of the Grievance to the member or members who are the subject of the Grievance; and within ten (10) days, the Grievance Committee shall conduct its initial investigative hearing, interviews, etc. The Legal Director shall preside over the proceedings of the Grievance Committee. In the event that a member of the Grievance Committee has a conflict of interest of any kind with the Grievance, the President has the authority and discretion to remove and appoint replacement members of the Grievance Committee.
 - c. *Findings I Decision.* Within 10 days following the Grievance Committee's initial investigative hearing or meeting, it shall provide a full report of its findings and recommendations to the parties involved.
2. **Appeal.** Any finding or decision of the Grievance Committee can be appealed to the Board of Directors. A party making an appeal is not entitled to a trial de novo. The appeal to the Board of Directors from a decision by the Grievance Committee is limited to a review of the record and shall only be over-turned by the Board of Directors if the Board of Directors finds, based upon the evidence provided to the Grievance Committee, that the Grievance Committee's decision was arbitrary, unreasonable or capricious.

ARTICLE X- PARTICIPATION RULES FOR PARTICIPANTS, COACHES & SPONSORS

JTA is a member of the INFC and will adhere to all Indian Nations rules of participation. In addition, we recommend the following activity guidelines.

The President will monitor the adherence of JTA to corporate and conference rules and regulations including but not limited to the following.

1. Participants. All participating players shall maintain moral and league standards in compliance with the aims and objectives of JTA. Participants must abide by all terms, rules and regulations of JTA and its league association.
2. Sponsors. Cheerleading-Pom sponsors must be approved by 2/3rds majority vote of the Board of Directors. A sponsor must be a member of the organization. They must promote the moral and league standards in compliance with the aims and objectives of JTA. They must abide by all rules and regulations of JTA and the league association.
3. Coaches. Coaches must be approved by 2/3rds majority vote of the Board of Directors. Coaches must be members of the organization. They must abide by all terms, rules and regulations of JTA and any league association.
4. Certification. All members of the football coaching staff will be certified through the applicable coaches association (i.e., National Youth Sports Coaches Association or USA Football) and will have to produce proof if requested by an INFC commissioner at that time. All Sponsors of Cheer/Porn will be NYSCA certified and must be able to produce proof if requested by the Vice President/Cheer-Porn.
5. Spectators. All spectators of participating players shall abide by all JTA terms, rules and regulations of JTA and any league association.

JTA promotes the active participation of all players. Unless on disciplinary probation, all players will adhere to all INFC rules of participation as set forth in the INFC by-laws and the rules of participation of the league association in which JTA belongs.

Allowed practice times for football will be determined by INFC by-laws. Practices will be limited to a maximum of four (4) per week, lasting a maximum of 2 hours each practice. All JTA club scrimmages will be counted as a practice period. JTA Cheer Rules and Regulations will determine allowed practice times for Cheer and Porn.

ARTICLE XI - REVISION AND AMENDMENT OF THE BY-LAW

These by-laws may be revised or amended by a majority vote of the voting members in attendance of the annual meeting of JTA or at any special meeting called by the Board of Directors in accordance with these

Bylaws. All proposed revisions and/or amendments shall be placed on the agenda and/or included with the 2-week notification to the membership of the meeting.

ARTICLE XII - FIELD USAGE

Usage of the JTA field will be limited to youth football and cheerleading only, during the football season, due to wear and tear, possibility of vandalism and potential liability of injury associated with non-JTA supervised usage of the JTA facility, unless special permission is granted by the JTA Board of Directors .

ARTICLE XIII • DEFINITIONS

Notice/Notification- may include posting information on the JTA website and/or placing notification in the Jenks Journal.

ARTICLE XIV • WEATHER

HEAT

When temperatures reach **96-99** degrees or heat index rises to 104 degrees.

- Practices will include, at a minimum, a 5-minute break every 30 minutes of practice in the shade if possible. Practice is not to exceed 2 hours total outdoor time. Water should be available at all times during practice.
- Football - Helmets off during breaks

When temperatures reach **100-103** degrees or heat index is between 105-109 degrees.

- Practices will begin at 6:30pm.
- Practices will include, at a minimum a 5-minute break every 30 minutes of practice in the shade if possible. Practice is not to exceed 2 hours total outdoor time. Water should be available at all times during practice.
- Football – Helmets only from 6:30-7:00. Full equipment allowed after 7pm. Helmets must be taken off by players during all breaks.

When the temperature is **above 103 up to 105** degrees or the heat index is between 110-118 degrees.

- ALL outdoor practices should be canceled or postponed.

LIGHTNING

- The occurrence of either thunder and/or lightning is not subject to interpretation or discussion. Thunder and/or Lightning necessitates that all contests/practices be suspended
- If thunder and/or lightning is observed, all outdoor activities will be suspended

immediately. Players and spectators shall be notified by three (3) blasts of an air horn and directed to exit the facilities to their vehicles.

- The officials and responsible authorities shall make every reasonable effort to resume and complete the contest, with full consideration of the weather and site conditions (as they affect safety and playing conditions). The official/coaches shall wait a minimum of 30 minutes from the time of the interruption before considering the resumption of play.
 - If thunder and/or lightning is observed at the site of an outdoor contest by the officials, 30 or fewer minutes prior to the scheduled start of that contest, the official and the responsible school authorities shall not permit the contest to begin on that date until the weather has cleared or the conditions become playable.
 - If the officials observe thunder and/or lightning at the site of an outdoor contest during the playing of the contest, the official/coaches shall immediately cease play for 30 minutes, then re-evaluate the situation. The rules of the particular sport shall determine whether the contest is “official” or must be resumed at a later date.”
 - If thunder and/or lightning is observed at the site or within 8 miles of an outdoor practice, practice will be suspended for 30 minutes. In general, a period of 30 minutes should elapse from the last sound of thunder or from the last visible lightning flash before play should be resumed.
- Tornado
 - In the event a tornado siren is activated, immediately vacate the facilities and find suitable shelter.

I certify that the foregoing *Fifth* Amended and Restated Bylaws of Jenks Trojan Athletics, Inc. were presented for review and vote to the membership of JTA and approved and adopted by the membership of JTA in accordance with the Certificate of Incorporation of JTA on the 19th day of April 2020 and ratified in this form on the 20th day of April 2020.



Mathew Young, President



Denise Henninger, Secretary

Eric L. Clark

Eric L. Clark, Legal Director