

## **ARTICLE I. NAME OF ORGANIZATION**

### **Section 1. Name of Organization.**

The name of the corporation is PROACT SPORTS INTERVENTION INC. (PROACTS)

### **Section 2. Business Conduct Names**

PROACTS may conduct business under the following names:

- A. PROACT Sports Interventions
- B. PROACT Sports
- C. PROACTS
- D. West Virginia Baseball Club (WVBC)
- E. West Virginia Softball Club (WVSBC)
- F. West Virginia Soccer Club (WVSC)
- G. West Virginia Volleyball Club (WVVC)
- H. Hounds Baseball
- I. Huntington Hounds Baseball

### **Section 3. Definitions**

Within these bylaws, the words enterprise, corporation, organization, PROACTS, will refer to PROACT SPORTS INTERVENTION INC.

- A. The official organization logo will be:



## **ARTICLE II. CORPORATE PURPOSE**

### **Section 1. Nonprofit Purpose**

This corporation is organized exclusively for charitable, educational, public health and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Section 2.01 Specific Purpose**

The organization is created to aide in the prevention & reduction of obesity & substance use disorders (addiction) in children under the age of eighteen by organizing, promoting & encouraging participation in:

- A. Publicly available physical activity programs made available to the public for cost.
- B. Competitive sports teams organized to stimulate interest in a sport & compete locally, regionally & nationally.
- C. Informational classes to parents & children providing general information regarding substance use disorders, importance of physical activity & adequate nutrition.
- D. Generally promote sportsmanship, recreation, & health & well-being.

### **Section 2.02 Targeted Recipients**

Selected beneficiaries of this effort will include the following:

- A. Adolescents with known, active substance use disorders or receiving treatment for substance use disorders & whose legal guardians approve of & demonstrate a willingness to allow their child to participate in specialty programs designed specifically around exercise & sports education.

- B. Adolescents with parents that have known, active substance use disorders or receiving treatment for substance use disorders & whose legal guardians approve of & demonstrate a willingness to allow their child to participate in specialty programs designed specifically around exercise & sports education.
  
- C. Adolescents with a diagnosed mental health disorder defined by the Centers for Disease Control and Prevention including, Anxiety, Depression, Oppositional Defiance Disorder, Conduct Disorder, Attention-Deficit Hyperactivity Disorder, Tourette Syndrome, Obsessive-Compulsive Disorder, Post-Traumatic Stress Disorder & whose legal guardians approve of & demonstrate a willingness to allow their child to participate in specialty programs designed specifically around exercise & sports education.
  
- D. Adolescents within families that are financially disadvantaged & unable to pay for overall costs of participating in any other competitive sports or physical activity programs & whose legal guardians approve of & demonstrate a willingness to allow their child to participate in specialty programs designed specifically around exercise & sports education.
  
- E. Adolescents seeking to enhance their current physical performance through education & training & whose legal guardians approve of & demonstrate a willingness to allow their child to participate in specialty programs designed specifically around exercise & sports education.

## **ARTICLE III. CORPORATION MEMBERSHIP**

### **Section 1. Governing Membership**

PROACT SPORTS INTERVENTION INC. shall have no members to manage & govern the operations of the corporation. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

## **ARTICLE IV. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Upon the creation of the Corporation, the Board of Directors shall consist of the following:

- A. Brandon Ramsey  
2735 Casey Ct.  
Catlettsburg, KY 41129
- B. Aaron Andrew "Drew" Beane  
22 Old Crow Dr  
Barboursville, WV 25504
- C. Caleb Stewart  
3377 Heavenly Way  
Ashland, KY 41102
- D. Scott Shumate  
1312 15th Street  
Huntington, WV 25701
- E. Jason Holmes  
22 Grady Drive  
Huntington, WV 25705
- F. Zach Baldwin  
133 Honeysuckle Lane  
Huntington, WV 25701

### **Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of five (5) including the following officers: the President, the Secretary, and the Treasurer. Each member of the Board of Directors shall be elected for a term of two years.

The members of the Board of Directors shall, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All new members of the Board of Directors must be approved by a majority vote of the Directors present and voting. No vote on new members of the Board of Directors, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

Newly elected members of the Board of Directors will serve a term of 2 years.

Each member of the Board of Directors shall attend at least four (4) meetings of the Board per year, and one (1) annual meeting.

### **Section 3. Regular and Annual Meetings**

An annual meeting of the Board of Directors shall be held at a time and day in the month of each calendar year and at a location designated by the President or Secretary. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (14) days, prior to the meeting date.

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any three-fifths of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

### **Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice.

### **Section 6. Quorum**

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of three-fifths of the members of the Board of 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 by-laws.

### **Section 7. Forfeiture**

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy.

### **Section 8. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

### **Section 9. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

### **Section 10. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

### **Section 11. Confidentiality**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

### **Section 12. Removal.**

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the

Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure.

## **ARTICLE V. OFFICERS**

The officers of this Board shall be the President, Secretary and Treasurer as required by West Virginia State Law. All officers must have the status of active members of the Board.

### **Section 1. President**

The President shall preside at all meetings of the Board of Directors. The President shall have the following duties:

- A. They shall have general and active management of the business
- B. They shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed
- C. They shall submit a report of the operations of the program for the fiscal year at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- D. They shall have the power and duties usually vested in the office of the President

### **Section 2. Secretary**

The Secretary shall attend all meetings will act as a clerk thereof. The Secretary's duties shall consist of:

- A. They shall record all votes and minutes of all proceedings in a book to be kept for that purpose. They in concert with the President shall make the arrangements for all meetings of the Board, including the annual meeting of the organization.
- B. Assisted by a staff member, they shall send notices of all meetings to the Directors and shall take reservations for the meetings.
- C. They shall perform all official correspondence for the President.

### **Section 3. Treasurer**

The Treasures duties shall be:

- A. They shall submit for approval of all expenditures of funds raised, proposed capital expenditures (equipment and furniture) , to the Directors seated for the fiscal year.
- B. They shall present a complete and accurate report of the finances raised at each meeting, or at any other time upon request.
- C. They shall have the right of inspection of the funds resting with the The Joshua Generation Inc, including budgets and subsequent audit reports.
- D. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- E. They shall perform such other duties as may be prescribed by the President under whose supervision he/she shall be.

#### **Section 4. Election of Officers**

Those officers/directors nominated by the Board of Directors elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting.

Nominations can be brought to the floor of the meeting of the Board of Directors by any such Officer or Director.

#### **Section 5. Removal of Officer**

The Board of Directors with the concurrence of 3/4 of the members (excluding the Officer/Director in question) voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No office/director of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

#### **Section 6. Vacancies**

The Board of Directors shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, for both officers & directors. Nominations shall be sent in at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

#### **Section 7. Officer Compensation**

The corporation may pay reasonable compensation for services rendered by officers of ProAct Sports Intervention, private individuals, businesses, & organizations including those that



are identified as a 501 (c) (3) defined by the Internal Revenue Code upon amendment of these bylaws & properly recorded with the West Virginia Secretary of State's office, along with the Internal Revenue Service. Upon creation of the corporation & adoption of these bylaws, officers will receive no compensation until proper passage of a subsequent amendment.

### **Section 8. Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **ARTICLE VI. BOOKS AND RECORDS**

### **Section 1. Records of Proceedings**

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

The minutes of the governing board shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Section 2. Recording - Type of Documentation**

The secretary or any person within the Board of Directors appointed by the Secretary may record the minutes of all meetings using the following mediums:

- A. Written notation
- B. Audio recording
- C. Video Recording
- D. Typed Electronic Documentation

All records must be properly document & labeled with the meeting number, the date & time of the meeting & the number of attendees of the meeting.

### **Section 3. Record of Voting**

Board of Directors can vote during quarterly and annual board meetings. When not physically congregated in meeting, votes can still be recorded for issues via electronic email, text, or voice/video calls provided documentation & proof of communication can be stored for records.

## **ARTICLE VII. CONFLICT OF INTERESTS**

### **Section 1: Purpose**

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

### **Section 2: Definitions**

#### **a. Interested Person**

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

#### **b. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article II, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 3. Procedures**

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

## **ARTICLE VIII. IDEMNIFICATION**

### **Section 1. General**

To the full extent authorized under the laws of the West Virginia, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article

individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

## **Section 2. Expenses**

Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

## **Section 3. Insurance**

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether the corporation would have the power or obligation to indemnify such person against such liability under this Article.

# **ARTICLE IX. AMENDMENTS**

## **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article V of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of a simple majority of directors then in office.

## **Section 2. Bylaws**

The Board of Directors may amend these Bylaws by a simple majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

## **ARTICLE X. CORPORATE OPERATIONS**

### **Section 1. Corporate Operation Structure**

The corporation shall conduct business by creating:

- A. Divisions to facilitate & support competitive teams within their respective scope of practice.
- B. Training & Development opportunities through private lessons, workshops, & training clinics.
- C. Public events open to the community to encourage exercise & physical activity amongst adolescents & youth.
- D. Parent & child education classes within each division of the organization, discussing dangers associated with substance use disorders, along with prevention & intervention strategies to combat substance use disorders.
- E. Partnerships with other 501(c)(3) tax-exempt non-profit organizations to promote prevention strategies to combat substance use disorders in adolescent & youth athletes.

The corporation is authorized to, through the President or Treasurer, hire & pay coaches, advisors, instructors, or any other personnel so hired, reasonable payments for their services.

### **Section 2. Participation Reporting**

The corporation will collect information on each selected participant to provide demographic statistics to comply with all Federal & State funding programs. Information to be collected may include participant age, sex, race, ethnicity, religious beliefs, sexual orientation, and any other protected status under Title VII. This information will be used for reporting purposes & not used in determining selection for participation within the organization.

### **Section 3. Fees, Scholarship Awards & Payment Assistance**

To provide the services in Article X, Section 1, the corporation shall charge & collect fees from individuals participating in the organization's functions to cover the costs of each enumerated business unit. Each business unit will have a predefined budget, set by the President and/or Treasurer prior to the beginning of the fiscal year. The budget will determine the amount of fees/costs to be incurred by parents/guardian of each selected participant & will pay for necessary costs including uniforms, equipment, instructor pay, coaching pay & any other expense deemed necessary by the President and/or the Treasurer.

To ensure that the selected adolescent & youth player is able to participate in their respective activity, the corporation will provide:

- A. Total Sum Payments
- B. Payment Plans (Installments) – made available to any participant making application for participation requesting installment payments made to, at the discretion of the President, cover participation costs.
- C. Payment Assistance – arrangements made with the approval of the President & any one of the other board members/officers, to allow a guardian to meet financial requirements for participation costs through deferred payment schedules, discounted rates, or any other arrangement so designated & agreed to by involved parties.
- D. Scholarships – made available to any participant making application for participation, but unable to meet the financial requirements cover participation costs for the selected player. Subject to approval by the President & any one of the other members of the board of directors/officers.
- E.

#### **Section 4. Fundraising**

- A. The Corporation may conduct fundraising efforts by soliciting donations from public & private organizations and/or individuals in accordance to all municipal, State & Federal laws & governed by all 501 (c) (3) non-profit statutes contained within the Internal Revenue Code. The Corporation may also apply for & receive State & Federal funds to assist in meeting the financial requirements of its objectives stated in Section 2 of this Article.

#### **Section 4. Expense Payments**

- B. The President and Treasurer are authorized to approve & distribute payment for any expenses deemed necessary to support the objectives in Section 2 of this article. This can include rent for facilities, stationary, communications, transportation, lodging, advertising & promotions, and all other necessary operating expenses of the organization. Either President or Treasurer will be authorized to sign any payments/disbursements to be made by check or by cash tender.

## **ARTICLE XIII. ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ## preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

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President – ProActs Sports Intervention

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Secretary - ProActs Sports Intervention