

**BYLAWS
OF
CATHOLIC YOUTH ORGANIZATION
OF
JOHNSON AND WYANDOTTE COUNTIES, INC.**

SECTION 1 – NAMES AND OFFICES

1.1 Name. The name of this Corporation shall be Catholic Youth Organization of Johnson and Wyandotte Counties, Inc. (“CYO”)

1.2 Principal Office. The principal office for the transaction of business of the Corporation is located at 5041 Reinhardt Drive, Roeland Park, KS 66205.

1.3 Registered Office. The location of the Corporation’s registered office in the State of Kansas is 5041 Reinhardt Drive, Roeland Park, KS 66205. The name of the resident agent is Catholic Youth Organization of Johnson and Wyandotte Counties, Inc.

1.4 Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business.

SECTION 2 – PURPOSE AND MISSION STATEMENT

2.1 Purpose. This Corporation is organized not for profit and exclusively for religious, educational and charitable purposes. The corporation is to organize, coordinate, foster and encourage activities, including athletic and recreational activities, for all youth of participating parishes of the Archdiocese of Kansas City in Kansas, and invited parishes of other Catholic dioceses, in accordance with Catholic sportsmanship standards. The corporation exists to help young people through the media of sports and recreation to become more Christ-like in how they live and interact with others. The corporation collaborates with the youth ministry of the Catholic parishes of the Johnson and Wyandotte Pastoral Regions, and is committed to help young people

grow in virtue and more closely imitate the fidelity, zeal, compassion, mercy and love of Jesus Christ in their own lives. To further such objects and purposes, the Corporation is committed to promoting the cardinal and spiritual virtues and may, except as may be restricted by the Articles of Incorporation (“Articles”), engage in any lawful act or activity for which not for profit corporations may be organized under the Kansas General Corporation Code, as the same is now in effect or may at any time hereafter be amended.

2.2 Mission Statement. CYO, a collaborator with parish youth ministry, is in partnership with parents, coaches, volunteers, parish staffs and clergy to offer elementary and secondary school youth the opportunity, through the media of sports, recreation and other activities to grow in virtue, develop their full human potential and become a more committed disciple of the Lord Jesus.

2.3 Values. CYO emphasizes the following values:

- Catholic Values: All participants, parents, coaches, volunteers and others who work with CYO are called to uphold Catholic values and to demonstrate those values by word and deed. In addition, CYO recognizes the importance of observing the Sabbath (Sunday), Holy Days of Obligation, and the Triduum (Holy Thursday through Easter Sunday) by prohibiting all CYO activities on these days, including meetings, practices and games, to enable proper observance by our families.
- Participation: Young people at all levels of ability are encouraged to participate.
- Respect and Dignity: Participants are encouraged to compete while always showing respect and honoring the dignity of team mates, athletic opponents, coaches, adult leaders and spectators. Winning is always secondary to good sportsmanship, ethical

behavior, mutual trust and showing compassion.

- Gratitude: Youth athletes are invited to recognize and be grateful that, out of love, God created them as unique beings and that their varied gifts and talents should be used for the benefit of all and for the greater glory of God.

- Safe Environment: CYO seeks to ensure the protection of all children by requiring that all volunteer and paid coaches, referees and others in CYO who work with and around children adhere to the Child Protection Policy of the Archdiocese of Kansas City.

SECTION 3 – MEMBERS

3.1 Members. The Members of this Corporation, as named in the Articles of Incorporation, shall be the Pastoral Leader for the Johnson County Pastoral Region of the Archdiocese of Kansas City in Kansas, the Pastoral Leader for the Wyandotte County Pastoral Region of the Archdiocese of Kansas City in Kansas, and Lead Consultant of Evangelization & Catholic Formation of Youth of the Archdiocese of Kansas City in Kansas, or the person who occupies any such successor position of the Archdiocese of Kansas City in Kansas; (collectively, “the Members”).

3.2 Duties of the Members. The Members of the Corporation shall have the exclusive authority, with notice to the Board of Directors, to:

3.2.1 - change the name, mission or philosophy of the corporation;

3.2.2 - amend the Articles of Incorporation;

3.2.3 - enact, amend, or repeal Bylaws of the Corporation;

3.2.4 - appoint and remove, with or without cause, the Board of Directors, or any

member of the Board of Directors of the Corporation.

3.2.5 - take any action which would affect the existence of this corporation, including but not limited to merger, consolidation, dissolution, liquidation and/or termination of the Corporation; direct the corporate officers to cause the Corporation: (i) to acquire ownership and/or use of real property by purchase, exchange, donation, lease, or otherwise; (ii) to dispose of the ownership and/or use of any of the corporation's real property or any portion thereof, by sale, exchange, donation, lease, or otherwise; and (iii) to encumber any real property by mortgage, or by the grant of security interests, pledges, or easements therein; and

3.2.6 - initiate or conduct a capital campaign.

SECTION 4 – BOARD OF DIRECTORS' OVERSIGHT AND RESPONSIBILITIES

4.1 Board Function and Oversight. The Board of Directors ("Board") of CYO shall serve as the governing body of the organization and shall be responsible to the Members of the Corporation and the Pastoral Regions of Johnson and Wyandotte Counties ("Regions") as provided in these bylaws.

4.2 Responsibilities. The responsibilities of the Board are:

4.2.1 - To oversee all CYO programs and to provide for their proper direction;

4.2.2 - To secure and maintain the services of a qualified CYO Executive Director, subject to the prior approval of the Members of the Corporation;

4.2.3 - To annually review CYO programs and the performance of the CYO Executive Director;

4.2.4 - To determine policy for all programs under its sponsorship;

4.2.5 - To approve policy and rules changes to CYO's Rules of Competition ("Rules") after consideration by the Directors of Sports Ministry ("DSMs");

4.2.6 - To provide for fiscal management of the CYO programs;

4.2.7 - To secure funds for the operation of all programs under its sponsorship;

4.2.8 - To serve as the final review board and decision maker in disputes involving CYO programs;

4.2.9 - To prepare and send to the Members and Pastoral Regions of Johnson and Wyandotte counties of the Archdiocese of Kansas City in Kansas, an annual financial report and an annual report on the state of the CYO including but not limited to its budget, human relations issues, the annual review of the performance of the Executive Director, status of the programs and any other information requested by the Members and/or Regions; and

4.2.10 - To carry out all such other duties as set forth in these Bylaws or as directed by the Regions; and

4.2.11 - To schedule an annual presentation before the Regions.

SECTION 5 – BOARD OF DIRECTORS

5.1 Board Membership. All directors must be practicing Catholics and uphold the authentic teachings, doctrines and religious morals and ethical principles of the Roman Catholic Church. The Board of Directors shall be composed of the following:

(a) A Priest (the "Priest") selected by the Regions.

(b) Seven (7) Parish Representatives elected by the Directors of Sports Ministry of the parishes served by this Organization, (the "Parish Representatives"). Five

(5) directors shall be from parishes in the Johnson County Pastoral Region and two (2) shall be from parishes in the Wyandotte County Pastoral Region or St. John the Evangelist Catholic Church or Corpus Christi Catholic Church of Lawrence, Ks.

(c) A priests' representative from the Johnson County Pastoral Region and a priests' representative from the Wyandotte County Pastoral Region ("Regional Representatives") selected by and serving as requested by their respective Regions.

(d) The Executive Director of CYO, ex officio, who shall be a non-voting director and not eligible for board leadership; and

(e) The Director of Sports Ministry Representative, as defined below in Section 9.4, who shall be a non-voting director and not eligible for board leadership.

(f) In addition, the Executive Board may appoint by a majority vote the position of Medical Advisor to CYO, who will become a non-voting director on the board. If appointed, this position shall be for two years in length and the individual may be reappointed at the end of his or her term. The position is intended to provide an expert voice in matters of the board related to medicine as well as a representative in any board activity regarding health, safety or the medical field.

5.2 Priest and Regional Representatives Terms. The Priest and Regional Representatives shall serve a two (2) year term. The Priest and Regional Representative are limited to three (3) consecutive terms of service, unless the Regional Representative enters Board Leadership. They shall be reconfirmed or replaced by the Region so that they may attend the first meeting after July 1. No action by the Pastoral Leads is considered reconfirmation of the Priest and Regional Representatives.

5.3 Parish Representatives Terms. The term of office for the Parish Representatives shall be two (2) years. Each Parish Representative is limited to two (2) consecutive terms, unless the Parish Representative enters Board Leadership.

5.4 Board Leadership Terms. When a Board member enters Board Leadership, defined in Section 6, their terms is as follows:

(a) Treasurer shall have three (3) remaining years on the Board to complete their transition through Chair

(b) Vice Chair shall have two (2) remaining years on the Board to complete their transition through Chair

(c) Chair shall have one (1) remaining year on the Board to complete their years as the Chair

(d) Emeritus Chair was the previous chair and will serve one (1) year as a non-voting member of the Board

5.5 Term Specifics. Unless appointed pursuant to 5.9, all terms will begin with the first meeting scheduled after July 1. If any meeting is held after an election but prior to July 1, the newly-elected directors may attend and participate but will not have a vote on any matters. All Regional Representatives, Priest and Parish Representatives shall be members of parishes in their regions. During the term of office, no Priest, Regional Representative or Parish Representative shall be a CYO Director of Sports Ministry or sports coordinator at a parish. When a director has reached the term limit, the director shall not be eligible for election or appointment for a period of two (2) years from the end of the term.

5.6 Nomination/Appointment. Nominations of Parish Representatives to serve as directors will be by the parish Directors of Sports Ministry of each Region at the Spring meeting.

An announcement soliciting candidates for nominees shall be placed on the CYO website no later than March 15 of the year of the election. Candidates may submit personal statements of up to 200 words about their interest in CYO to the CYO office and all seeking nomination shall be placed on the ballot. All persons seeking nomination shall also obtain a written endorsement from a parish DSM and the pastor of their parishes in order to be nominated.

If the number of candidates seeking nomination is less than the number needed, the Nominating Committee shall solicit additional people to serve. Nothing herein shall be construed as prohibiting a Director from recruiting and soliciting potential candidates for nomination. If the number of candidates for nomination is the same as the number of vacancies, the candidates shall be nominated. In the event the number of candidates exceeds 4 times the number of vacancies, there shall be a runoff election to narrow the field to the top 2 times the number of vacancies. Then, there will be an additional election as set forth above to determine the names of the nominees to be submitted to the Members of the Corporation for appointment as director(s).

5.7 Conflicts of Interest. No person who receives compensation, directly or indirectly, from the CYO, except for the CYO executive director, is eligible for Board membership.

5.8 Officer Director. The administrative officer of the corporation, (Executive Director) is an ex-officio, nonvoting director.

5.9 Board Vacancies. Vacancies of elected directors will be filled by nominations by the Board of Directors and appointment by the Members of the Corporation. All persons seeking to fill a vacancy shall meet the qualifications required in Section 5.6 for nomination/appointment. The director shall serve the remaining term of the vacancy and shall be eligible to be reelected once.

SECTION 6 – OFFICERS

6.1 Officers. The Officers of the Corporation shall consist of a Chairperson, Vice Chairperson, a Treasurer, a Emeritus Chair, and such other officers as may be determined by the Board (the “Officers”). No person may hold more than one (1) officer position.

(a) For continuity of leadership, the Board shall have a progressive leadership model. The new position in leadership is Treasurer. After one (1) year, the Treasurer becomes Vice-Chair, Vice-Chair becomes Chair, and Chair becomes Emeritus Chair.

6.2 Election and Terms. After serving on the Board for a minimum of one (1) year, a director would be eligible to become an Officer. Prior to the last spring board meeting of each year, eligible directors will submit their request to the Chair to join CYO leadership. In the last spring meeting, those requesting leadership positions will briefly (5-min max) outline to the rest of the Board why they want to become an Officer. Through identified paper ballot, the new Officer will be selected to become Treasurer. All new leadership positions will agree to being on the CYO Board through their entire leadership rotation (4 addt'l years). In the last spring meeting, the Board will also endorse through paper ballot the continued Officers moving into their new positions.

6.3 Chairperson. Shall Chair the HR Committee. The Chairperson shall preside at all meetings of the Board, shall be responsible for the coordination of the activities of the Board and shall be responsible for calling and conducting all meetings of the Board. The Chairperson shall also be a non-voting member of the Board, except to break a tie or to achieve a quorum. The Chairperson shall be responsible for coordinating with all committees to conduct the annual review of the CYO programs and shall submit, at least annually a report (See Section 4.2.9 above) to the Regions. The Chairperson shall perform such other duties as may be prescribed by the Board from time to time.

(a) The Chair shall include the Vice-Chairperson in conversations, meetings, and discussions to facilitate the Vice Chairperson's preparedness for being Chair.

(b) The Chair will have regular conversations with the Executive Director as day-to-day type issues arise where the Chair will provide direction without full Board consent. The direction provided shall be consistent with the mission and values of CYO.

6.4 Vice Chairperson. Shall Chair the Protest and Discipline Committee. The Vice Chairperson shall assist the Chairperson in his/her duties and, in the event of his/her absence, disability or refusal to act, perform all the duties of the Chairperson and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson.

(a) The Vice-Chair shall actively engage in conversations, meetings, and discussions with the Chair to ensure preparedness for being Chair.

6.5 Treasurer. Shall Chair the Budget/Finance Committee. At a minimum of once a month, the Treasurer shall review the financial records of CYO with the CYO Financial Assistant and Executive Director. Through these reviews, the Treasurer shall highlight to the Chair/Vice-Chair any issues/concerns requiring Board action. The Treasurer shall provide financial briefings to the Board at regular meetings with assistance from the Executive Director and Financial Assistant.

SECTION 7 – MEETINGS

7.1 Annual Meeting of Members. The annual meeting of the Members of the Corporation shall be held at a time agreed to by the Members to approve the appointment of Directors and to transact business properly brought before the meeting.

7.2 Special Meetings of Members. The Members shall meet specially at the call of one or more Members or the Chairperson of the Board of Directors. A special meeting shall be held

at an agreed upon time during a regular business day that is not a legal holiday or Holy Day of Obligation, at a location as may be agreed upon by the Members.

7.3 Notice of Membership Meetings. Notice of an annual meeting shall be mailed to each Member, at his/her address shown on the Corporation's records, or by a form of electronic transmission consented to by the Members to whom the notice is given, not less than ten (10) nor more than thirty (30) days preceding the day of the meeting. Notice of a special meeting of the Members shall be given orally, sent by electronic transmission or mailed to the Members not less than seven (7) days before the day of the meeting. Any notice shall state the time, date, place, and purpose of the meeting.

7.4 Annual Meeting of the Board of Directors. The annual meeting of the Board of Directors shall be held at a time established by the Board of Directors, to be coordinated when possible with the annual meeting of the Members, to elect officers of the Corporation and to transact other necessary business.

7.5 Quarterly and Special Meetings of the Board of Directors. The Board shall meet at least quarterly at such time and place as the Board shall determine (the "Board Meetings"). Unless otherwise provided herein, matters, including sport-specific proposals, may be considered by the Board at any Board Meeting. Special meetings can be called at the discretion of the Chairperson, or at the request of at least five (5) members of the Board at any time and place determined by the requestor(s).

7.6 Notice of Meetings of Board of Directors. A notice of Board Meetings, stating the place, day, and hour of the meeting, shall be provided to each director and posted on the CYO website at least thirty (30) days before the date on which the meeting is to be held. At least seven(7) days before each Board Meeting the notice on the website shall be updated to include

the full agenda of the forthcoming meeting and any non-privileged, non-personnel related material submitted to the Board. Notice of any special Board Meeting, stating the place, day, and hour of such meeting, shall be provided to each director and posted on the website as soon as is reasonably practical after the special meeting is called. Written notice may be given electronically.

7.7 Non-Director Participation. Any director shall have the authority to request to hear from any interested person subject to reasonable limitations imposed by the Chairperson.

7.8 Board of Action on Rules. Except as provided herein, all proposals for policy/rule changes as published in the Rules must be transferred to the Policy and Rules Committee as provided below. The Board may make policy/rule changes on its own and without the evaluation and recommendation of the committee only upon the determination (the extenuating circumstances detailed in writing and recorded in the minutes) that such action is necessary to prevent irreparable harm to the Organization, the Board, any CYO program, or any parish member, or to avoid serious injury to any individual.

7.9 Quorum. A majority of the Members and a majority of the Board of Directors respectively, present at a meeting of the Members or the Board of Directors in person or by proxy evidenced by a writing or by electronic transmission, shall constitute a quorum for the transaction of business at any and all meetings of the Members or of the Board of Directors.

7.10 Voting. The vote of a majority of Members or of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Members or of the Board of Directors respectively, unless a different vote is required by law. Each Director shall be entitled to one (1) vote on all questions coming before the Board.

7.11 Waiver of Notice. Notice of any meeting of the Members or of the Board of

Directors may be waived by a writing signed by the Members or Directors and delivered to the Secretary of the Corporation. A person who attends a meeting without making objection to the failure to give him/her proper notice of the meeting shall be deemed to have waived such notice. Such a waiver may be made before or after the stated time requirement and need not contain the purpose of the meeting.

7.12 Meetings by Telephone or other Electronic Means (Video Conferencing).

Members and Directors may participate in meetings of the Members and Board of Directors, respectively, by means of conference telephone or other electronic means similar communications equipment, in which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

7.13 Written Consent in Lieu of Meeting. The Members may consent to an action without a meeting as provided by Kansas Statutes, if not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members having a right to vote were present and voted, consent in writing, including by an electronic transmission, to such action. Such consent shall bear the date of consent next to the Members' signatures. The written consent or electronic transaction shall be delivered to the Corporation as provided by statute and be filed with the minutes of the proceedings of the meetings of the Members.

The Directors, by unanimous consent, may take any action required or permitted to be taken at any meeting of the Board of Directors, without a meeting. Such consent must be in writing or by electronic transmission and filed with the minutes of the proceedings of the Board of Directors.

7.14 Open Meetings. Except as provided herein, all Board of Directors' Meetings shall be open to any member of a parish served by the Organization. The Board can conduct a Board

Meeting or part of a Board Meeting in private, if two-thirds (2/3) of the quorum of the Board affirmatively votes to hold a private executive session. Private executive sessions should only be held for personnel, budget or other sensitive matters. The Board shall state in the minutes the reason for the private executive session. Such a private executive session shall not be open to parish members.

7.15 Minutes. As soon as practical after any Board Meeting, the minutes of any Board Meeting shall be posted on the website.

SECTION 8 – EX-OFFICIO OFFICERS

8.1 Ex-Officio Administrative Officers. The Board shall appoint a salaried Executive Director Nothing herein shall prevent the Executive Director, with Board approval, from hiring additional staff, if necessary. The Executive Director is an ex-officio, non-voting Representative to the Board, whose terms and conditions of employment shall be at the discretion of the Board.

8.2 Executive Director. The Executive Director shall be the chief executive officer of the CYO and shall, subject to the direction and under the supervision of only the Board, have general charge of all management functions, operations, and administration of the CYO and its programs. The Executive Director shall be responsible for all administrative and clerical work necessary for the Board and the CYO programs. The Executive Director shall be an ex-officio member of the Protest/Discipline, Budget/Finance, and Policy and Rules Committees. The Executive Director shall provide any reasonable assistance as requested by or through the Board.

8.3 Treasurer. The Treasurer shall supervise the funds, receipts, and disbursements of the CYO and shall be the fiscal manager for the Board. The Treasurer shall keep or cause to be kept correct books of account and other documents pertaining to the fiscal operation of the CYO,

shall render to the Board, whenever requested, but at least once per year, an account of the financial condition of the CYO, and shall perform any other duties as from time to time may be assigned by the Board. The Treasurer shall chair Budget/Finance Committee and shall work with such committee in drawing up the annual budget for approval by the Board and submission to the Members of the corporation. The Treasurer shall provide for the disbursement of all CYO athletic funds as provided in the budget approved by the Board. The Treasurer shall assist the Executive Director in maintaining the relevant documents.

8.4 Other Officers. The Board may, in its discretion, create additional ex-officio officer positions to aid the organization to carry out its Mission.

SECTION 9 – PARISH DIRECTORS OF SPORTS MINISTRY

9.1 Director of Sports Ministry. Each Parish participating in CYO sports shall secure the services of a person to act as its Director of Sports Ministry. Parishes that combine for all CYO sports may have as many Directors of Sports Ministry as necessary but shall only have one official Representative at the CYO DSM meetings and shall only receive one vote.

9.2 Meetings. The DSMs shall meet as necessary to fully execute the requirements outlined in the Rules of Competition. Various means of meetings may take place, including in person, teleconferencing, video conferencing, or any combination outlined as long as the participating DSMs are able to fully comprehend and participate in the matters being discussed. The Executive Director will determine the time and means for the meetings with input from the DSMs. As a minimum, at least three (3) meetings per year. At the written request of ten (10) Directors of Sports Ministry, a special meeting may be called at any time and place determined by the requesting DSMs.

9.3 Voting. A quorum for any meeting of the DSMs, shall be a majority of all parish DSMs. Any persons sharing responsibility for a DSM position shall be given one vote. The vote of a majority of the DSMs present at a meeting shall be the act of all DSMs.

9.4 Director of Sports Ministry Representative. At the August meeting, the DSMs shall elect, by majority vote, a Director of Sports Ministry Representative. The Director of Sports Ministry Representative shall serve a one-year term with a maximum of three consecutive terms. If the Director of Sports Ministry Representative should lose the position of parish DSM, the remaining DSMs will elect a new Director of Sports Ministry Representative. The Director of Sports Ministry Representative shall be responsible, with the assistance of the Executive Director, for running the DSM meetings during the year. The Director of Sports Ministry Representative will also be a non-voting member of the Board as set forth in Section 5.1(e). The Director of Sports Ministry Representative will also coordinate with the Board Chairperson to provide any feedback and input into the CYO programs to the Executive Director for the annual report as provided in Section 4.2.9.

SECTION 10 – COMMITTEES

10.1 Nominating Committee. In the event a nominating committee is necessary pursuant to Section 5.6 above, the committee shall consist of three Directors as approved by the Board. The Chairperson of the nominating committee will be the Regional Representative for the Region where the election takes place.

10.2 Standing Committees. The following are the standing committees of the Board and committee members are selected by a vote of the Board each year:

10.2.1 The Protest and Discipline Committee. Vice-Chairperson shall chair

this committee. This committee shall be responsible for investigating all matters of alleged misconduct of anyone involved in CYO activities. This committee shall be responsible for rendering decisions on appeals concerning ejection of coaches, players from games and any non-monetary matter.

10.2.1.1 The Protest/Discipline Committee shall be composed of three members of the Board. Because certain decisions may be needed quickly, the Chairperson is authorized to replace a member of this committee if a regular member cannot attend. The Committee shall meet whenever necessary. All decisions shall be rendered promptly and communicated to all interested parties.

- Exception: In the case of CYO Football or any league in which CYO teams are competing in the same division as teams from the Parochial League of Kansas City, the Protest/Discipline Committee shall combine with a 3-Person Committee from the Parochial League of Kansas City to make all decisions. The same rules shall govern this committee.

10.2.2 The Human Resources Committee. Chairperson shall chair this committee. This Committee shall assist the Board in conducting an annual evaluation of the Executive Director and shall make recommendations to the Board on salary and other issues as they pertain to performance. The Committee shall also coordinate with the Chairperson to provide input for the report to the Members and Regions.

10.2.2.1 The Human Resources Committee shall be composed of three voting members of the Board. The Committee shall meet at least twice a year. The Chairperson or a majority of the members of the Committee may call special meetings whenever necessary.

10.2.3 Budget/Finance Committee. The Treasurer shall chair this committee. This committee shall be responsible for the determination of a yearly budget to be approved by the Board. The committee shall also be responsible for long-range budget forecasting and planning. The committee shall establish organizational controls, and shall engage an external audit at least every five years (or in accordance with Archdiocesan policy) to determine whether the appropriate internal controls are being observed and followed.

10.2.3.1 This Committee shall be comprised of three members of the Board. The Executive Director and Financial Assistant shall serve as ex-officio members of this committee.

10.2.4 Seeding Committees. These Committees shall be established as needed to fully execute the Rules of Competition. This Committee shall be responsible for seeding teams into the appropriate competitive division or into the appropriate tournament. The Committee shall strive to place teams into league divisions or tournament brackets based upon their abilities to ensure that all teams in a particular division are competitive. The Committee has the discretion to move teams up or down to meet the needs and goals of the CYO. The Committee shall meet as necessary to fully execute the Rules of Competition or as requested by the Board Chairperson.

10.2.4.1 The Committee shall be made up of the parish Director of Sports Ministry or his/her nominee for every parish that has a participating team. Each parish shall have one vote when its Representative attends the committee meeting. The Chairperson shall be appointed by the Board.

10.2.5 Policy and Rules Committee Responsibilities. This Committee shall be responsible for conducting business necessary to operate the regular rules of the sports programs. The Committee shall identify necessary rule or policy changes, evaluate proposed rule or policy changes, and make ultimate recommendations to the Board on the structure and content of the rules.

10.2.5.1 Membership. The Committee shall be made up of the parish Director of Sports Ministry and chaired by the CYO Executive Director. All policy and/or rules change proposals considered by this committee must be submitted by a member of the committee.

10.2.5.2 Change Proposals. Rule change proposals to be considered for the next school year, shall be received in the CYO Office no later than the February date prescribed on the CYO website and communicated directly to the Parish Director's of Sports Ministry. The proposals shall be made available to the members of the committee within approximately seven days following the deadline above.

10.2.5.3 Hearing. In March, on a date communicated directly to the Parish Directors of Sports Ministry, the committee will hold a hearing on any proposals to be considered. Any member of a CYO parish shall be given the opportunity to address the committee on the proposed rule changes.

10.2.5.4 Final Form. The member(s) submitting a proposal may change the proposal, or similar rule change proposals may be consolidated into a single proposal, into a final form that will be distributed in advance and voted on by the Policy/Rules Committee. The final form must be submitted to the CYO Office

within ten (10) days following the hearing.

10.2.5.5 Vote. The vote by the Policy and Rules Committee will be taken in April no less than one week prior to the April Executive Board Meeting. All proposals recommended by the Committee shall be placed on the agenda of the next Board Meeting.

The vote of a majority of DSMs present at a meeting or by e-mail ballot shall constitute the decision of the Committee. A parish Director of Sports Ministry unable to attend the meeting may submit his or her vote on agenda items. The vote must be submitted in writing or e-mailed before the meeting. Only those proposals receiving majority support shall be considered a recommendation by this committee.

10.2.5.6 Executive Board Vote. The Executive Board shall consider and may vote to ratify any proposal passed by the Policy and Rules Committee at an Executive Board meeting following the Spring DSM Meeting. At this meeting, the Executive Board may vote to approve a proposal as written, fail a proposal, or vote to approve a proposal contingent upon a change recommended by the Executive Board. Any proposal passed without change or failed at the Executive Board level will be final. Any proposal passed contingent upon a change must return to the Policy & Rules Committee for final review and approval. All changes requested by the Executive Board should be non-significant. That is, the change should not significantly alter the intent of the rule initially improved by the Policy & Rules Committee. The Executive Board may also propose that additional “interpretation language” be added to the Rules of Competition (in

italics) with a particular rule. Any proposed change or request for “interpretation language” shall return to the Policy & Rules Committee for a final vote, which shall be binding. Should these changes pass the final majority vote by the Policy & Rules Committee, they will go into affect for the following CYO year. Should any change or “interpretation request” fail to receive majority vote at this time, it shall be considered dead.

10.2.6 Football Safety and Competition Panel. This panel shall be responsible for review of all CYO Football rules, policies and procedures on an annual basis and as needed throughout the year. The purpose of this panel is to develop a group of individuals from football specific disciplines who are able to review and make recommendations to the Policy and Rules Committee as well as the Executive Board and Members based on research and expertise in the sport of football. The committee shall not have voting privileges but shall instead serve to research and promote ideas and proposals designed to assure the safety and well-being of both participants and the sport as a whole within CYO. The committee shall meet in-person at least once annually and communicate electronically as needed. Members shall be appointed by the Executive Director with oversight by Executive Board. Members shall be individuals with relevant expertise or knowledge in the area of football.

10.2.6.1 The panel shall be chaired by a member of the CYO Executive Board and include at least one Director of Sports Ministry Representative and one Priest Representative. The panel may be comprised of other members with expertise in the following specialties: Local Physician with Specialty in Head Trauma, Physician with Specialty in Orthopedics or an Athletic Trainer,

Professional or Collegiate Football Coach, High School Football Coaches*, Youth Football Coaches*, Officiating Representative, Equipment Industry Representative and Executive Directors of CYO and Parochial League*. “*”

Indicates that the Parochial League of Kansas City will have the opportunity to nominate members in any year in which teams from both leagues participate together.

10.2.7 - Faith and Spirit Committee. This committee shall be made up of one parish representative from the CYO Executive Board, a Priest representing either the Johnson or Wyandotte Region on the Executive Board, the Lead Consultant of Evangelization & Catholic Formation of Youth of the Archdiocese of Kansas City in Kansas (Member), and the Executive Director of CYO. The committee shall be responsible for, but not limited to, the following areas:

(a) Reviewing all CYO Bylaws and Rules on a regular basis to assure consistency with teachings and values of the Catholic Church, the Archdiocese of Kansas City in Kansas, and Archdiocesan leadership. The committee may not unilaterally make changes to Rules of Competition or Bylaws outside the normal process, but may make recommendations to the Policy and Rules Committee or the Executive Board.

(b) Reviewing the applications of “unaffiliated participants” per CYO Rules of Competition Article IV, Section 4, Part (e). Decisions on acceptance of these applications shall lie with this committee.

(c) Developing and implementing initiatives and resources related to the faith formation of children, coaches, parents and families within the CYO

Community and the broader Archdiocesan community as it relates to ministry through sport.

(d) Supporting and advancing the mission of CYO, namely to lead youth to Christ through the ministry of sport, through consulting with key members of the CYO Community including Pastors, Parish Staff, Directors of Sports Ministry, the CYO Executive Board, and other committees or groups within the local Catholic community.

SECTION 11 – MISCELLANEOUS

11.1 Amendment of Bylaws. These Bylaws may be altered, amended, or repealed and restated after:

(a) Such change is communicated to the Directors of Sports Ministry and the Regions and posted on the website at least 60 days before such proposal is considered by the Board. Any Director of Sports Ministry that makes written request to be heard on a proposed Bylaw change shall be given that opportunity at the Board meeting where the Bylaw change is being considered. Any other interested person shall have the right to request, in writing to the Chairperson, to be heard on the change and requests shall not be unreasonably denied; and

(b) After hearing all comments, a majority of all directors must approve such change at a regular or special meeting duly noticed in writing or electronically before the meeting and subject to the express written approval of the Members, which must be given before any alteration, amendment, or repeal and restatement becomes effective; or

(c) Upon action of the Members of the Corporation.

11.2 Bylaws Govern. To the extent that any power, duty, responsibility, right, or privilege is granted by these Bylaws, only an amendment to these Bylaws can add, alter, or remove any such power, duty, responsibility, right, or privilege. Amendment of the Rules of Competition shall not otherwise affect these Bylaws and in the event of a conflict, the Bylaws control.

11.3 Publication of Personnel. The names of all Directors, Parish Directors of Sports Ministry and Committee members shall be listed on the website as soon as practical after their election or appointment.

11.4 Communication. Except as provided herein, all communication with or to the Board and/or a director and/or any committee may be emailed to admin@cyojwa.org or addressed and sent to the following address:

Catholic Youth Organization

5041 Reinhardt Dr

Roeland Park, KS 66205

or as may otherwise be determined by the Board from time to time and published on the website.

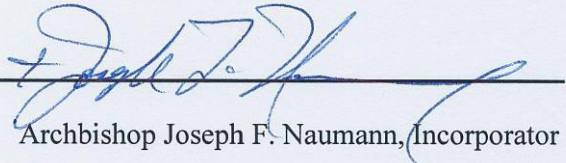
Communications addressed to the Board, directors, committees or committee members shall be forwarded to the appropriate individuals.

CERTIFICATE OF INCORPORATOR

I, the undersigned, do hereby certify:

(1) That I am the Incorporator of Catholic Youth Organization of Johnson and Wyandotte Counties, Inc., a Kansas non-for-profit corporation; and

(2) That the foregoing bylaws, comprising twenty-five (25) pages, constitute the original bylaws of the corporation, as duly adopted at the Meeting of the Incorporator thereof duly held on the 20 day of September, 2011.



Archbishop Joseph F. Naumann, Incorporator

*Bylaws amended from original copy with Executive Board vote on 5/15/12, and 5/29/14.

*Structural Board Leadership changes were amended with Executive Board vote on 5/26/20, and concurrence from all three (3) members of the corporation on 7/1/20