

**BYLAWS**  
**SPIKE UP ATHLETICS, INC.**

Date Adopted: April 12, 2025

**ARTICLES:**

- I. Name and Entity
- II. Definitions
- III. Affiliation
- IV. Purpose
- V. Membership
- VI. Registration Fees and Other Fees
- VII. Board of Directors
- VIII. Board Meetings
- IX. Committees
- X. Coaching Staff
- XI. Finances
- XII. Savings Clause
- XIII. Tax Status Requirements and Dissolution
- XIV. Indemnification
- XV. Historical Clause
- XVI. Amendments
- XVII. Adoption

**ARTICLE I – NAME AND ENTITY**

Spike Up Athletics, Inc. (hereinafter referred to as “Spike Up Athletics,” or “this corporation”) was incorporated as a nonprofit corporation under the laws of the State of Idaho on May 27, 2019.

- A. Tax Exemption Status: This corporation was granted tax-exemption under Internal Revenue Service (IRS) code, section 501(c)(3), on June 19, 2019, with May 27, 2019, documented as the effective date of exemption.

**ARTICLE II - DEFINITIONS**

**Arm’s Length:** A transaction between parties having adverse (or opposing) interests, where none of the participants can exercise substantial influence over the transaction because of business or family relationship(s) with more than one of the parties.

**Board of Directors:** Individuals and their successors as designated in this corporation’s Articles of Incorporation or Bylaws (or Annual Report Form required by the Idaho Secretary of State), and individuals appointed or elected as recorded in Board meeting minutes, to act as members of this corporation’s Board of Directors.

**Charitable Gaming:** Games of chance such as raffles and bingo that are conducted for charitable fundraising purposes and played for a prize determined prior to the start of the game.

**Competitive Level Opportunities:** A level of track & field athletics training that demands more time investment than recreational level opportunities. Competitive level opportunities are geared

towards individuals who are looking to pursue and excel in track & field athletics at a much higher level than recreational level opportunities offer.

**Directorship Nonprofit:** A corporate structure in which only the Board of Directors have the right to vote on the corporation's internal operations such as electing Board members, approving or rejecting changes to the corporation's Articles of Incorporation or Bylaws, and voting for a merger or dissolution of the corporation.

**In Perpetuity:** To exist forever without editing or changing.

**Inure:** To be of use, benefit, or advantage to an individual for his or her personal or private interest or gain.

**Reasonable Compensation:** The amount that would ordinarily be paid for like services by like enterprises under like circumstances.

**Recreational Level Opportunities:** A level of track & field athletics training that offers flexibility, making it more suitable for those individuals who want to enjoy track & field athletics without a strict training or competition schedule. This corporation will not offer recreational level opportunities.

**Substantial Contributor:** Pursuant to federal Internal Revenue Service (IRS) guidelines, any individual or organization that gives more than \$5000 to this corporation from the date this corporation was formed (or date this corporation's tax exemption became effective, if later than the date this corporation was formed) to the end of the year in which the contributions were received, which total amount contributed must also be more than 2% of all contributions received by this corporation.

### **ARTICLE III - AFFILIATION**

This corporation will primarily be a USA Track and Field (USATF) member club. It will serve under the rules and regulations of whatever governing association determined to be appropriate by USATF. Any Board of Directors succeeding this corporation's initial Board of Directors may (in consult with the sitting head coach) apply for membership under other track and field governing bodies when this corporation's budget allows and when such membership is sought for the purpose of providing more or better competitive level opportunities to this corporation's athletes.

### **ARTICLE IV - PURPOSE**

This corporation's primary mission is to provide middle & high school athletes the additional opportunity to train, grow, compete, and be successful in track & field athletics outside of their school seasons.

Secondarily, this corporation will serve its community by providing competitive level opportunities (not recreational level opportunities) for adaptive-disabled athletes and able-bodied adults who still have the fire and spirit to compete in running, jumping, and throwing events that are sanctioned by a track & field athletics governing body.

As opportunities become available and this corporation's budgets allow, this corporation may provide services including, but not limited to, race walking, cross-country, marathons, and other types of walking, running, jumping, and throwing events recognized by USATF and other track and field athletics governing bodies that this corporation becomes affiliated with in the future.

## **ARTICLE V - MEMBERSHIP**

Spike Up Athletics shall be a non-membership corporation (aka a directorship nonprofit) pursuant to this corporation's Articles of Incorporation or Bylaws.

## **ARTICLE VI – REGISTRATION FEES AND OTHER FEES**

Any person without regard to race, creed, color, national origin, gender, sexual orientation, physical condition, or age (except as described herein) shall be eligible to register for track & field athletic training and competitive level opportunities (not recreational level opportunities). Minors who have not entered middle school (typically 6<sup>th</sup> grade) or are younger than 11 years old may be excluded from registration, training, and competing with this corporation at the discretion of the Board of Directors, in consult with the sitting head coach.

Athlete registration fees and other fees will be reviewed on an ongoing basis by this corporation's Board of Directors (in consult with the sitting head coach) and adjusted at the conclusion of each season, if necessary, to meet this corporation's ability to deliver programs and services in accordance with Article IV of these Bylaws.

- A. Fee Discounts: This corporation's Board of Directors may allow fee discounts to single-family households with multiple children living permanently at the same residential address. The Board may also allow other fee discounts for the purpose of attracting athletes to register with this corporation or getting individuals to volunteer their time and skills for an entire single season. For the purpose of this rule, "a single season" means a single winter indoor season, a single summer outdoor track & field season, a single fall/autumn cross-country season, etc. depending on when the various walking, running, jumping, and throwing competitive level seasons (and training for those seasons) start and end.
- B. Registration Fee Waivers: This corporation's Board of Directors may allow registration fees for an entire single season to be waived for our board members and coaching staff's children when the operating budget allows. When fees are waived for a board member's child or children, that board member must agree in writing to attend all board meetings and events held or hosted by our organization, unless excused by the president for reasons deemed appropriate by at least two-thirds (2/3) of the board's officers. In situations where the operating budget does not allow for both our board members' and coaches' children registration fees to be waived, the coaches' children shall have precedence. If the fees are waived for one board member's child or children, then all other board members must be offered the same opportunity to have their child or children's fees waived. If the fees are waived for one coach's child or children, then all other coaches must be offered the same opportunity to have their child or children's fees waived. For the purpose of this rule, "coaches" will include individuals, such as assistant coaches, an athletic trainer/exercise physiologist, and a team manager, all selected by the head coach to help provide programs and services offered by Spike Up Athletics. The initial Board of Directors may allow, within the first year of Spike Up Athletics' incorporation, registration fees to be waived for anyone they deemed to be instrumental in the formation, organization, and setup of this corporation and its programs and services. Subsequent Board of Directors may waive an athlete's registration fee when the athlete needs to be made whole due to this corporation not being able to fully deliver services (e.g., when middle school athletes can't compete in more than half of this corporation's scheduled competitions because the competition's director or competition's rules prohibited middle schoolers from competing). The Board of Directors shall document on the waiver the term/period for which the waiver will be in effect.

- C. Athlete Disciplinary Suspensions and Terminations: Paid athlete registration fees and other fees, whether discounted or not, shall not be refunded to any athlete or individual who paid the fee/fees on the athlete's behalf when the athlete is suspended or terminated from training, competing, or both with this corporation due to disciplinary reasons described in this corporation's policies, such as the Athlete Code of Conduct.

## **ARTICLE VII – BOARD OF DIRECTORS**

The Board of Directors, in consult with the sitting head coach, will set policy; define this corporation's mission, vision, and values; and have the power, in accordance with the Idaho Nonprofit Corporation Act, to do all of the things necessary or convenient to regulate and further the activities and affairs of this corporation and ensure this corporation stays on course to execute its mission, vision, and values, approved by the Board.

- A. Number of Directors: The Board of Directors will consist of a minimum of three members and a maximum of seven members. By default, the appointed or elected president, vice president (if any), secretary, and treasurer will become officers of the Board. In all cases, there shall be a minimum of three officers on the Board: a president, a secretary, and a treasurer.
- B. Board Member Eligibility: This corporation shall not inure any board member or potential board member. All members of the Board of Directors must be the parent or legal guardian of an athlete registered and in good standing with this corporation, or a member of the general public permanently residing in Canyon County (located in the State of Idaho). Board members or potential board members shall not be a substantial contributor to this corporation.
  - 1. Automatic Disqualifier of Eligibility: Except for the initial Board of Directors, and except for emergency situations described in Article VIII, section B, of these Bylaws, there must always be a majority of "uninterested" individuals appointed or elected as Board members. For the purpose of this Article, "uninterested" means unrelated by blood, marriage, adoption, or business, and not receiving any compensation from this corporation for any reason. Individuals appointed as initial Board of Directors may continue to serve on the Board or may return to serve on the Board when the Board loses a member or there are no individuals (as described in section B of this Article) interested in or willing to serve on the Board when asked, recruited, or nominated, or when the Board determined via majority vote that said individuals were not qualified to serve in the position asked, recruited, or nominated for.
- C. General Responsibilities: The Board of Directors' general responsibilities include, but are not limited to, establishing priorities; developing policy and rules; composing strategic plans; ensuring plans and programs are implemented; executing contracts; establishing and managing financial systems by forecasting cash flow, developing budgets, monitoring finances, implementing accounting controls, and conducting self-audits at least annually; receiving and following up on complaints/concerns filed by athletes and their parents (or legal guardians) in which it's alleged the complaint/concern was not sufficiently resolved by the head coach; dealing with internal board management, such as finding new Board members to replace outgoing ones and appointing or electing officers; establishing and overseeing committees to handle specific areas of need, such as organizing donation and sponsorship drives, researching and identifying grant opportunities, planning community outreach events, and recruiting volunteers; helping promote this corporation and its activities to the public, such as participating in social and fundraising events and attending athletic competitions hosted by this corporation;

attending all scheduled Board meetings; and assigning the sitting head coach or a Board member to be the principle public spokesperson for this corporation.

1. **Duty of Care:** All Board members must act with reasonable care when making decisions and acting on this corporation's behalf. Board members must take care to investigate any relevant and essential information that is available before deciding or acting. Board members must act rationally and in good faith. For the purpose of this rule, "reasonable care" means the level of care that an ordinarily prudent person in the same circumstance would reasonably believe is appropriate.
2. **Duty of Loyalty (Also known as Fiduciary Duty):** All Board members must put the interests of Spike Up Athletics ahead of their personal interests and take care to avoid self-dealings and conflicts of interest. Board members must disclose all relevant facts about a potential conflict of interest, including any personal interest he or she has in any transaction involving this corporation, and refrain from voting on any matters related to the conflict. For the purpose of this rule, "self-dealings" means, but is not limited to, any transaction in which the Board member puts him/herself in a position to inure from the transaction.

**D. Specific Responsibilities:**

The following specific responsibilities will be in addition to the general responsibilities described herein this Article.

1. **President –** Preside over Board of Director meetings in accordance with Roberts Rules of Order; work closely with the secretary to draft meeting agendas; appoint committees (as needed) and chairpersons thereof with approval from the Board; compose a management report on the overall state, health, and affairs of this corporation, which is to be shared at this corporation's regular meetings; call special Board meetings (when appropriate); order a financial self-audit annually; implement policy and rules; and may sign, along with the secretary or treasurer (as appropriate), contracts, checks, and other business documents and instruments related to the operation of this corporation. He or she must consult and work closely with the sitting head coach on all matters described in Articles III, VI, and X of these Bylaws. This position shall be known as an officer of the Board.
2. **Vice President –** Assume the powers of the president in his or her absence and take on special assignments as requested or delegated by the president. If the president resigns, vacates, or is removed from the Board of Directors, or can no longer perform the duties of president for health reasons or death, the vice president assumes the president's duties until the next scheduled regular meeting (or special meeting if called by the remaining officers of the Board). When there is an even number of sitting Board members, the vice president shall not vote. When filled, this position may be known as an officer of the Board.
3. **Secretary –** Annually file all State of Idaho-required paperwork for the Board of Directors; work closely with the president to draft meeting agendas; give notice of Board meetings; take Board meeting minutes; retain this corporation's original records, such as Articles of Incorporation, Annual Report Form required by the Idaho Secretary of State, Bylaws, Resolutions, Strategic Plan, policies and rules, Board meeting minutes, committee meeting minutes, and all other official correspondence and non-financial documents of this corporation; authenticate the records of this corporation (as requested); maintain a list of the names and home addresses of all

Board members; and sign (along with the president or vice president when the vice president assumes the duties of the president) contracts, and other historical or non-financial business documents and instruments related to the operation of this corporation. This position shall be known as an officer of the Board.

- i. Principle Office: Until this corporation leases or purchases a building for the purpose of having a permanent corporate address, all historical or business documents and instruments related to the operation of this corporation, for which the secretary is responsible, will be maintained and filed at the sitting secretary's home/residential address. When the sitting secretary has exhausted his or her term limits in accordance with section E of this Article or he or she is no longer eligible to sit on the Board due to not being appointed, nominated or elected, he or she shall ensure the handover of all such documents and instruments to the new secretary elect.
  - ii. Document Retention: This corporation's organizing documents, such as the Articles of Incorporation and Bylaws, to include amendments, must be permanently maintained. Board and committee meeting minutes must be retained for 3 years pursuant to the Idaho Nonprofit Corporation Act, and all other official non-financial documents of this corporation shall be retained until superseded or no longer needed as determined by the Board.
4. Treasurer – Annually file all federally-required 501(c)(3) information returns (such as Form 990, 990EZ, and 990-N) and other federal and state tax returns; safeguard this corporation's assets to include blank checks, debit cards, credit cards, cash, and equipment purchased with this corporation's income/revenue; make timely deposits of income/revenue into financial institutions approved by the Board of Directors; pay this corporation's bills and other financial obligations and retain copies of paid receipts; oversee this corporation's budget planning process to ensure adequate income is available to support budgeted expenses; anticipate and report financial problems to the Board; ensure the Board receives accurate financial reports and copies of banking statements at each meeting (except for special meetings as described in Article VIII, section F, of these Bylaws that involve removing a Board member or hearing complaints/concerns filed by athletes and their parents or legal guardians) and that Board members understand the information presented; sign (along with the president or vice president when the vice president assumes the duties of the president) checks, contracts, and other financial-related documents and instruments related to the operation of this corporation; file or apply for permits, licenses, and other such documents required by this corporation and various other organizations and government entities; and draft financial policy and rules for the Board's approval. This position shall be known as an officer of the Board.
  - i. Principle Office: Until this corporation leases or purchases a building for the purpose of having a permanent corporate address, all financial documents and instruments related to the operation of this corporation, for which the treasurer is responsible, will be maintained and filed at the sitting treasurer's home/residential address. When the sitting treasurer has exhausted his or her term limits in accordance with section E of this Article or he or she is no longer eligible to sit on the Board due to not being appointed, nominated or elected, he or she shall ensure the handover of all such documents and instruments to the new treasurer elect or sitting secretary. **The outgoing treasurer shall not destroy or discard any financial documents,**

**instruments, or debit/credit cards containing his or her name prior to ensuring handover of such items to the new treasurer elect or sitting secretary.**

- ii. Document Retention: The Form 1023-EZ Eligibility Worksheet, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code, and the Determination Letter must be permanently maintained. Financial records (i.e. gross receipts, purchases, expenses, employment tax records, assets & liabilities, and supporting documents); budgetary guidelines, policies, and rules; annual state and federal tax returns and information; and banking statements must be retained for 7 years pursuant to the Idaho Nonprofit Corporation Act; and all other official financial documents of this corporation shall be retained until superseded or no longer needed for tax purposes as determined by the Board.
  - iii. Bookkeeper: The treasurer, with the approval of the Board of Directors, may ask, recruit, or nominate a bookkeeper to assist him or her with the management of some financial duties, such as recording and maintaining financial records, preparing financial statements, reconciling bank accounts, processing invoices, collecting and recording payments, issuing refunds, and tracking expenses. The treasurer shall have responsibility for and oversight of the bookkeeper and his or her actions, and the bookkeeper shall not act on any task or duty not assigned to him or her by the treasurer. **At the completion of a task assigned by the treasurer, the bookkeeper shall immediately hand over any financial records and statements in his or her possession to the sitting treasurer for safekeeping.** When filled, this position shall not be known as an officer of the Board and shall not vote on any matters.
5. At Large Members – At large members bring certain skills to the Board of Directors that could be of benefit or contributes to the Board as determined by its officers. When appointed or elected, at large members shall represent the athletes and their parents (or legal guardians) or must be affiliated with a local school or business in which Spike Up Athletics has a good working relationship and which does not conflict with but enhances and promotes the mission, vision, and values of this corporation. The maximum number of at-large members that may serve on the Board shall be fixed at two when there is no sitting vice president and shall be fixed at three when there is a sitting vice president. When filled, this position shall not be known as an officer of the Board, but such members shall be allowed to vote only on matters deemed by the Board of Directors to be helpful or useful in enhancing and promoting the corporation's mission, vision, values, or administrative processes. Matters that the Board of Directors are allowing at large members to vote on shall be clearly identified on the meeting agenda or within the meeting resolution(s).
- E. Term Limits: Board of Director term limits shall be staggered as follows, and Board members will be allowed to serve consecutive terms when appointed or nominated and elected by Board vote. Once the Board member serves the maximum allowed for consecutive terms, the Board of Directors shall enter a motion at each regular meeting (see Article VIII, section A, of these Bylaws) to hold an election for the position. The incumbent Board member may be nominated, and if elected, may remain in the position until the next regular meeting where the process must be repeated until a new member is elected to the position. In accordance with Article VI, section B.1, of these Bylaws,

initial Board of Director members may also continue to serve on the Board or return to the Board when situations dictate.

1. President – May serve two consecutive 4-year terms.
  2. Vice President – May serve two consecutive 3-year terms.
  3. Secretary – May serve two consecutive 2-year terms.
  4. Treasurer – May serve two consecutive 2-year terms.
  5. At-Large Members – May serve two consecutive 1-year terms.
- F. Appointments, Nominations, and Elections: The following shall apply to all appointments, nominations, and elections for the Board of Directors.
1. Appointments – The founders of this corporation, as described in Article XV of these Bylaws, shall make up two-thirds (2/3) of the initial Board of Directors and within five years of these Bylaws being initially approved, shall appoint the first president and work towards filling the secretary, treasurer, or both positions with a majority of “uninterested” individuals as defined in section B.1 of this Article. Thereafter, one or both of the founders may attend Board meetings in a non-voting capacity and recommend for the Board’s consideration the direct appointment of an individual (who meets the Board member eligibility criteria described in section B of this Article) to serve as president upon the sitting president’s resignation, removal, or term ending. When making a recommendation for an appointment, one or both founders and the individual being recommended for appointment must physically attend the meeting in person only. The Board shall then give the founders’ recommendation priority consideration by holding an immediate vote. If the founders’ recommendation does not receive a two-thirds (2/3) majority vote to pass, then the Board may appoint or nominate and hold an election to fill the position of president. In all other situations where a Board position is filled by appointment rather than via the nomination and election process, the position must be filled in accordance with sections B and B.1 of this Article. Otherwise, the position must be filled in accordance with section F of this Article and its subsections.
  2. Nominations – The founders as described in Article XV of these Bylaws; head coach and members of the coaching staff, as described in Article X of these Bylaws; and the parents or legal guardians of an athlete registered and in good standing with this corporation, may attend Board meetings in a non-voting capacity and make an in-person nomination from the meeting floor for an individual to fill a vacant Board of Directors’ position. The nominee must also be in attendance and affirm to the Board that he or she approves of the nomination. The Board shall then follow Roberts Rules of Order (i.e., parliamentary procedures) to move that the nominee be considered for election to the vacant position for which he or she was nominated.
  3. Elections – To be elected to the Board of Directors, the individual/nominee shall first be nominated and then he or she must approve his or her nomination. The individual/nominee must then receive a two-thirds (2/3) majority vote to be elected. When a sitting Board member’s term ends, but the number of allowable consecutive terms have not been exhausted, he or she must be nominated by at least one (1) sitting Board member if not nominated by an individual described in section F2 of this Article. If nominated, the sitting Board member must receive a two-thirds (2/3) majority vote to remain on the Board. Proxy votes will not be allowed in any situation.



Elected Board members shall take their seats immediately or upon the sitting Board member's term ending or resignation or removal.

- G. Removal from the Board of Directors – All Board of Director members being considered for removal from the Board shall be afforded an in-person special Board meeting in accordance with Article VIII of these Bylaws. Except for a president appointed to the Board based on the founders' recommendation, any Board member may be removed from the Board, without cause, by a two-thirds (2/3) majority vote to pass. In the case of a president appointed to the Board based on the founders' recommendation, the remaining sitting Board shall call an in-person special Board meeting for the purpose of removing the president. No other items can be on the meeting agenda, and the meeting notice must state the purpose or purposes of the in-person meeting to remove the president. The founders, and the president being removed, shall receive written notice of the in-person meeting at least 15 days prior to the special meeting and also be invited to attend the meeting in a non-voting capacity. The founders, and president being removed, shall be allowed to hear the reason or reasons for wanting to remove the president and all shall be given the opportunity to make a brief statement in opposition or support of the president's removal. The president being removed must then receive a unanimous vote to be removed from the Board. Any president subject to removal, for any purpose, should consider voluntarily resigning so that a replacement can be found more expeditiously.
- H. Vacancies – Board of Director vacancies shall be filled as described in sections F1 and F2 of this Article. There shall be no automatic line of succession to any vacant Board position. The vice president will temporarily assume presidential powers as described in section D2 of this Article and may be appointed or nominated for the presidency as described in sections F1 and F2 of this Article.

## **ARTICLE VIII – BOARD MEETINGS**

All Board of Director meetings will be held for purposes pertaining to the business issues and matters of this corporation such as, but not limited to, sharing information, making decisions and creating solutions, building relationships, and educating others. The Board shall invite the founders of this corporation (as described in Article XV of these Bylaws) and the head coach to attend all Board meetings in a non-voting capacity, unless one of these individuals are the subject of a sensitive or criminal matter and his or her attendance would not be appropriate or in the best interest of that individual or the Board. The head coach will report on and advise the Board on the day-to-day management of this corporation as it relates to track- and coaching-related matters to include, but not limited to, training and programs, scheduling, events, competitions, needs, direction of this corporation, and expertise.

- A. Regular Meetings – This corporation's Board of Directors (not inclusive of the initial Board of Directors) shall hold a minimum of one regular meeting a year, which shall be fixed to occur between August 1 and October 31 of each year. The time and place of the regular meeting shall be determined by the president of the Board and shall be open to the public. The public shall be given an opportunity to make brief testimony or statements but shall not have a vote on the matters being voted on.
- B. Special Meetings – The president of this corporation's Board of Directors may call special meetings as needed, or for good cause, when the issues or matters cannot wait until the next scheduled regular meeting. Purposes for which a special meeting may be called shall include, but shall not be limited to, emergency situations such as appointing an interim Board member or members to establish a quorum so that critical banking or

financial issues can be addressed due to the abrupt resignation of the treasurer; hearing complaints/concerns that allegedly were not sufficiently addressed or handled by the head coach; or removing a sitting Board member. For situations that involve the removal of a sitting president from the Board, the special meeting shall be called by the vice president upon agreement of a majority of the other sitting Board members, not inclusive of the sitting president. If a vice president does not exist, the special meeting to remove the president may be called by the secretary. The time, place, and whether these special meetings can take place via conference call instead of in-person shall be determined by the Board member who calls for the special meeting, except for when removing Board members as provided in Article VII, section G of these Bylaws. For issues or matters of a sensitive or legal nature only, the president or vice president (when assuming the duties of the president) or the secretary if a vice president does not exist, may close these meetings from the public, coaches, athletes, and the athlete's parents or guardians.

- C. Notice of Meetings – Notice of a meeting will be given to registered athletes and their parents or legal guardians, the founders of this corporation, the head coach, and coaching staff via whatever method of communication this corporation utilizes to get information out to them, to include, but not limited to group texts or email. Notice will also be posted on this corporation's website and may be announced via social media when available. Notice shall include place, date, and time.
  - i. Regular Meetings: Notice shall be given no fewer than seven calendar days prior to the meeting.
  - ii. Special Meetings: Notice shall be given no fewer than two calendar days to sitting Board of Director members, the founders of this corporation, and the head coach. For matters involving the removal of the sitting president from the Board, the founders, and the president being removed shall receive written notice in accordance with Article VII, section G, of these Bylaws.
- D. Agendas – The secretary of the Board of Directors will distribute a president-approved agenda no fewer than one day prior to the meeting. The president or vice president (when assuming the duties of the president) shall enforce adherence to the agenda, except under special circumstances.
- E. Quorum and Voting – A quorum shall be no fewer than a majority of sitting Board of Director members at the time the notice of meeting was given. Meetings shall be rescheduled when a quorum is not present. Voting matters must receive a two-thirds (2/3) majority vote to pass. Board members shall have one vote on each matter voted on. Vote by proxy shall not be allowed. Vote by telephone during the meeting shall not be allowed, except as permitted in section B of this Article, or unless there is a compelling reason for the Board member to not attend the meeting.
  - i. Conflicts of Interest: Any Board of Director member who has a conflict of interest shall be required to disclose all relevant facts about the conflict of interest (or potential conflict of interest) to include, but not be limited to, any personal interest he or she may have in a transaction or vote. If a Board member has a conflict of interest, he or she shall not participate in the vote to include votes to terminate him/herself from the Board.
  - ii. Failure to Attend Meetings: Failure of any Board of Director member to attend a properly noticed meeting may warrant cause for that Board member's removal from the Board. The allowable number of Board meetings that a

member may miss without a compelling reason shall be no more than two in a calendar year, and no more than one-third (1/3) of the meetings scheduled during the member's term as described in Article VII, section E, of these Bylaws.

- F. President and Treasurer Reports – At each regular and special meeting that does not deal with the removal of a Board of Director member or complaints/concerns filed by athletes and their parents (or legal guardians), the president shall report on the conditions of this corporation, and the treasurer shall provide updated and current financial reports, to include bank statements received since the last scheduled Board meeting, to all Board members and report on the financial state of this corporation.
- G. Rules of Order/Parliamentary Procedures – Roberts Rules of Order shall be adhered to at all meetings and the president or vice president of the Board of Directors (when assuming the duties of the president) shall decide questions of order. Every effort must be made to discuss all agenda items or the required first and second motion must be made to vote and bring those items back before the Board on a specifically noted date.
- H. Meeting Minutes – All regular and special meetings shall be recorded by the secretary of the Board of Directors and a draft made available to all Board members within 30 calendar days concluding the meeting. All written reports made by the president and treasurer, or a summary of such reports, shall be distributed with the draft minutes. Upon the Board's approval of the draft minutes, a copy shall be posted to this corporation's website.

#### **ARTICLE IX - COMMITTEES**

The Board of Directors have the authority to create committees, appoint chairpersons and members, and dissolve committees as it deems appropriate to carry out the purpose of this corporation. Committees shall only be created to focus on specific areas or complicated issues such as to steer fundraising and sponsorship drives/campaigns, identify and contact potential donors, assist the Board with different tasks for hosting corporation events and competitions, and help recruit a pool of volunteers. As committees make progress, they shall report back to the Board for approval or other guidance. The Board shall have oversight duties and accept or reject the actions of a committee.

The Board of Directors shall not use committees as a regular substitute for Board responsibilities or issues.

- A. Duties of a Committee Chair: A committee chair shall preside at all meetings of the committee; ensure that all duties and responsibilities of the committee are properly and promptly carried out; communicate with the committee members to keep them fully informed of events concerning the committee to carry out the committee's responsibilities; keep the Board of Directors informed on all committee actions and recommendations; and forward a copy of all committee meeting minutes to the Board within 30 calendar days of concluding the meeting.

#### **ARTICLE X – COACHING STAFF**

- A. Head Coach – The head coach will be responsible for assembling the coaching staff, including but not limited to, event/discipline coaches, a team manager, and a team physical therapist (or sports equivalent). Until this corporation experiences the kind of growth that requires the hiring of employees (e.g., part-time or seasonal staff to help with the administrative duties), the head coach shall be responsible for the day-to-day

management of track & field programs, trainings, and all coordination need to provide athletes competitive level opportunities.

- i. Line of Succession Clause: This corporation's initial head coach will be Lorenzo Washington. Coach Washington may appoint an associate head coach for the purpose of succeeding him until his son, Caleb Washington, meets the qualifications to become the head coach of Spike Up Athletics. To meet the qualifications to succeed his father as head coach, Caleb must have completed high school, competed in track & field in college, or have experience coaching track & field athletics as an assistant coach. Upon meeting two of the three qualifications and upon the head coaching position being vacated by any coach, the Board of Directors shall first consider Caleb to fill the coaching vacancy before offering the position to any other individual. If Caleb accepts the head coaching position, he will assume all responsibilities described herein this Article. This entire clause shall remain in these and succeeding Bylaws for in perpetuity or until Caleb (if in good physical and mental health) reaches age 60 or expresses in writing that he no longer wants to be considered for the head coaching position, whichever comes first. Each time there is a head coaching vacancy in this corporation, the Board of Directors must first consider Caleb before offering the position to any other candidate, including the sitting associate head coach.
- B. Coaching Staff – The coaching staff may be assembled to serve in an unpaid volunteer, independent contractor, or paid employee capacity at the discretion of the head coach and as the financial budget allows. All unpaid volunteer coaches (excluding the head coach) may receive a stipend as noted in section C of this Article. The stipend may be based on a merit system. When paid a stipend based on merit, things the corporation will consider when determining the amount of stipend each unpaid volunteer coach will receive are: number of days available for practice, number of practices attended, number of track & field competitions attended & coached, whether the coach helped in the transport of athletes to and from competitions, whether the coach has completed any USATF coaching certifications, and years of volunteer service to this corporation. Each season, all coaches (including the head coach) shall receive written documentation describing their roles, responsibilities, and unpaid volunteer, independent contractor, or paid employee status (to include the amount of pay, if applicable) for the season. The head coach and the applicable coaching staff member must sign the written documentation. The president of the Board of Directors must sign the head coach's written documentation along with the head coach.
- C. Stipends & Compensation: Because federal Internal Revenue Service (IRS) guidelines allow reasonable compensation to individuals of non-profit organizations granted a tax-exemption under IRS code, section 501 (c)(3), who volunteer their time, the head coach shall be required to advise the Board of Directors and get the Board's approval when proposed unpaid volunteer coaching staff stipends are expected to exceed \$500 per calendar year, per individual unpaid volunteer coaching staff member. When stipends exceed \$500 per calendar year for unpaid volunteer coaching staff members, state of Idaho and federal employment law must be complied with, and the individual will no longer be protected from liability claims by the Federal Volunteer Protection Act. When independent contractors charge \$600 or more for compensation, state of Idaho and federal employment law must be complied with.

- D. Coaching Related Matters: The head coach does not need the Board of Directors' permission regarding any coaching related matters except where spending is expected to exceed or exceeds authorized budget limits established by the Board. Coaching related matters include, but are not limited to, training expenses, facility use fees, uniforms, training equipment, competitions, competition fees, team travel and transportation expenses, and coaching certifications.

## **ARTICLE XI - FINANCES**

This corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, this corporation's Strategic Plan, and this corporation's approved budget. All proposed budgets shall be presented to the Board of Directors for a vote of approval.

- A. Fiscal Year – The fiscal year of this corporation shall be January 1 through December 31.
- B. Depositories – The Board of Directors shall, from time to time as necessary, designate depositories for funds, property, and assets belonging to or under the control of this corporation. The treasurer of the Board shall be responsible for the depositories with oversight responsibilities belonging to the full Board. No part of this corporation's income or revenue shall inure to the benefit of any member of the Board.
- i. Spending Authority: The treasurer of the Board of Directors shall have primary spending authority. The treasurer shall be authorized to make disbursements on accounts and expenses provided for in this corporation's budget without additional approval of the Board. The treasurer may authorize temporary spending authority to specific persons such as the head coach and coaching staff for purposes such as, but not limited to, paying for hotel rooms, food, and vehicle fuel when traveling to and from athlete competitions or coaching education courses. When the treasurer temporarily gives spending authority it shall be limited to the use of this corporation's debit or credit cards for a predetermined amount, and those specific persons with spending authority shall be required to maintain receipts and turn them in to the treasurer for recordkeeping and accounting purposes. The treasurer must obtain the president of the Board of Director's signature for unbudgeted expenses, which signature shall be on the check or debit or credit card receipt along with the treasurer's signature.
  - ii. Financial Document Retention: Financial document retention shall be in accordance with Article VII, section D.4, of these Bylaws.
- C. Startup Loan – The founders, as described in Article XV of these Bylaws, agreed to loan this corporation its startup costs, which must not exceed four thousand nine hundred ninety-nine dollars and zero cents (\$4999.00). The specific amount loaned must be repaid without interest to the founders. Because the loan will not exceed five thousand dollars (\$5000.00) per Internal Revenue Service (IRS) guidelines, it will not be considered substantial, nor will the founders be considered substantial contributors to this corporation per IRS guidelines. The founders shall provide the Board of Directors a fully itemized statement or list of their startup costs along with receipts and by whom paid. The Board shall provide a promissory note or other written instrument of indebtedness to repay the founders detailing that the loan was a non-interest loan, the specific amount to be repaid, and the date in which the amount must be repaid. At the Board's discretion, and based on this corporation's financial budget, the Board will

decide whether to repay the founders in a lump sum or specific/set amounts over a specified duration of time not to exceed December 31, 2029. If the Board elects to repay the loan over a specified duration of time, the promissory note or other written instrument of indebtedness must detail the specific amounts and specific dates that payment will be made. The president of the Board and the founders shall sign the promissory note or other written instrument of indebtedness, with the founders receiving a copy. This corporation shall not be permitted to accept any further loans from any individual founder or incorporator or any individual on its initial or subsequent Board of Directors so that an arm's length standard can exist, and a substantial influence can be avoided.

- D. Gaming Activities – For the purpose of full disclosure, this corporation may apply for a Charitable Gaming License, as needed, from the Idaho State Lottery in accordance with Idaho law. The purpose of such license, if applied for and if granted, will be for this corporation to conduct its own raffles for fundraising purposes. These raffles will help supplement this corporation's events and program costs or the services offered to its athletes and coaches including, but not limited to, training, training equipment, uniforms, competition travel and hotel expenses, and coaching certifications. This corporation shall be required to maintain, for each raffle conducted and the specific period conducted, a separate list of revenue received and expenses paid to conduct its own raffles.

## **ARTICLE XII – SAVINGS CLAUSE**

At any meeting, any failure to literally or completely comply with these Bylaws regarding dates, times, sending or receipt of notice, or errors in phraseology of notice of proposals shall not invalidate the proceedings, if failure or error, in the judgment of the Board of Director members present, has not substantially prejudiced anyone's rights.

## **ARTICLE XIII – TAX STATUS REQUIREMENTS AND DISSOLUTION**

No part of the net earnings of this corporation inures to the benefit of, or is distributable to, its athletes, parents or guardians of athletes, Board of Directors, or other private persons; except that this corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes described in Article IV and Article X, section C, of these Bylaws. No part of this corporation's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. This corporation may not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Upon the dissolution of this corporation, assets and funds in the treasury, after all creditors have been paid, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, or local public school, for a public purpose.

## **ARTICLE XIV – INDEMNIFICATION**

This corporation shall immediately indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, administrative, or investigative, by reason of the fact that he or she is or was a founder, incorporator, coach or member of the coaching staff, Board of Director member, employee, or official representative of this corporation against expenses, including attorney's fees, judgments, fines, and amounts actually and reasonably incurred by him or her in connection with the action, suit, or proceeding. To qualify for indemnity, he or she must have

acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, this corporation's best interests or the best interests of USATF (to include its SafeSport program and guidelines) and other track and field governing bodies this corporation becomes affiliated with. In any criminal action or proceedings, the indemnitee must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of USATF (to include SafeSport), other track and field governing bodies this corporation becomes affiliated with, and this corporation.

#### **ARTICLE XV – HISTORICAL CLAUSE**

Throughout the duration of this corporation, or succeeding business entity under a new name if or when this corporation is merged with another business entity for the purpose of providing track & field athletic services to the community, the following persons shall be known and forever acknowledged as indicated:

- A. Founders – Lorenzo Washington and Julie Washington, husband and wife, both of Nampa, Idaho.

This entire historical clause shall remain in these and succeeding Bylaws of this corporation for in perpetuity.

#### **ARTICLE XVI – AMENDMENTS**

Except for those sections containing an in perpetuity statement, amendments to these Bylaws shall require for passage a two-thirds (2/3) majority vote to pass.

#### **ARTICLE XVII – ADOPTION**

These Bylaws will become effective upon adoption by a two-thirds (2/3) majority vote to pass in accordance with Article VIII of these Bylaws.

I HEREBY CERTIFY that I am the duly appointed secretary of Spike Up Athletics, Inc., an Idaho nonprofit corporation, and that the above and foregoing Bylaws were revised on April 12, 2025, and replaces the Bylaws adopted on August 27, 2023. I also hereby certify that the above Bylaws were adopted as the official Bylaws of this corporation on April 12, 2025.

  
Julie Washington