

**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:

- **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.
- **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.

- 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;

**3.2.6** – 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

3.2.7 – 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 Athletic Directors (“ADs”);

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 Athletic Directors of the parishes served by this Organization, (the “Parish Representatives”). Four (4) directors shall be from parishes in the Johnson County Pastoral Region and three (3) shall be from parishes in the Wyandotte County Pastoral Region.

(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

(e) The Athletic Director Representative, as defined below in Section 9.4, who shall be a non-voting director.

**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. They shall be reconfirmed or replaced by the Region so that they may attend the first meeting after July 1.

**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.

**5.4 Term Specifics.** Unless appointed pursuant to 5.8, 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 athletic director 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.

**5.5 Nomination/Appointment.** Nominations of Parish Representatives to serve as directors will be by the parish athletic directors 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 AD 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).

The ballots will be counted by at least one of the Regional Representatives to the Board. Before assuming office, each director must be appointed by the Members of the Corporation.

**5.6 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.

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

**5.8 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 5.5 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 Secretary, and such other officers as may be determined by the Board (the “Officers”). No person may hold more than one (1) officer position.

**6.2 Election and Terms.** Except as provided below, the Officers shall be elected by a majority of the Board at the Fall meeting. The Chairperson and Vice Chairperson shall each serve

for a period of one (1) year and each shall be limited to two (2) consecutive terms in the same office. The Secretary shall serve for a period of one (1) year but shall not be limited to a certain number of terms. The Board shall call a special meeting, as soon as is practical, to appoint a Board member to fill any Officer vacancy, however created. Such appointed Officer shall serve for the remainder of the term of the replaced Officer.

**6.3 Chairperson.** 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 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 4.2.8 above) to the Regions. The Chairperson shall perform such other duties as may be prescribed by the Board from time to time.

**6.4 Vice Chairperson.** 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.

**6.5 Secretary.** The Secretary shall cause to be prepared an agenda and minutes of any Board meeting or other meeting as requested by the Chairperson. The Secretary shall be responsible for ensuring the accuracy of the minutes, ensuring that the proper records are posted on the CYO website. All other official records shall be stored in the CYO office.

## **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.** Members and Directors may participate in meetings of the Members and Board of Directors, respectively, by means of conference telephone or 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 and a non-salaried Treasurer. Nothing herein shall prevent the Executive Director, with Board approval, from hiring additional staff, if necessary. The Executive Director is an ex-officio, nonvoting 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 be an ex-officio member of the 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 Board's Secretary 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 ATHLETIC DIRECTORS**

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

**9.2 Meetings.** The ADs shall have a minimum of five (5) meetings per year at such time and place determined by the Executive Director with input from the ADs. The meetings shall take place at least two weeks prior to regularly scheduled Board meetings and once in August for organizational and other purposes. At the written request of ten (10) ADs, a special meeting may be called at any time and place determined by the requesting ADs.

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

**9.4 Athletic Director Representative.** At the August meeting, the ADs shall elect, by majority vote, an Athletic Director Representative. The Athletic Director Representative shall serve a one year term with a maximum of three consecutive terms. If the Athletic Director Representative should lose the position of parish AD, the remaining ADs will elect a new Athletic Director Representative. The Athletic Director Representative shall be responsible, with the assistance of the Executive Director, for running the AD meetings during the year. The Athletic Director Representative will also be a non-voting member of the Board as set forth in Section 5.1(e). The Athletic Director 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 4.2.8.

## **SECTION 10 – COMMITTEES**

**10.1 Nominating Committee.** In the event a nominating committee is necessary pursuant to Section 5.5 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,** 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.

**10.2.2 The Human Resources 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.** 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, with at least one member from each Region. The Executive Director and the Treasurer shall serve as ex-officio members of this committee.

**10.2.4 Seeding Committee.** 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 twice for basketball, before the season and before the postseason tournament. The Committee may also meet when asked by the Board Chairperson.

**10.2.4.1** The Committee shall be made up of the parish athletic director 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 athletic directors 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 12:00 noon on the third Wednesday of January, of the current school year. 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.** The committee will hold a hearing on any proposals to be considered on the third Thursday of February following the January deadline above. 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 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 following the Spring Parish Athletic Directors Meeting. All proposals recommended by the Committee shall be placed on the agenda of the next Board Meeting.

The vote of a majority of ADs present at a meeting or by e-mail ballot shall constitute the decision of the Committee. A parish athletic director 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.

## **SECTION 11 – MISCELLANEOUS**

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

(a) (i) Such change is communicated to the Athletic Directors and the Regions and posted on the website at least 60 days before such proposal is considered by the Board. Any Athletic Director 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

(ii) 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

(b) 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 Athletic Directors 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 [cyo74@kc.rr.com](mailto:cyo74@kc.rr.com) or addressed and sent to the following address:

CYO  
P.O. Box 2707  
Shawnee Mission, Kansas 66201

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 nineteen (19 ) pages, constitute the original bylaws of the corporation, as duly adopted at the Meeting of the Incorporator thereof duly held on the \_\_\_\_\_ day of \_\_\_\_\_, 2010.

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Archbishop Joseph F. Naumann, Incorporator