

CORPORATE BYLAWS

OF

West Babylon Youth Football Inc

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# CORPORATE BYLAWS

## OF

### West Babylon Youth Football Inc

#### **Article 1---Organization**

- 1.1 PRINCIPAL OFFICE. The principal office of the Corporation will be determined by the Board of Directors. Other offices may also be established at such places that the Board deems necessary for the conduct of business. A copy of these bylaws will be kept at the principal office.
- 1.2 REGISTERED AGENT. The name and address of the Registered Agent is provided in the Articles of Incorporation that was filed with the Secretary of State. The Registered Agent may only be changed by filling out the appropriate paperwork with the Secretary of State. Each change of Registered Agent must be approved by the Board of Directors.
- 1.3 GOVERNING INSTRUMENTS. The Corporation will operate under the requirements set forth in its Articles of Incorporation and Bylaws. The Bylaws may be amended by the Board of Directors.

#### **Article 2--- Purpose, Objectives, and Membership**

- 2.1 STATEMENT OF PURPOSE. The primary objectives of WBYP are to teach football skills while imparting the ideals of good sportsmanship, leadership, tolerance, discipline, honesty, loyalty and respect for ones self and others. The WBYP will also work to promote and nurture athletic ability and physical fitness. To achieve these objectives, WBYP will provide a supervised program under the Rules and Regulations as set forth by the SCPAL Bylaws and WBYP Bylaws. WBYP shall operate exclusively as a non-profit youth organization providing a supervised program of competitive football.

2.2 INUREMENT OF INCOME. The income of the Corporation shall not be distributed to or used for the benefit of its members, directors, officers or other persons except that the Corporation is authorized to pay reasonable compensation for services rendered.

2.3 LEGISLATIVE OR POLITICAL ACTIVITIES. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office or dedicate a substantial part of its activities to propaganda or attempts to influence legislation.

2.4 OPERATIONAL LIMITATIONS. The Corporation shall not conduct or participate in any activities not permitted to be carried on by a tax-exempt 501(c)(3) corporation or by a corporation whose contributions are deductible under Section 170(c)(2) of the IRS code of 1954 or the corresponding provision of any future US Internal Revenue Law.

2.5 NONDISCRIMINATION POLICY. Unlawful discrimination, on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, will not be permitted or tolerated by the Corporation.

## 2.6 MEMBERSHIP.

(1) Eligibility; Any individual residing within the City of West Babylon, attending West Babylon Public Schools or surrounding towns that do not have an affiliation with the SCPAL.

(2) Participant Members: Any child meeting the requirements of WBYF, and who resides within the authorized boundaries of WBYF as set forth herein, shall be eligible for participation.

(3) Regular Members: Any parent or guardian upon registering their child to play in WBYF and during the term that their child remains a Participant Member is a Regular Member. Regular Members are permitted to attend all General Meetings but will not be allowed to attend board meetings or vote on policy. Only the Members of the Board of Directors are eligible to vote, or hold an office or any other elected or appointed position in WBYF. Members must adhere to all rules specified in the WBYF handbook.

(4) Coaching Membership: Any Person interested in volunteering their time to coach WBYF players. All Coaches are required to pass a background check and complete USA Heads up football coaching certification. Head coaches are required to have CPR/AED certification. The Board of Directors with a

majority vote will appoint a Head Coach for each team. If there is more than one individual interested in the head coach position there will be an interview process to determine the most qualified person. Coaching Members are permitted to attend all General Meetings but will not be allowed to vote unless they are on the Board of Directors. Head Coaches are permitted to be on the Board of Directors. Coaches are subject to the rules specified in the WBYF handbook

### **Article 3---Fees**

3.1 PARTICIPANT MEMBERS: a reasonable participation fee will be assessed each year to ensure the operational continuity of WBYF. It is the policy of WBYF that the inability to pay participation fees shall not keep an individual from participation in the program. Scholarships will be made available.

3.2 SCHOLARSHIPS: members who cannot afford to pay the participation fee shall so indicate in writing to the Board of Directors, who will take such steps as necessary to assure that the suggested fee does not prevent a player from participating in WBYF. It will be based on income guidelines set by the WBYF Board of Directors. Proof of Public Assistance is required for scholarships.

3.3 REFUNDS: Prior to July 1st, 100% refunds will be given upon request minus credit card processing fees. After July 1<sup>st</sup> refunds will be prorated based on money spent on the player. A written request for refunds due to unusual circumstances may be submitted to the Board of Directors, and will be judged on a case-by-case basis. In the event a team cannot be formed in an age group, a full refund will be issued.

### **Article 4--- Playing Rules**

4.1: Rules and Regulations; consistent with these Bylaws WBYF will follow such rules and regulation as set forth in the SCPAL Bylaws. A copy of the SCPAL bylaws will be made available on the corporate website and in the handbook.

### **Article 5---Board of Director Meeting**

5.1 MEETING LOCATION. Meetings shall be held at the Corporation's principal place of business or at an alternate location chosen by the Board.

- 5.2 REGULAR MEETINGS. Regular Meetings shall be held at a date and time that is acceptable to the Board members and at a frequency that promotes the growth of the Corporation.
- 5.3 SPECIAL MEETINGS. Special meetings may be called at any time by president of the Board of Directors. Notice of the meeting must be received by each Director at least 7 days before the meeting. The notice must include the agenda for the meeting along with the place and time of the meeting.
- 5.4 TELEPHONE MEETINGS. When necessary or desired, the Board may elect to meet via conference call or any other means where all participants can hear each other. Decisions made at such meetings will have the same authority and power as a decision made at meetings where the participants were physically present.
- 5.5 ACTION WITHOUT A MEETING. Any action that may be taken at a regular or special meeting of the Board may be taken without a meeting if all members of the Board, in writing, consent to the action. All such actions will have the same authority and power as actions passed at meetings where the participants were physically present.
- 5.6 QUORUM. A majority of the authorized Directors will constitute a quorum. A quorum is required for actions taken to be considered Board approved.

## **Article 6---Directors**

- 6.1 AUTHORITY. The business and affairs of the Corporation shall be managed by a Board of Directors subject to any limitations in the Articles of Incorporation.
- 6.2 ELECTION. The members of the Board of Directors will be elected by the voting members at the annual meeting. The Director will serve for a period of two years. No member can become president without having first served in another board position for at least one year. All board members must pass a background check to be eligible.

- 6.3 NUMBER OF DIRECTORS. The number of authorized directors will be determined by the Board but will not be less than three. This number may be increased or decreased as needed by a vote of the Board. No decrease in the number of Directors may shorten the term of an incumbent Director.
- 6.4 RESIGNATION. At any time, a Director may resign by giving a letter of resignation to the Secretary of the Corporation. The resignation will become effective immediately or at the date specified without a vote of the Board. A vote of a quorum of Directors will be required to remove a Director for cause.
- 6.5 VACANCIES. Vacancies on the Board will be filled by a vote of the Board. A majority vote of the current Directors will be required for election. Board elected directors will serve until the term of the director they replaced is up.
- 6.6 COMPENSATION. Directors will serve on a voluntary basis and will not receive compensation for their services except for expenses incurred and specified by Board resolutions. A director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to the director will be reasonable and commensurate with the services performed.

## **Article 7---Officers**

- 7.1 NUMBER OF OFFICERS. The Corporation shall have at least a President and a Secretary. Other officers, along with titles and responsibilities, may be added by the Board of Directors. One person may be selected to serve in more than one position.
- 7.2 ELECTION. Officers' election, length of term, and compensation is set by the Board.
- 7.3 REMOVAL AND RESIGNATION. An officer may be removed or resign at any time, with or without cause. Removal requires an action of the Board involving a majority vote. Resignation requires that the officer submit a written notice of his resignation to the Secretary.



7.4 PRESIDENT. The President will serve, at the discretion and under the supervision of the Board, as the general manager and chief executive officer of the corporation. The President will have the authority and power to run the day-to-day operations of the company under the guidelines provided by the Board. In the absence of a Treasurer, the President will also serve as the chief financial officer.

7.5 VICE PRESIDENT. When the president is absent, cannot act, or refuses to act, the vice president will perform the president's duties. When acting in the president's place, the vice president has all the powers of—and is subject to all the restrictions on—the president. The vice president will perform other duties as assigned by the president or Board. The vice president will act as the coaching coordinator.

7.6 SECRETARY. The Secretary will be responsible for:

- (1) sending out notices for all meetings
- (2) Keeping minutes for all meetings
- (3) Maintaining the Corporate Record Book
- (4) Maintaining Corporation records and seal.

7.7 TREASURER. The treasurer will:

- (1) Have charge and custody of—and be responsible for—all the Corporation's funds and securities.
- (2) Receive and give receipts for moneys due and payable to the Corporation from any source.
- (3) Deposit all moneys in the Corporation's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board or president directs.
- (4) Write checks and disburse funds to discharge the Corporation's obligations.
- (5) Maintain the Corporation's financial books and records.
- (6) Prepare financial reports at least annually.

- (7) Perform other duties as assigned by the president or the Board.
- (8) If the board requires, give a bond for faithfully discharging his or her duties in a sum and with surety as determined by the Board.
- (9) Perform all duties incident to the office of Treasurer.

7.8 FUNDRAISING CHAIRPERSON. The Fundraiser Chairperson will:

- (1) Organize events for the purpose of raising funds to be distributed as the Board see fit.
- (2) Perform duties as assigned by the president of the Board.
- (3) Perform all duties incident to the office of fundraiser chairperson.

7.9 PLAYER AGENT. The player agent will:

- (1) Represent the interests of the players and parents in the league.
- (2) Act on behalf of the players and parents in board discussions and votes.
- (3) Serve as the PAL representative for the league

7.10 Trustee. Trustees will perform all duties assigned by the president of the board such as safety officer and merchandise coordinator.

## **Article 8---Authority to Execute**

8.1 BINDING POWER. No officer, agent, or any other person or company has the right or power to bind the Corporation by pledge, agreement, contract, or any other means without the expressed written permission of the Board of Directors.

8.2 SIGNATORIES. With authorization from the Board of Directors, the President and Secretary will sign all documents that require the signature or endorsement of a corporate officer. The president or treasurer will sign all financial documents.

## **Article 9---Dissolution**

Upon authorization from the Board of Directors to dissolve and after all liabilities of the Corporation have been addressed, the remaining assets of the Corporation may be disposed of exclusively for the purposes of the Corporation as the Board of Directors shall determine.

## **Article 10---Transactions of Corporation**

10.1 AUTHORIZED AGENT. The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

10.2 DEPOSITS. All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

10.3 CONTRIBUTIONS. The board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the articles of incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

10.4 LOANS AND BOWWOWING. The Corporation may not make any loan to a director or officer of the Corporation. A director, officer, or committee member of the Corporation may lend money to—and otherwise transact business with—the Corporation except as otherwise provided by these Bylaws, the articles of incorporation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from—or otherwise transact business with—a director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interest. The Corporation may not borrow money from—or otherwise transact business with—a director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

10.5 RESTRICTIONS. As long as the Corporation exist, and except with the Board's prior approval, no director, officer, or committee member of the Corporation may:

- (a) Do any act in violation of these Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.
- (h) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.
- (i) An individual who is relative to a current board member shall not be selected for or assigned to any other board position. This provision does not apply to league coaches and volunteer positions. Exceptions: If there are no qualified eligible applicants for a position, consideration may be given to a qualified applicant whose selection would result in nepotism violation. However, selected applicant can only hold their position for one term or unless nepotism violation status is no longer in violation.

## **Article 11---Corporate Records**

11.1 CORPORATE MINUTES. A record of all meetings will be kept at the principal place of business or at an alternate location chosen by the Board of Directors. The minutes shall include the date, time, location, names of

attendees, purpose, and acts of each meeting.

11.2 FINANCIAL RECORDS. The treasurer will be responsible for maintaining accurate records of all corporate financial transactions. Industry acceptable accounting procedures are to be followed so that the records may be used in the preparation of the Corporation's tax returns.

11.3 INSPECTION OF RECORDS. Corporate records and Bylaws are available for inspection by Directors. Before examination, the inspecting party must sign an affidavit stating that the information will be kept confidential.

11.4 FISCAL YEAR. The Board of Directors will determine the fiscal year of the Corporation based on the prevailing guidelines of the Internal Revenue Service.

**Article 12---Indemnification and Insurance**

12.1 INDEMNIFICATION. The directors and officers will be indemnified to the fullest extent of the law by the Corporation. Any director or officer that is found to be negligent or guilty of misconduct will forfeit their indemnification.

12.2 INSURANCE. The Corporation shall have the power to purchase and maintain insurance for any agent of the Corporation including but not limited to directors, officers, and employees

**Article 13---Adoption**

This is to certify that the foregoing is a true and correct copy of the Initial Bylaws duly adopted by undersigned Board of Directors.

Date: \_\_\_\_\_, 20\_\_

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Director

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Director

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Director

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Director

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Director

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Director

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Director

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Secretary

Seal