

Wethersfield Youth Football and Cheerleading, Inc.

Bylaws

ARTICLE I NAME

The name of the Corporation is Wethersfield Youth Football and Cheerleading, Inc.

ARTICLE II LOCATION

The principal office of the Corporation shall be 590 Wolcott Hill Road, Wethersfield, CT 06109.

ARTICLE III PURPOSE

The nature of the activities to be conducted and the purposes to be carried out by the Corporation are to provide a youth football and cheerleading program for Wethersfield children, to promote basic football skills development in flag and tackle football, and to promote basic cheerleading skills development. This is accomplished in partnership with the Connecticut Youth Football League by embracing the principals outlined by USA Football. The Corporation seeks to have teams that are competitive within the league the program operates. The primary objectives are to promote physical activity, sportsmanship, respect, fair play, teamwork, leadership development and above all – have FUN in a safe environment.

ARTICLE IV DIRECTORS

Section 1. Powers. The property, business and affairs of the Corporation shall be managed by or under the direction of the Directors, who may exercise all the powers and do all things which may be exercised by or done by the Corporation subject to the provisions of the law, the Statutes of the State of Connecticut, the Articles of Incorporation and these Bylaws.

Section 2. Number, Election and Term of Office. The Board of Directors shall consist of not less than two ( 2 ) or more than ten ( 10 ) Directorships. The number of Directorships may be increased or decreased at any time by vote of the Directors. Reduction of the number of Directorships shall not, as such, cause the removal from office of any person then serving as a Director of the Corporation or shorten the term of office of any such person. Directors shall hold office for the time for which they are elected and/or until their successors are duly elected and qualified. The initial Board of Directors shall be appointed by the Incorporators of the Corporation and the Organization Meeting of the Corporation. Any or all of the Directors may be removed by

the Board of Directors at any time with or without cause at a Directors' Meeting called for the purpose of removal of a Director or Directors, provided that the meeting notice state that the purpose, or one of the purposes, of the meeting is removal of a Director or Directors. Each year, within thirty (30) days prior to the date of the Annual Meeting of the Board of Directors of the Corporation, the Officers of the Corporation shall nominate a slate of persons to serve on the Board of Directors of the Corporation for the upcoming year. The entire Board of Directors will vote on the proposed slate at the annual meeting of the Board of Directors of the Corporation each year.

Section 3. Vacancies. Vacant Directorships shall be filled for the unexpired portion of the term by vote of the Directors.

Section 4. Annual Meetings. The Annual Meeting of the Board of Directors of this Corporation shall be held during the month of February of each year, provided that if, any year, the Annual Meeting of the Board of Directors is not or cannot be held during such month, then said Annual Meeting may be called at any time before or after such month in the manner hereinafter provided with respect to Special Meetings of the Board of Directors. At each Annual Meeting of the Board of Directors, the Board of Directors shall elect the Officers for the ensuing year and shall transact such other business as may properly come before the meeting.

Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as may be specified from time to time by resolution of the Board of Directors and notice thereof need not be given. If no such resolution shall be in effect, regular meetings of the Board of Directors shall be called in the manner hereinafter provided with respect to Special Meetings of the Board of Directors.

Section 6. Special Meetings. Special Meetings of the Board of Directors may be called by the President and shall be called by the President upon written request of any two (2) Directors. If the President shall not call such meeting within fifteen (15) days after receipt of such written request, the Directors making such request may call the meeting. At least two (2) days' oral or written notice of each Special Meeting stating the date, time and place of the meeting shall be given to each Director. No notice of a Directors' meeting need be given to any Director who attends such meeting in person without protesting prior to or at the commencement of such meeting, or who waives such notice in writing executed and filed with the Secretary of the Corporation, either before or after the meeting. The Secretary shall cause any such waiver to be filed with or entered upon the records of the meeting.

Section 7. Quorum and Vote. A majority of the Directorships shall constitute a quorum. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present shall be required for action by the Board of Directors on any matter whatsoever. A Director may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another, and participation in a meeting by such means shall constitute presence in person at such meeting. Meetings of the Board of Directors should be structured to maximize creative discussion of issues

affecting the Organization through the thoughtful and active participation of all board members. To the extent possible, decisions taken by the board should reflect a consensus view of all Directors. A consensus decision is one that every Director can accept, even if it would not be the first choice of any one Director. Accordingly, the President should inquire whether any Directors object to a proposal, rather than asking that the Members express votes for or against it. If any Director objects, the matter should receive further discussion to determine whether a consensus view can be achieved. If, after discussion, it becomes clear that consensus on a decision is not possible, and there are good reasons why the decision should not be deferred until a later date, the President may request that the Board vote on a proposal for passage by a majority of the Directors present to vote.

Section 8. Committees. The Board of Directors may designate three (3) or more Directors to constitute a committee. Each such committee shall have and may exercise all such authority of the Board of Directors as shall be provided in the resolution establishing such committee, except a committee shall not be authorized to perform any of the actions prohibited under the Non Stock Corporations Act. Each such committee shall serve at the pleasure of the Board of Directors and shall keep minutes of its proceedings which shall be reported to the Board of Directors. Action taken at any meeting of the Executive Committee will be reported to the entire Board of Directors no later than the next scheduled meeting of the Board of Directors. The Executive Committee shall have and may exercise when the Board of Directors is not in session all of the powers of the Board that may be lawfully delegated, provided that the Committee shall not make final determinations of policy.

Section 9. Transaction of Business Without Meeting. Any corporate action which can be authorized at a regularly constituted meeting of the Board of Directors or a committee thereof may be authorized without such a meeting, provided that all of the Directors or all of the members of a committee thereof, as the case may be, consent in writing to such action before or after the time such action is taken and the number of such Directors or members constitutes a quorum for such action. The Secretary of the Corporation shall file such consents with the Minutes of the Meeting of the Board of Directors.

Section 10. Indemnification and Reimbursement. The Corporation shall be bound by and comply with the indemnifications and reimbursement provisions of the Connecticut Non Stock Corporations Act. The Corporation shall indemnify, and advance expenses to, its members, directors, officers, employees, and agents to the maximum extent permitted by the Connecticut Revised Non Stock Corporation Act, as amended. Notwithstanding the foregoing, if at any time the Corporation is a private foundation, the Corporation shall not indemnify such individuals, procure such insurance or share such premium cost to the extent so doing would constitute an act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

## ARTICLE V OFFICERS

Section 1. Titles, Election and Duties. The Directors shall choose from among their number a President and shall appoint a Secretary, and may from time to time appoint one or more Vice Presidents, a Treasurer, and such other officers as they, the Directors, deem expedient. Any two or more offices may be held by the same person. The duties of the Officers of the Corporation shall be such as are imposed by these Bylaws and from time to time prescribed by the Directors.

Section 2. President. The President shall have general charge and direction of the business of the Corporation subject to the control of the Board of Directors.

Section 3. Vice President. The Vice President, if any or if there shall be more than one, the Vice Presidents in the order of their seniority or in such other order as the Board of Directors may determine, shall assist the President in the performance of his or her duties and in the event of the absence or disability of the President shall perform the duties and exercise the powers of the office of President.

Section 4. Treasurer. The Treasurer shall keep the fiscal accounts of the Corporation, including an account of all moneys received or disbursed. At intervals of not more than twelve (12) months, the Treasurer shall prepare or have prepared for the Corporation a balance sheet showing the financial condition of the Corporation as of a date not more than four (4) months prior thereto, and a profit and loss statement respecting its operation for the twelve (12) months preceding such date. The balance sheet and the profit and loss statement shall be deposited at the principal office of the Corporation and shall be kept by the Corporation for at least ten (10) years from such date. In addition, within thirty (30) days after the preparation of each such balance sheet and profit and loss statements, the Corporation shall mail a copy thereof to each Member of record. The Treasurer may endorse for and on behalf of the Corporation checks, notes and other obligations and shall deposit the same and all moneys and valuables in the name of and to the credit of the Corporation in such banks and depositories as the Board of Directors shall designate. The Treasurer shall have custody of and shall have the power to endorse for transfer on behalf of the Corporation, stock, securities or other investment instrument owned by the Corporation.

Section 5. Secretary. The Secretary shall keep the Minutes of the Meetings of Members and Directors and shall give notice of all such meetings as required in these Bylaws. The Secretary shall have custody of the seal of the Corporation and all books, records and papers of the Corporation, except those in the custody of the Treasurer or some other person authorized to have custody and possession thereof by a resolution of the Board of Directors.

Section 6. Compensation. The Directors and Officers shall not receive any stated salary for their services but by vote of the Board of Directors they may be allowed such compensation for expenses and attendance at meetings of the Board and committees as may be determined by such vote; provided that nothing herein contained shall be construed to preclude any Director or Officer from serving the Corporation in

any other capacity outside of his or her duties as a Director or Officer and receiving compensation therefor.

Section 7. Terms of Office. Each of such Officers shall serve for the term for which he or she is elected and/or until his or her successor is duly appointed and qualified, but any Officer may be removed by the Board of Directors at any time with or without cause and with or without notice or hearing. Vacancies among the Officers by reason of death, resignation or other causes shall be filled by the Board of Directors.

Section 8. Roles and Responsibilities of Officers. The specific roles and responsibilities of the Officers of the Corporation are more specifically set forth on Appendix 2 attached to these Bylaws.

#### ARTICLE VI INVESTMENTS

To the extent permitted by the laws of the State of Connecticut, the funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Directors in its discretion may deem desirable.

#### ARTICLE VII RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, trustees, officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Certificate of Incorporation of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or interfere in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE VIII DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in

such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which is organized and operated exclusively for such purposes.

#### ARTICLE IX BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director or his agent or attorney for any proper purpose at any reasonable time.

#### ARTICLE X CONFLICTS OF INTEREST

Section 1. Compliance. No Director or Officer may engage in any excess benefit transaction as defined in Section 4958 of the Internal Revenue Code of 1986, as amended. The Board of Directors shall comply with the provisions of Sections 33-1127 through 33-1130 of the Connecticut General Statutes, as amended, regarding “conflicting interest” transactions. The Board of Directors may adopt appropriate policies and procedures to implement this Section, and such policies and procedures may only be amended by the same vote required to amend these Bylaws.

Section 2. Disclosure. Any Director for whom there may exist a conflict of interest shall disclose such possible conflict of interest to the Board.

Section 3. Recusal. No Director shall discuss or vote on any matter that would involve a conflict of interest. Any Director for whom there may exist a conflict of interest shall refrain from discussion or vote on any such matter, and shall not be physically present in the room at the time any vote is taken thereon.

Section 4. Conflict of Interest. The term “conflict of interest” includes, without limitation, the reasonable possibility that the matter involves an arrangement to provide compensation or any financial or tangible benefit or payment, directly or indirectly, to a Director or any other “disqualified person” (including a person or entity related to or controlled by the Director, or otherwise as defined in section 4958(c)(1) of the Internal Revenue Code and/or Section 33-1127 of the Connecticut General Statutes). In the event that there is a question whether a conflict of interest exists, the issue shall be determined by majority vote of the Directors other than the affected Director (which shall consist of at least two Directors) present and voting. A conflict of interest is deemed to exist when a Director of the Corporation serves on the board of another non-

profit organization that will be giving a grant to, or receiving a grant from, the Corporation.

ARTICLE XI SEAL

Section 1. Design. The corporate seal of this Corporation shall be a circular seal, as follows:

(Affix corporate seal here)

ARTICLE XII AMENDMENTS

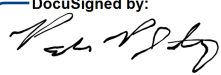
Section 1. By Directors. New Bylaws may be adopted and any Bylaws may be amended or repealed by the Directors by the affirmative vote of not less than seventy-five percent (75%) of the Directors entitled to vote thereon; provided that the notice of any meetings of Directors at which Bylaws are to be adopted, amended or repealed shall include notice of such proposed action.

Section 2. Record of Changes. Whenever a Bylaw is amended or repealed or a new Bylaw is adopted, such action and the date on which it was taken shall be noted on the original Bylaws in the appropriate place or a new set of Bylaws shall be prepared incorporating such changes.

Section 3. Inconsistencies with Certificate of Incorporation. If any provisions of these Bylaws shall be found to be inconsistent with any provisions of the Certificate of Incorporation, as presently existing, or as from time to time amended, the latter shall constitute the controlling authority.

Section 4. Statutory Reference. The term Non Stock Corporations Act as used herein shall mean Title 33 Chapter 602 of the General Statutes of Connecticut as amended from time to time.

Certified by the Secretary of Wethersfield Youth Football and Cheerleading, Inc., as the Bylaws adopted by the Incorporator on this <sup>25</sup> \_\_\_\_\_ day of <sup>April</sup> \_\_\_\_\_, 2020.

DocuSigned by:  
  
Patricia Platosz, Secretary