

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is **HEGEWISCH BULLDOGS FOOTBALL AND CHEER Inc.**

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

The purpose of the Hegewisch Bulldogs Football and Cheer, Inc., is to inspire youth to participate in the ideals of sportsmanship, scholarship, and physical fitness and to provide the opportunity to play the game of football and associated cheerleading in a supervised, organized, safely orientated manner and to keep the welfare of the participants free of adult ambition and glory. The goal of the Hegewisch Bulldogs Football and Cheer, Inc., is the development of the mind and character. All athletes must sign and agree to a sportsmanship (accountability contract). **All coaches and board members are strictly volunteers, and there are no paid positions.**

The specific objectives and purpose of this organization shall be:

- a. Teach competitive football in a safe atmosphere that promotes teamwork instead of individual gain. Prepares the player for failures and the humbleness of winning. It allows all children to respect and gain the respect of their peers by working hard together and to be able to say they tried their hardest. In addition, we respect the teams we play by adding meaning to the traditional handshake after the game.
- b. To teach recreational and competitive cheer in an atmosphere that relies on cheerleaders working together, training their bodies and minds so they understand hard work produces good results. To inspire the sidelines during games, including supporting the players in the football game. To compete with other cheerleaders with respect and to gain a full understanding that hard work will produce results. As long as there is a contest/game, cheerleaders are expected to attend all games, even during inclement weather.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Eligible members include all Board of Directors, Appointed Directors, Coaches, Parents, and Players.

Section 2. Annual Dues

There are no annual dues except for participation.

Section 3. Rights of Members

Each member eligible to vote shall be eligible to vote in association elections held in November of each year.

Eligible voting members for elections include:

- a. The board of directors is in good standing (**no fees are owed, and all volunteer hours are completed**).
- b. All appointed Field Directors, coaches, and chairman who finished the season and any family who attended and showed interest in participation in at least 2 fall meetings can vote 1 per household. (**All members need to be in good standing, i.e., no fees are owed, and all volunteer hours are completed.**)

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated by a majority vote of the Board of Directors after an impartial investigation performed by a Presidential committee, which also allows the member to present evidence that termination is unfounded or necessary.

Section 5. Non-voting Membership

The board shall have the authority to establish and define non-voting membership categories.

****All Board Members, Coaches, and Team Moms are strictly voluntary****

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members shall be held monthly at a time and place designated by the chair.

Section 2. Annual Meetings

There are no scheduled annual meetings for board members. Every level needs a mandatory annual meeting with parents to review rules, regulations, and expectations and sign up for volunteer hours. This will be held after the first week of practices or the night before the first weigh-ins, whichever is available for each level to meet. Have parents sign off on receiving the notification and file it with the player agent to add to each player's file.

Section 3. Special Meetings

The chair may call special meetings, the Executive Committee, or a majority of the board of directors. A petition signed by five (5) voting members may also call a special meeting by written request to the chair.

Section 4 Notice of Meetings

Printed notice of each meeting shall be given to each voting member by e-mail and text not less than two weeks before the meeting. One must give a 24-hour notice if they are not able to attend.

Section 5. Special Meetings

Special meetings that are deemed emergencies may be called within 24 hours.

Section 6. Quorum

A quorum for a meeting of the members shall consist of at least Fifty percent (50) % of the Board of Directors.

Section 7. Voting

All issues to be voted on shall be decided by a simple majority of those Board of Directors present at the meeting in which the vote takes place. All members who seek a position on the board must be in good standing (i.e., no fees owed and volunteer hours completed).

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

Its Board of Directors shall manage the affairs of the Corporation. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time to time by the Directors but shall consist of no less than three (3) but no more than fifteen (15), including the following officers: the President, the Secretary, and the Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. A majority vote of the members present and voting must approve all members of the Board of Directors. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present, as provided in Section 6 of this Article.

Each member of the Board of Directors shall attend at least nine (9) monthly meetings of the Board per year.

Each member of the Executive Board up for reelection, unless the spot is open and had been previously on the board for three (3) years, will have priority before any other people considered and before any board member with three(3) plus years.

Section 3. Regular and Annual Meetings

The Board of Directors will meet monthly to conduct the corporation's business. If needed, the Board may include an annual strategic planning meeting as it sees needed.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least 24 hours before the meeting by telephone or electronic or written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these by-laws.

Section 6. Quorum

The presence, in person, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have the power to adjourn to a specified later date without notice. A majority of the Board of Directors members present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these by-laws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as outlined in Section 2 of this Article by August 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

Section 8. Vacancies

Any vacancy in the Board of Directors shall be filled without undue delay by a majority vote of the remaining members at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9. Compensation

All members of the Board of Directors **are volunteer-based and need a background check.**

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the

action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

Each Director shall execute a confidentiality agreement consistent upon being voted onto and accepting appointment to the Board of Directors. All meetings are closed unless an open meeting is held for elections or concerns.

Section 12. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order. The President may appoint a parliamentarian to guide the board on procedures.

Section 13. Removal.

Any member of the Board of Directors may be removed with or without cause, at any time, by a vote of three-quarters (3/4) of the members of the Board of Directors if, in their judgment, the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least five (5) days before the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board under Section 7 of this Article and are not entitled to the removal procedure outlined in Section 13.

ARTICLE VI. OFFICERS OF THE BOARD OF DIRECTORS

The officers of this Board shall be listed in the following sections. The first 4 officers will act as an Executive Board to discuss all emergencies, investigations, discipline, and pertinent matters that must be acted on between regular monthly meetings. The Executive Board is charged with the highest well-being of the organization. All officers must be active members of the Board.

Section 1. President

The President shall preside at all membership meetings. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Executive Committee.
- b. He/She shall have general and active management of the business of this Corporation.
- c. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- d. He/She shall submit a report of the program's operations for the fiscal year to the Board on all matters that may affect this program.
- e. He/She shall be an Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Vice-President

The Vice-President (Sargent of Arms: knows the bylaws) shall be vested with all the powers and perform all the President's duties during the latter's absence. The Vice-President's duties are:

- a. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board.
- b. He/She will coordinate fundraising events, sign contracts by parents, serve as the volunteer coordinator, and oversee the Athletic Director.

Section 3. Secretary

The Secretary shall attend all meetings of all committees and of the Executive Committee and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/she in concert with the President, he/she shall make the arrangements for all committee meetings, including the organization's monthly meeting.
- b. Assisted by a staff member, he/she shall send notices of all meetings to the members of committees and shall take reservations for the meetings.
- c. He/She shall perform all official correspondence from committees as prescribed by the committees or the President.
- d. He/she must file the annual report necessary to maintain status as the "Hegewisch Bulldog's Football and Cheer, Inc." with the Illinois Secretary of State's office each year. In the August meeting, he/she must provide proof that proper forms were filed.

Section 4. Treasurer

The Treasurer's duties shall be:

- a. He/She shall submit for the Board of Directors approval of all expenditures of funds proposed capital expenditures (equipment and uniforms) by the agency's staff.
- b. Shall have custody of all books on the business and finances of the corporation. Shall receive all monies of the corporation and keep an accurate record of receipts and expenditures of the corporation funds. Shall present a written financial statement to the Board at the general meetings.
- c. In addition to the treasurer, another officer, either the President or Vice-President/Secretary, must sign all checks, draft notes, Bills of Exchange, or any other instrument issued by the Hegewisch Bulldogs Football and Cheer, Inc.
- d. That any bank where a banking or checking account is opened with or using funds of the Hegewisch Bulldogs Football and Cheer Inc. said the bank must require the names and specimen signatures of the authorized to sign checks, drafts, notes of bills of exchange, or any other instruments issued by the Hegewisch Bulldogs Football and Cheer Inc. Whenever new officers are elected, the signature cards at the bank must be updated and changed to reflect the new officers. It shall be the responsibility of the Treasurer to ensure the signature cards are

changed to reflect the names of the new officers. The change must be made within 30 days following the election or before the next general meeting, whichever occurs first.

- e. That before any bank or checking account can be closed out or funds transferred to a different bank or financial institution, all three officers must agree to that action, and the Treasurer will report to the Board at the first meeting following such action as to the reasons for such actions. Any new bank or financial institution to which the Hegewisch Bulldogs Football and Cheer, Inc. funds are transferred must have that banking or checking account maintained under all these by-laws.
- f. The Treasurer must have the checkbook and the latest bank statement or checking statement at each general meeting for examination by the Board of Directors. If the Treasurer fails to bring the checkbook and the latest statement or checking statement to two successive general meetings, it shall be the duty of the President or the Vice-President/Secretary to go to the bank and obtain a copy of the latest banking or checking statement and report to the general membership on the financial status of the Hegewisch Bulldogs Football and Cheer, Inc.
- g. He/she shall present a complete and accurate report on the finances. Before presenting yearly conclusions to the State of Illinois, the President will appoint an Audit Committee to work with the Treasurer to verify receipts, add and subtract totals, and check bank statements to be prepared if the state might audit the records.
- h. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- i. All funds collected by the Treasurer or Directors will be counted by two people and recorded on paper. The Treasurer may refuse to take funds until the fundraising bearer has 2 signed papers of proof that 2 different Directors counted the money. This protects in case of lost or stolen funds, which are insured by our insurance company.
- j. He/She shall perform such other duties as may be prescribed by the President under whose supervision he/she shall be.

Section 5. Athletic Director

- a. The Athletic Director will be responsible for validating player age and addresses, generating all cards necessary for the Southwest Midget Football League certification weigh-in, and providing pictures of the cards. Player Agents must be familiar with Southwest Midget Football League Membership requirements and shall also be a representative to the Southwest Midget Football League.
- b. The Athletic Director will act as a liaison between coaches and player/parent should a disagreement or argument occur. They will also be in charge of all game day field activities, including referee questions, rule agreements with the opposing town, and the conduct of all the coaches and fans.
- c. The Athletic Director shall assist with Registration.
- d. The Athletic Director will submit current Southwest Midget Football League by-laws to the Board and pass out sheets on game day rules and conduct to all coaches.

- e. The Athletic Director must attend all Southwest Midget Football League events, call in scores, and ejections for home games.
- f. The Athletic Director is responsible for submitting payments to referees at home games.

Section 6. Director of Football

- a. The Director of Football (DOF) will be in charge of all football activities, including Head Coach selection, aiding in finding assistant coaches, and the general safe atmosphere for the players as charged by the Board of Directors.
- b. The DOF will relate to the board any needs for the football program.
- c. The DOF will work closely with the Equipment Director to ensure the program's equipment needs per board approval.
- d. The DOF shall submit any ideas or changes for the football program per board approval.
- e. The DOF shall submit a budget/wish list to the Board.
- f. Present for certification weigh-ins along with the Athletic Director.
- g. Secure coaches certifications from all coaches and conduct background checks per DCFS on all coaches.

Section 7. Director of Cheer

- a. The Director of Cheer (DOC) will be in charge of all cheerleading activities, including head coach selection, aiding in the finding of assistant coaches, and ensuring a generally safe atmosphere for the players as charged by the Board of Directors.
- b. The DOC will relate to the board any Cheer needs.
- c. The DOC will recommend to the Board the competition sites they might like to attend.
- d. The DOC will recommend to the Board all uniform wishes/changes, and any changes needed for the betterment of the program.
- e. The DOC shall submit a budget/wish list to the Board.
- f. The DOC shall conduct background checks per DCFS on all coaches.

Section 8. Director of Equipment

- a. The Director of Equipment (DOE) shall be in charge of securing necessary equipment for football and cheer programs, including working closely with the DOF or DOC as needed. The DOE shall report to the Board all equipment needs.
- b. The DOE shall report, by the election meeting, the value and/or replacement cost of all equipment.
- c. The DOE shall work with the DOF to create a budget/wish list for the following year.
- d. The DOE shall ensure all football equipment is turned in.

Section 9. Director of Concession and Spirit Wear

- a. The Director of Concessions shall report to the Board all matters of the stand including food selection, pricing, equipment needs, volunteer needs, and Spirit wear needs.
- b. The Director of Concessions will work with the Treasurer for the funding of the concessions
- c. The Director of Concessions will not leave the game day field until all monies have been counted and documented by the Director and another corporation Director. Then monies may be handed to the Treasurer.

- d. Director of Concession will give the Board a year end report in the November meeting.

Section 10. Director of Safety

- a. Director of Safety will make recommendations to the Board on all safety concerns.
- b. Director of Safety will secure first aid equipment for game day activities.
- c. Director of Safety is empowered by the Board to halt activities that may be dangerous
- d. Director of Safety will attend the annual PSC clinic per “Heads Up Program”.

Section 11. Director of the Field

- a. The Director of the Field is responsible for setting up and taking down of field equipment needed for game day activities.
- b. The Director of the Field shall inform the Board of any equipment needed.
- c. The Director of the Field shall direct volunteers, secure trucks, etc., necessary to install equipment.
- d. The Director of the Field is responsible for cleaning the bathrooms and removing the garbage from the cans and stands after each game.
- e. The Director of the Field is responsible for securing the trailer registration yearly. If this position is left open, it will fall under the Vice President.
- f. The Director of the Field will inform the Chicago Park District personnel of any issues.

Section 12. Director of Fundraising and Grant writing

- a. Director of Fundraising and Grant Writing (DOFG) shall present ideas to the Board for fundraising for the corporation.
- b. The DOFG shall include testimonies and/or proof of successfulness of those fundraising events.
- c. The DOFG shall, with the help of the Board of Directors, apply for grants for the needs of the corporation.

Section 13. Director of Publicity

- a. The Director of Publicity will maintain the website/ social media/ and approve all social media posts before they go public.
- b. The Director of Publicity is in charge of all advertisements (i.e., flyers, newspapers).
- c. The Director of Publicity will oversee the registration on the site Crossbar.
- d. The Director of Publicity will also secure the photographer.

Section 14. Election of Officers

The Nominating Committee shall submit at the meeting prior to the election meeting the names of those persons for the respective offices of the Board of Directors. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the November meeting of the Board. Those officers elected shall serve a term of one (1) year, commencing at the next meeting.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, public relations, data collection, etc. The board chair appoints all committee chairs.

Section 2. Executive Committee

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3. Finance Committee

The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records shall be made available to the membership, and board members.

ARTICLE VIII. CORPORATE STAFF

None needed at this time.

ARTICLE IX. – Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
 1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. **Violations of the Conflicts of Interest Policy**
 1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- d. Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.]

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Illinois, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors. The adopted or amended bylaws will then be shared with all Board members electronically and a hard copy will be given if they so choose. Any new members will also have the right to a copy of the newly adopted or amended bylaws.

ADOPTION OF BYLAWS

It's good practice to record the date the Bylaws are passed (or amended) and have the board president sign the final document with the Secretary attesting to the signature. Some organizations will have all board members sign this document.

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ## preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 29th day of September, 2024.

Rich Hanrahan, President, Hegewisch Bulldogs Football and Cheer, Inc.

ATTEST: Jamie L. Walker, Secretary, Hegewisch Bulldogs Football and Cheer, Inc.

ATTEST Javier Morataya, Vice President, Hegewisch Bulldogs Football and Cheer, Inc.

ATTEST Liz Nelson, Treasurer, Hegewisch Bulldogs Football and Cheer, Inc.

ATTEST Taylor Stahura, Director of Cheer, Hegewisch Bulldogs Football and Cheer, Inc.

ATTEST Ariana Morataya, Director of Concessions, Hegewisch Bulldogs Football and Cheer, Inc.

ATTEST Tony Villalobos, Director of Publicity, Hegewisch Bulldogs Football and Cheer, Inc.