

## **BELLEVILLE YOUTH FOOTBALL PROGRAM, INC.**

### **BY-LAWS**

#### **Amendments Adopted 12-14-2021**

#### **ARTICAL 1. NAME**

The name of this organization shall be Belleville Youth Football Program Inc. ("BYFP").

#### **ARTICLE 2. OFFICES**

2.01. BYFP may have such principal office within the State of Wisconsin, as the Board of Directors may designate or as the business of BYFP may require from time to time.

2.02. This corporation shall have and continuously maintain in the State of Wisconsin a registered agent as required by section 181.08 of the Wisconsin Statutes. The address of the registered agent may be, but need not be, identical with the corporation's principal office in the State of Wisconsin. The registered office at the present time is located at P.O. Box 262, Belleville, WI 53508.

#### **ARTICLE 3. PURPOSES AND OBJECTIVES**

3.01. BYFP shall operate as a non-stock corporation, organized under Chapter 181 of the Wisconsin Statutes and the corporation shall be operated exclusively for the purposes set forth in the Articles of Incorporation and the Amendments thereto.

3.02 BYFP is organized exclusively for charitable, religious, education, 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.

3.03. No part of the net earnings of BYFP shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 Section 3 hereof. No substantial part of the activities of BYFP shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office. Notwithstanding any other provision of these Bylaws, the

corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

3.04. The purpose of BYFP shall be to operate a high-quality youth football program as a member of Board-approved leagues, for eligible youths, as defined below, which shall provide an opportunity for such youths to:

- a. Participate in the sport of competitive, full-contact American football.
- b. Participate in the sport of competitive, padded-flag football.
- c. Participate in the sport of competitive, American flag Football.
- d. Build personal qualities of leadership and sportsmanship.
- e. Assure safety and competitiveness.
- f. Build community pride and fellowship through parental and business involvement.

## **ARTICLE 4. MEMBERSHIP**

BYFP will not have members.

## **ARTICLE 5. PARTICIPATION IN BYFP**

5.01. Participation in the football program operated by BYFP, subject to the number of participants available and the limitations and rules set by the Board approved leagues and those herein, shall be open and accorded to each parent(s) or legal guardian(s) of an eligible youth or youths who participate in the football program as a player, including the payment of appropriate participation dues as described below. Participants shall be limited to the number determined each year by the Board of Directors.

5.02. Eligible youths are those boys and girls who will be in grades 4K thru 8th in the fall and either attends or resides within the boundaries of the Belleville School District, and who meet all medical and other qualification requirements as may be determined from time to time by the Board of Directors.

5.03. Players are those eligible youths who are participants in the football program operated by BYFP and have paid the appropriate participation dues.

5.04. Team rosters are filled with players on first-come, first-served basis based on attained age and grade level as prescribed by the Board-approved leagues in which we participate.

## **ARTICLE 6. OFFICERS AND ELECTIONS**

6.01. The officers of the corporation shall be a President, a Vice President, Secretary, Treasurer, Director of Coaching and Education, Director of the Tackle Football Program, Director of the Padded Flag Football Program, Director of the Flag Football Program, Director of Fields and Officiating. Any two or more offices may be held by the same person except the offices of President and Secretary and the offices of President and Vice President. The officers shall have the duties set forth herein.

a. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as he/she shall deem necessary to carry out the purposes of the corporation, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. The President shall have authority to sign, execute and acknowledge, on behalf of the corporation, all contracts, leases, reports and all other documents or instruments necessary or proper to carry out the purposes of the corporation as set forth herein, or which shall be authorized by resolution of the Board of Directors to carry out such purposes; and, except as otherwise provided by law or the Board of Directors, he/she may authorize the Vice President or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his/her place and stead. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. He/she shall coordinate the work of the Board of Directors and all committees to ensure that the football program is of high quality. To this end, the President shall be an ex-officio member of all standing and ad hoc committees. The President shall be liaison to the Board-approved leagues, the school district and the village of Belleville. This is a two-year term, to be elected in even numbered years.

b. Vice President. The Vice President shall perform the duties of the President in his/her absence or inability to serve in that office, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The execution of any instrument of the corporation by the Vice President shall be conclusive evidence, as to third parties, of his/her authority to act in the stead of the President. The Vice President is responsible for coordinating all fundraising activities. In addition, the Vice President will perform any and all duties as may be delegated or assigned to him/her by the President or by the Board of Directors. This is a two-year term, to be elected in odd numbered years.

c. Treasurer. The Treasurer shall in general perform all the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors. The Treasurer shall receive all monies of BYFP. The Treasurer shall keep an accurate record of all receipts and expenditures and pay funds in accordance with the budget or as approved by a majority of the Board of Directors. The Treasurer shall present an annual financial statement and report at the end of season meeting and provide copies to all Board of Director members upon request. The Treasurer shall be responsible for having all receipts and paperwork in order at the end of the financial year for filing of income taxes, either by him/her or his/her designee. This is a two-year term, to be elected in even numbered years.

d. Secretary. The Secretary shall (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records; (d) keep or arrange for the keeping of a register of the post office address of each director which shall be furnished to the Secretary by such director; and (e) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors. The Secretary shall also be responsible for the newsletter and the Internet website. This is a two-year term, to be elected in odd numbered years.

e. Director of Coaching and Education. The Director of Coaching and Education is an experienced individual with a strong coaching background who serves as the

administrative link to USA Football and its coaching education program (CEP). Director of Coaching and Education organizes and manages CEP and background check requirements, assists the program in the development of a well-trained coaching staff, promotes parent education and provides clear goals and objectives for player skill development. This is a two-year term, to be elected in even numbered years.

f. Director of the Tackle Football Program. The Director of the Tackle Football Program shall be responsible for the operations of the tackle football program as outlined in the position responsibilities description established by the Board of Directors. The Director of the Tackle Football Program shall be the liaison to the Board-approved league and shall be required to attend all league meetings and represent the BYFP on any issues brought forth by the league that requires a vote. The Director of the Tackle Football Program will ensure that BYFP is abiding by all league rules and By-Laws. This is a two-year term, to be elected in odd numbered years.

g. Director of the Padded Flag Football Program. The Director of the Padded Flag Football Program shall be responsible for the operations of the padded flag football program as outlined in the position responsibilities description established by the Board of Directors. The Director of the Padded Flag Football Program shall be the liaison to the Board-approved league and shall be required to attend all league meetings and represent the BYFP on any issues brought forth by the league that requires a vote. The Director of the Padded Flag Football Program will ensure that BYFP is abiding by all league rules and By-Laws. This is a two-year term, to be elected in even numbered years.

h. Director of the Flag Football Program. The Director of the Flag Football Program shall be responsible for the operations of the flag football program as outlined in the position responsibilities description established by the Board of Directors. The Director of the Flag Football Program is responsible for ensuring an adequate number of officials for each game. This is a two-year term, to be elected in odd numbered years.

i. Director of Fields and Officiating. The Director of Fields and Officiating is responsible for reserving fields and concession stands at Sugar River & Community Parks for the entire season, coordinating Practice and Game field setup and teardown including sleds, chute, goalposts, lining fields regularly and purchasing paint and necessary supplies, setting up and tearing down of game fields for home games, acquiring an officiating crew to officiate home tackle football games, scheduling, and

paying them. The Director of Fields and Officiating is responsible for acquiring a scorekeeper to run the scoreboard for all home tackle football games, to include scheduling and paying the scorekeeper. The Director of Fields and Officiating is responsible for coordinating athletic trainers and emergency medical services (EMS) for all home tackle football games. This is a two-year term, to be elected in even numbered years.

j. Immediate Past-President. The Immediate Past-President shall have duties assigned by the President. This is a non-voting member.

6.02. Officers shall be elected at the Annual Meeting held in January for the term that fits their post as described herein, commencing immediately in the year in which elections are held. The officers of the corporation to be elected by the Board of Directors shall be elected by and from the Board of Directors. Each officer shall hold office until a successor shall have been duly elected or until his/her prior death, resignation or removal.

6.03. All officers can be re-elected to the same or other offices.

6.04. All officers can be elected for unlimited consecutive terms.

6.05. Any officer may resign at any time by giving written notice of such resignation to the President. In the event of an office vacancy, the President shall call for a meeting, special, or scheduled, to hold elections for the office to be filled through the balance of the term.

6.06. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of BYFP will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election shall not of itself create contract rights.

6.07. A vacancy in any principal office because of death, resignation, removal or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

## **ARTICLE 7. MEETINGS**

7.01. The end of season meeting held in January shall be considered the Annual Meeting of the BYFP, at which time annual reports shall be presented, officers installed, and such other business transacted as shall properly come before the meeting.

7.02. The Board of Directors may provide, by resolution, the time and place within the State of Wisconsin for the holding of regular meetings without other notice than such resolution.

7.03. Special meetings of the Board of Directors may be called by or at the request of the President, Secretary or any two directors. The President, Secretary or any two directors calling any special meeting of the Board of Directors may fix any place within the State of Wisconsin or face-to-face online platform as the place for holding any special meeting of the Board of Directors called by them.

7.04. Notification of all meetings of BYFP shall be made in writing, email, or by telephone to all Board of Director members prior to the date of the meeting.

7.05. If written notice is prescribed by law, the written notice stating the place, day and hour of a regular or special meeting of the Board of Directors shall be delivered not less than seventy-two (72) hours before the meeting, either personally or by first class mail or other means of written or electronic communication, to each director at his/her business address or at such other address as such director shall have designated in a writing filed with the Secretary. Such notice shall be deemed delivered at the following times: (a) if delivered personally, when received, (b) if mailed, when deposited in the United States mail pre-addressed to the director at his/her business address or at such other address as such director shall have designated in a writing filed with the Secretary, with postage thereon prepaid, (c) if sent by private carrier, when deposited with the private carrier, addressed to the director at his/her business address or at such other address as such director shall have designated in a writing filed with the Secretary, with delivery fees thereon prepaid, or (d) if sent by email, teletype, facsimile or other form of wire or wireless communication, when transmission of the notice, addressed to the director and with transmission charges prepaid, to a location previously designated by the director in a writing filed with the Secretary is completed. Whenever any notice whatsoever is required to be given to any director of the corporation under the Articles of Incorporation or By-Laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereto 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 annual or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. No notice need be given for a regular meeting when the time and place

of such regular meeting have been fixed by a duly adopted resolution of the Board of Directors.

7.06. Except as otherwise provided by law or these By-Laws, a majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than a quorum) may adjourn the meeting from time to time without further notice.

7.07. The act of the majority of the directors 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 the Articles of Incorporation or these By-Laws.

7.08. The President, and in the President's absence, the Vice President, and in their absence any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as the presiding officer of the meeting. The presiding officer may appoint any director or other person to act as Secretary of the meeting.

7.09. Any action required or permitted by the Articles of Incorporation or By-Laws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors then in office.

7.10. The Board of Directors may permit any or all directors to participate in a regular or special meeting of the Board of Directors by, or to conduct the meeting through the use of, any means of communication by which any of the following occurs: (a) all participating directors may simultaneously hear each other during the meeting, or (b) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors. If a meeting will be conducted under this section, all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting conducted in a manner described in this section is deemed to be present in person at the meeting.

## **ARTICLE 8. BOARD OF DIRECTORS**

8.01. The affairs of the corporation shall be managed by its Board of Directors. The officers of BYFP shall form the Board of Directors and shall be, in order of succession: President, Vice President, Treasurer, Secretary, Director of Coaching and Education, Director of the Tackle Football Program, Director of the Padded Flag Football Program, Director of the Flag Football Program, and Director of Fields and Officiating. These

By-Laws may be amended to enlarge or reduce the number of directors except that the number of directors shall not be reduced to less than three (3). The Webmaster shall be a position appointed by a majority vote of the Board of Directors and shall not be eligible to succeed a Board of Director unless elected or appointed by procedures outlined in the Bylaws. The Webmaster shall be a non-voting member of the Board of Directors.

8.02. The duties of the Board of Directors shall be to:

a. Ensure that BYFP and its football program function in an orderly manner.

    b. Ensure that BYFP and its football program remain in compliance with all applicable rules

        of the leagues in which BYFP teams participate, as approved by the Board.

c. Set, maintain and adhere to all policies and procedures of BYFP and its football program.

d. Oversee the appointment and dismissal of all BYFP coaches, as necessary.

8.03 A majority of the voting members shall constitute a quorum at any meeting of the Board of Directors.

8.04. The Board of Directors shall vote on all matters properly before it. Unless otherwise specified, simple majority shall approve all matters.

8.05. Any member of the Board of Directors unable to attend a meeting shall notify the President and state the reason for the absence in advance of the scheduled meeting time. If a Board of Director member is unexcused from two consecutive meetings, the member's resignation shall be deemed to have been tendered.

8.06. Directors shall be elected at the Annual Meeting of the corporation in connection with the election of officers, by the vote of a majority of the number of Directors then in office, it being intended that the Board of Directors shall have the right to thus perpetuate itself.

8.07. Each director shall hold office until his/her successor shall have been duly elected or until his/her prior death, resignation or removal. A director may be removed from office for cause by the affirmative vote of a majority of the number of directors then in office. A director may resign at any time by filing his/her written resignation with the President of the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

8.08. Unless the Board of Directors have previously passed a resolution naming the person who is to fill a vacancy occurring in the Board of Directors, any vacancy

occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled until the director's successor shall have been duly elected by the affirmative vote of a majority of the number of directors then in office.

8.09. Directors shall not receive compensation for the services that they render as directors of the corporation. However, a director may be reimbursed for reasonable expenses actually incurred by such director in carrying out any activity of this corporation which is within the scope of the corporation's purposes as set forth in the Articles of Incorporation and in Article 3 of these By-Laws. Notwithstanding anything herein to the contrary, a director shall not receive payment for services that he or she renders as a director of the corporation if (a) such payment would constitute an act of self-dealing under section 4941 of the Internal Revenue Code of 1986 ( or the corresponding provision of any future federal tax code), or (b) such payment would not be permitted to be made by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code).

8.10. A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof of which he/she is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## **ARTICLE 9. STANDING COMMITTEES**

The Board of Directors may by resolution adopted by the affirmative vote of a majority of the number of directors create one or more Standing Committees, as it deems necessary to promote the objectives and purpose of BYFP and its football program. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request. The chairpersons of these committees shall serve at the discretion of the President.

## **ARTICLE 10. CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS**

10.01. All BYFP funds shall be deposited in a bank or other depository approved by the Board of Directors.

10.02. The Treasurer or the President must approve any and all disbursements of BYFP funds. Checks in excess of \$500, written from any and all accounts, shall require the signature of the Treasurer and the approval of the President, unless a single signature is approved by the Board of Directors, e.g., emergency payments. The primary responsibility for management of financial accounts shall be the Treasurer.

10.03. All bills or expenses incurred by BYFP or its football program are to be reported to the Board of Directors and paid by the President or Treasurer in a timely manner.

10.04. An annual financial statement is to be prepared and submitted, as described in these By-Laws.

10.05. All fund-raising projects must have the prior approval of the Board of Directors. Within thirty (30) days of completion of any fund-raising project, a detailed income and disbursement report must be submitted to or by the Treasurer, with the net income amount being deposited as described in these By-Laws.

10.06. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the President or the Vice President and by the Secretary or the Treasurer; and when so executed no other party to such instrument or any third party shall be required to make any inquiry as to the authority of the signing individuals.

10.07. No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

10.08. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by the President or Treasurer of the corporation.

10.09. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

## **ARTICLE 11. AMENDMENTS**

11.01. These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meeting of the BYFP Board of Directors by a two-thirds majority vote of all the members of the Board of Directors. Any and all proposed amendments shall be submitted in writing to all Board of Director members at least seven (7) days prior to the beginning of any regular or special meeting of BYFP.

11.02. Any action taken or authorized by the Board of Directors, which would be inconsistent with the By-Laws then in effect but is taken or authorized by the affirmative vote of not less than the number of directors required to amend the By-Laws so that the By-Laws would be consistent with such action, shall be given the same effect as though the By-Laws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific actions so taken or authorized.

## **ARTICLE 12. FISCAL YEAR**

The fiscal year of the corporation shall commence on the first day of January and shall end on the last day of December.

## **ARTICLE 13. DISSOLUTION**

13.01. The corporation may be dissolved by the affirmative vote or written consent of a majority of the members of the Board of Directors of the corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation as provided in the Articles of Incorporation or as outlined in Section 13.02 and 13.03, below.

13.02. In the event of the dissolution of BYFP, all funds remaining after all legal debtors are paid shall be automatically and promptly transferred to the Belleville High School Football program, or its successor organization, if any, for use by such organization. Such funds must be used exclusively for football related purposes.

13.03. In the event of the dissolution of BYFP, all of its physical and tangible property shall be automatically and promptly transferred to the Belleville High School Football program to be used as such department deems fit.

## **ARTICLE 14. PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, Newly Revised in all instances in which they are consistent with these By-Laws, shall govern the business and meetings of BYFP.

## **ARTICLE 15. INDEMNIFICATION**

15.01. The corporation shall, to the fullest extent authorized by Chapter 181 of the Wisconsin Statutes, indemnify any director or officer of the corporation who is a party to a proceeding against all reasonable expenses and against all liability incurred by the director or officer in the proceeding if the director or officer was a party to the proceeding because he/she was an officer or director of the corporation. These indemnification rights shall not be deemed to exclude any other rights to which the director or officer may otherwise be entitled. The corporation may, to the fullest extent authorized by Chapter 181 of the Wisconsin Statutes, pay or reimburse, as incurred, the reasonable expenses of a director or officer who is a party to a proceeding because he/she is a director or officer of the corporation. For purposes of this Article, the term "proceeding" shall mean any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the corporation or by any other person.

15.02. Notwithstanding the foregoing, no indemnification will be permitted to the extent such indemnification would constitute an act of "self-dealing" or is otherwise subject to excise taxes under Chapter 42 of the United States Internal Revenue Code of 1986, as amended, or is prohibited under Section 181.0320 of the Wisconsin Statutes or any similar successor provision thereto.

15.03. Each individual (other than an employee of the corporation) who provides services to or on behalf of BYFP without compensation (a "Volunteer") shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent

provided by Section 181.0670 or the Wisconsin Nonstock Corporation Law or any similar successor provision thereto.

## **ARTICLE 16. SEAL**

BYFP shall not have a corporate seal.

## **ARTICLE 17. PERMITTED DISTRIBUTIONS**

17.01. The corporation may make a distribution or other payment to another Corporation only if:

- a. The distribution is made in accordance with the stated purpose(s) of the corporation;
- b. After the distribution, the corporation is able to pay its debts as they become due in the usual course of its activities;
- c. After the distribution, the corporations' total assets would equal at least the sum of its total liabilities; and
- d. The corporation to which the distribution is being made may not distribute any part of its income to members, directors, or officers and is exempt from taxation under Section 501 of the Internal Revenue Code.