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NEW PALESTINE CADET FOOTBALL LEAGUE, INC. BYLAWS

Adopted by the Board of Directors on APRIL 22, 2026 (the “Effective Date”). These Governance Bylaws supersede and replace all prior bylaws and governance provisions. League operational rules and policies are maintained separately in the “NPCFL League Policies & Rules Manual.”

Statement of Purpose

The New Palestine Cadet Football League exists to develop student-athletes of character by pairing high-quality football instruction with equally high expectations for sportsmanship, respect, and accountability. The League is more than a season of games; it is a structured, positive environment where young players learn foundational football skills, the habits of teamwork and discipline, and the values that shape them into strong students, teammates, and community members. That emphasis reflects our priorities: while we want our players to compete, improve, and pursue excellence, our program is not defined by wins alone.

As a youth program closely aligned with the broader New Palestine football tradition, the League serves as an early step in a long-term player development pipeline, helping athletes become familiar with expectations and culture that will benefit them as they advance.

This purpose carries a responsibility: the League must consistently produce future players who not only compete at a high level, but who also conduct themselves with integrity on and off the field, because conduct in a youth program reflects on the athletes, families, coaches, and the community as a whole.

Accordingly, the League is committed to fairness and consistent discipline, with no special treatment for any player, coach, parent, or board member’s family. Leaders and families are expected to set the example, and sportsmanship standards are enforced to build trust and protect the program’s culture.

Mission Statement

The mission of the New Palestine Cadet Football League is to develop disciplined, confident student-athletes by teaching the fundamentals of football and the fundamentals of character, effort, humility, teamwork, and respect, so every player is prepared to compete with excellence and represent New Palestine with sportsmanship on and off the field.

ARTICLE I. NAME, PURPOSE, AND NONPROFIT STATUS

Section 1.1 Name. The name of this Indiana nonprofit corporation is New Palestine Cadet Football League, Inc. (the “Corporation” or “NPCFL”).

Section 1.2 Purpose. NPCFL is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, without limitation, to develop and maintain a properly supervised youth football program that promotes safety, sportsmanship, character, teamwork, and community engagement.

Section 1.3 Nonprofit and Private Inurement. No part of the net earnings of NPCFL shall inure to the benefit of, or be distributable to, any director, officer, coach, volunteer, participant, or other private person, except that NPCFL may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its purposes.

Section 1.4 Political and Legislative Activity. NPCFL 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 public office, and no substantial part of NPCFL’s activities shall be carrying on propaganda or otherwise attempting to influence legislation, except as permitted for organizations described in Section 501(c)(3).

Section 1.5 Dissolution. Upon dissolution of NPCFL, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government, for a public purpose, consistent with applicable Indiana law.

Section 1.6 Nondiscrimination. NPCFL shall administer its governance processes, programs, and volunteer opportunities on a nondiscriminatory basis consistent with applicable law. In furtherance of its charitable and educational mission, NPCFL shall not unlawfully discriminate on the basis of race, color, ethnicity, national origin, sex, religion, disability, or any other status protected by applicable law.

ARTICLE II. OFFICES, FISCAL YEAR, AND CORPORATE SEAL

Section 2.1 Principal Office and Registered Agent. NPCFL shall maintain a principal office and a registered agent/registered office in Indiana as required by law. The Board may change NPCFL’s principal office and/or registered agent by resolution.

Section 2.2 Fiscal Year. The fiscal year of NPCFL shall be January 1 through December 31, unless changed by Board resolution.

Section 2.3 Seal. NPCFL may adopt a corporate seal, but the use of a seal is not required for the validity of any NPCFL act, instrument, or document.

ARTICLE III. NO STATUTORY MEMBERS; PARTICIPATION CATEGORIES

Section 3.1 No Statutory Members. NPCFL shall have no members within the meaning of the Indiana Nonprofit Corporation Act (Indiana Code Title 23, Article 17) (the “Act”). Any use of the term “member” in past documents is superseded. Governance authority resides solely in the Board of Directors, except as otherwise required by law or NPCFL’s Articles of Incorporation.

Section 3.2 Participants, Families, and Volunteers. Participation in NPCFL (including as a player, parent/guardian, coach, volunteer, or sponsor) does not create a governance membership

interest and confers no right to vote on corporate matters, inspect corporate records, or act on behalf of NPCFL, except as explicitly provided in these Governance Bylaws or in policies adopted by the Board.

Section 3.3 Advisory Roles; No Corporate Authority. The Board may establish non-voting advisory roles, advisory councils, task forces, or liaison positions and may appoint persons to serve in such capacities. Persons serving in advisory roles are not directors and shall have no corporate or fiduciary authority unless separately elected as directors or duly appointed as officers with authority expressly granted by the Board.

Section 3.4 No Continuing Governance Status Based on Prior Service. Former directors, former officers, former coaches, former volunteers, and former advisory participants shall have no continuing governance status, authority, inspection rights, or right to act on behalf of NPCFL by reason of prior service alone. No person may represent that he or she is authorized to speak or act for NPCFL unless currently vested with such authority under these Governance Bylaws, a Board resolution, or a Board-adopted policy.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1 General Powers and Fiduciary Duties. All corporate powers shall be exercised by or under the authority of, and the affairs of NPCFL managed under the direction of, the Board of Directors (the “Board”), subject to the Act, the Articles of Incorporation, and these Governance Bylaws. Directors shall discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in NPCFL’s best interests.

Section 4.2 Board Responsibilities. Without limiting the general authority of the Board, the Board is responsible for mission stewardship, strategic and governance oversight, legal compliance, approval of the annual budget, oversight of financial administration and internal controls, election and supervision of officers, adoption and amendment of governance policies, oversight of records governance and risk management, approval of major contracts or extraordinary commitments as required by these Governance Bylaws or Board policy, and such other responsibilities as are assigned by applicable law, the Articles of Incorporation, or these Governance Bylaws.

Section 4.3 Number and Composition. NPCFL shall have not fewer than five (5) and not more than eleven (11) directors. The exact number within this range shall be fixed from time to time by Board resolution. Directors may be elected at-large. The Board may create or discontinue specific director positions (e.g., School Liaison/Trustee) by resolution, provided that such changes do not conflict with the Act or NPCFL’s Articles of Incorporation.

Section 4.4 Qualifications and Eligibility. Directors must be at least eighteen (18) years of age and should be committed to NPCFL’s mission, able to devote reasonable time and attention to board service, and willing to comply with NPCFL’s governing documents and Board-adopted policies, including policies concerning conflicts of interest, confidentiality, conduct, records, and youth safety as applicable. As a condition of service, each director shall execute such acknowledgments, disclosures, and certifications as the Board may reasonably require, including an annual conflict-of-interest disclosure and a confidentiality acknowledgment. The Board may adopt additional eligibility criteria by policy, including background screening criteria for persons whose service involves regular youth contact.

Section 4.5 Election; Term; Staggering. Directors shall be elected by the Board. Unless otherwise specified at the time of election, each director shall serve a term of two (2) years and until a successor is elected and qualified. The Board may implement staggered terms by resolution in order to promote continuity and orderly succession. A person elected as a director shall take office upon the Board’s vote or on such later effective date as is stated in the election resolution, provided that the person has accepted the office and completed any acknowledgments, disclosures, or eligibility requirements required by these Governance Bylaws or Board policy. Directors may be re-elected, subject to any term-limit rule adopted in these Governance Bylaws or by Board policy.

Section 4.6 Attendance. Directors are expected to attend Board meetings regularly and to participate actively in Board service. Repeated unexcused absences may constitute cause for removal under Section 4.8. The Board may adopt a more specific attendance policy by resolution.

Section 4.7 Resignation. A director may resign at any time by delivering written notice to the President or Secretary. A resignation is effective upon delivery of the notice, unless the notice specifies a later effective date.

Section 4.8 Removal of Directors with or Without Cause. Any director may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the directors then in office at a meeting for which notice of the proposed removal has been given in accordance with these Governance Bylaws. The notice shall state that removal of the director will be considered and, if the proposed removal is for cause, shall describe the general nature of the grounds. The affected director shall not vote on the removal. For purposes of this Section, “cause” may include, without limitation, material breach of fiduciary duty, violation of the conflict-of-interest or confidentiality requirements, misconduct materially harmful to NPCFL, repeated unexcused absences, failure to maintain applicable qualifications, refusal to comply with NPCFL’s governing documents or Board directives, or conduct materially inconsistent with NPCFL’s mission, youth-serving purpose, or standards of sportsmanship and program integrity. The Secretary shall ensure that the

notice, any written response submitted by the affected director, and the vote outcome are preserved with the Board records.

Section 4.9 Vacancies. Any vacancy on the Board, including a vacancy resulting from resignation, removal, death, incapacity, or an increase in the number of directors, may be filled by majority vote of the remaining directors, even if fewer than a quorum remain in office. Unless otherwise expressly provided by the Articles of Incorporation or these Governance Bylaws, a director elected to fill a vacancy shall serve for the unexpired term of the predecessor director, and a director elected to fill a newly created directorship shall serve the term designated by the Board at the time of election.

Section 4.10 Compensation; Reimbursement. Compensation; Reimbursement. Directors shall not receive compensation for service as directors. NPCFL may reimburse directors for reasonable and properly documented expenses incurred on NPCFL business in accordance with Board-adopted financial controls and expense-reimbursement procedures. No loan or guaranty shall be made by NPCFL to or for the benefit of any director or officer except as permitted by applicable law.

ARTICLE V. MEETINGS OF THE BOARD; NOTICE; QUORUM; VOTING

Section 5.1 Regular Meetings. The Board shall hold regular meetings at least quarterly, and more frequently as needed during the season. The Board may adopt an annual board calendar by resolution.

Section 5.2 Annual Organizational Meeting. An annual organizational meeting shall be held each year (typically in January or February) to elect officers, approve the annual budget, and set the annual governance calendar.

Section 5.3 Special Meetings. Special meetings may be called by the President, by any two officers, or by a written request of at least twenty percent (20%) of the directors then in office delivered to the Secretary.

Section 5.4 Notice of Meetings. Notice stating the date, time, and place (or remote access method) of any Board meeting shall be delivered to each director at least five (5) days in advance for regular meetings and at least two (2) days in advance for special meetings, unless a longer period is required by these Governance Bylaws for a particular action. Notice may be given by email, text, postal mail, or other reasonable method. A director may waive notice in writing or by attendance, except when attending solely to object to improper notice or lack of authority to transact the stated business. The Secretary shall preserve meeting notices or a record of the method and timing of delivery in the corporate records when the meeting concerns the removal of directors or officers, bylaw amendments, significant discipline, major contracts, or extraordinary commitments.

Section 5.5 Remote Participation. Directors may participate in a meeting by telephone or other electronic means that allow all participants to hear one another simultaneously. Participation by such means constitutes presence in person.

Section 5.6 Quorum. A majority of the directors then in office constitutes a quorum. If a quorum is present, the act of a majority of directors present at a meeting is the act of the Board unless a greater vote is required by law, the Articles of Incorporation, or these Governance Bylaws.

Section 5.7 Voting; Abstentions; Recusal. Each director has one (1) vote. A director with an actual or potential conflict of interest, or other circumstance requiring recusal under these Governance Bylaws or Board policy, shall disclose the matter promptly and shall abstain from discussion and voting to the extent required by the Board's conflict-of-interest policy or by direction of the disinterested directors. Abstentions, recusals, and any resulting quorum determination shall be recorded in the minutes.

Section 5.8 Action Without a Meeting (Written Consent). Any action required or permitted to be taken at a meeting may be taken without a meeting if all directors consent in writing (including by electronic transmission) to the action. The written consents shall be filed with the minutes of proceedings of the Board.

Section 5.9 Minutes and Records of Meetings. The Secretary or the Secretary's designee shall keep minutes of Board meetings and actions by written consent. Minutes shall reflect attendance, quorum determination, motions, final actions taken, vote counts when material, recusals, abstentions, and whether any portion of the meeting was conducted in executive session. Minutes may be approved at the next meeting or by unanimous written consent. For any meeting involving the removal of a director or officer, significant discipline, a records-demand response, or threatened legal action, the Secretary shall preserve the notice, materials considered, and final resolutions with the Board records.

Section 5.10 Executive Session. The Board may meet in executive session to discuss sensitive matters, including matters involving minors, discipline, personnel, coach or volunteer screening, legal advice, litigation or threatened claims, insurance matters, privileged communications, confidential investigations, or other matters for which restricted discussion is in NPCFL's best interests. The minutes shall reflect that the Board entered executive session and shall record any final Board action taken, but need not disclose privileged or confidential substance.

ARTICLE VI. OFFICERS

Section 6.1 Officers and Qualifications. NPCFL shall have at least the following officers: President, Vice President, Secretary, and Treasurer. The Board may establish additional officer

positions by resolution if the Board determines that such positions are needed and if the duties and authority of each such office are clearly defined. Unless the Board provides otherwise in the resolution creating the office and applicable law permits, officers shall be directors. For the avoidance of doubt, the Board service positions described in Section 4.4 are not officer positions unless separately created as offices by Board resolution under this Section.

Section 6.2 Election and Term. Officers shall be elected annually by the Board at the annual organizational meeting and shall serve one-year terms and until successors are elected and qualified, unless the Board specifies a different term at election.

Section 6.3 Duties of Officers.

- (a) **President.** The President is the chief volunteer officer, presides at Board meetings, ensures implementation of Board decisions, serves as the primary spokesperson unless another is designated, and has general supervision of NPCFL's affairs subject to Board oversight.
- (b) **Vice President.** The Vice President performs the President's duties in the President's absence and performs other duties assigned by the Board or the President. The Vice President may oversee scheduling and league operations as delegated by the Board.
- (c) **Secretary.** The Secretary shall keep or cause to be kept minutes of Board meetings and actions by written consent, maintain or oversee maintenance of NPCFL's corporate records, serve as NPCFL's designated Records Custodian under Article IX, authenticate corporate records when appropriate, and ensure that required notices and governance records are preserved.
- (d) **Treasurer.** The Treasurer shall oversee NPCFL's funds and financial records, support the preparation of the annual budget, ensure regular financial reporting to the Board, oversee the implementation of Board-adopted financial controls, and coordinate the timely preparation and review of annual tax and financial filings, subject at all times to Board oversight and segregation-of-duties safeguards.

Section 6.4 Removal of Officers; Administrative Suspension. Any officer may be removed from office, with or without cause, by the Board at any time, provided that the officer is given notice that removal will be considered and, upon request, a reasonable opportunity to be heard. Removal from an officer position does not automatically remove the individual as a director; a director may be removed only in accordance with Section 4.8. Pending investigation or Board action, the Board or the President acting under Board policy may place an officer on temporary administrative suspension, including suspension of signatory authority, system access, or record access, to protect NPCFL's operations, finances, records, legal position, or participants.

Section 6.5 Vacancies. A vacancy in any officer role may be filled by the Board for the unexpired portion of the term.

Section 6.6 Designated Board Service Positions. In addition to the officer positions identified in Article VI, the Board may designate one or more directors to serve in the following Board service positions: Purchasing Agent, NPHS Football Trustee, and Equipment Manager. Each such designation shall be made by Board resolution. A director may hold more than one such designation if the Board determines that doing so is in NPCFL’s best interests. Unless earlier changed by the Board, each designation shall continue until the next annual organizational meeting and until a successor designation is made.

(a) Non-Officer Status; Board Authority. A designation under this Section is a functional assignment of Board service only and does not create a separate corporate office. A director serving in such a role shall not be deemed an “officer” solely by reason of the designation, and any vote cast by such person is cast solely in that person’s capacity as a director. The Board retains ultimate authority over all matters assigned to these positions and may modify, reassign, or remove any such designation at any time.

(b) Purchasing Agent. The Purchasing Agent shall assist the Board, President, Treasurer, and Secretary with procurement and administrative matters relating to league operations. The Purchasing Agent shall:

- (i)** coordinate and monitor the costs of officials, insurance, and other ordinary operating expenses of NPCFL;
- (ii)** make recommendations to the Board regarding player participation fees, rental fees, and related collection methods, subject to Board approval and Article X;
- (iii)** coordinate invoicing and payment administration in a manner consistent with procedures approved by the Treasurer and with Board-adopted financial controls;
- (iv)** assist in maintaining organized records concerning insurance, claims, and grievances, provided that official custody of corporate records remains with the Secretary under Article IX; and
- (v)** assist the Board with the recruitment, screening, evaluation, and recommendation of coaches and other appointed positions or volunteers as requested by the Board and consistent with Article VII.

(c) NPHS Football Trustee. The NPHS Football Trustee shall serve as the Board’s liaison to the New Palestine Middle School and High School football programs. The NPHS Football Trustee may be designated from among the directors after consultation with, or upon recommendation from, the New Palestine High School Varsity Head Football Coach, but

the designation shall remain a Board decision. The NPHS Football Trustee shall:

- (i) promote communication and alignment between NPCFL and the New Palestine middle school and high school football programs;
 - (ii) coordinate or assist with coaches' clinics and player clinics approved by the Board;
 - (iii) serve as a coach-development liaison or "coach of coaches" as assigned by the Board;
 - (iv) assist with coach meetings and with the review of coach-related concerns, grievances, or performance issues; and
 - (v) assist the Board with the recruitment, screening, evaluation, and recommendation of coaches, trustees, and other appointed positions or volunteers, subject always to Board approval and Article VII.
- (e) **Equipment Manager.** The Equipment Manager shall oversee league equipment administration and inventory control. The Equipment Manager shall:
- (i) establish and maintain inventory records for league-owned equipment;
 - (ii) provide the Purchasing Agent and the Board with recommendations regarding equipment needs based on current inventory, planned activities, safety requirements, and operational needs, including coordination with the Director of Fields & Maintenance where appropriate;
 - (iii) administer or oversee the player equipment lease program and any Board-approved hardship equipment program;
 - (iv) provide regular reports to the Board concerning inventory status, shortages, losses, replacements, and program needs; and
 - (v) assist the Board with coach and appointed-volunteer selection matters when requested by the Board and consistent with Article VII.

ARTICLE VII. COMMITTEES, POSITIONS, AND DELEGATION

Section 7.1 Board Committees. The Board may establish one or more Board committees by resolution. Each Board committee shall consist exclusively of two (2) or more directors and shall have only such authority as is expressly delegated by the Board and permitted by applicable law.

Section 7.2 Advisory Committees and Task Forces. The Board may establish advisory committees, working groups, task forces, or councils and may appoint directors, officers, coaches, parents, volunteers, or other persons to serve on them. Advisory bodies may study matters, coordinate activities, and make recommendations, but they shall not exercise Board authority unless separately constituted as a Board committee under Section 7.1.

Section 7.3 Committee Charters; Limits on Delegation. The Board shall define the purpose, scope, composition, reporting relationship, and authority of each committee or advisory body in a Board resolution, charter, or policy. No committee, officer, or agent may amend these Governance Bylaws, elect or remove directors, approve dissolution, approve a merger, fill Board vacancies except as expressly permitted by law, or take any other action reserved to the Board by applicable law or these Governance Bylaws.

Section 7.4 Coach and Volunteer Oversight. The Board shall retain governance-level oversight of the appointment, screening, supervision, and removal authority for head coaches, assistant coaches, and key volunteers. The Board may delegate the functions of recruitment, screening, evaluation, and recommendation to designated officers, Board committees, or advisory bodies, subject to Board-adopted policies. Detailed operational standards, conduct requirements, youth-safety requirements, and disciplinary procedures for coaches and volunteers shall be set forth in the League Policies & Rules Manual and related Board-adopted policies.

Section 7.5 Coach and Volunteer Appointment; Annual Approval; No Vested Rights. The Board shall retain governance-level oversight of the appointment, screening, supervision, discipline, non-renewal, and removal of head coaches, assistant coaches, team personnel, and key volunteers. Each head coach and assistant coach must apply or be nominated in the manner prescribed by the Board, satisfy Board-adopted eligibility criteria, complete any required background screening, execute the then-current coach contract, code of conduct, and related acknowledgments required by Board policy, and receive Board approval before serving. Appointment or approval is for one (1) football season only unless sooner suspended or terminated, and no appointment, renewal, prior service, or advancement of a team or division creates any vested right to future appointment, reappointment, or assignment to a particular team, division, or role. The Board may delegate recruitment, screening, evaluation, and recommendation functions to designated officers, Board committees, or advisory bodies, subject to Board-adopted policies.

Section 7.6 Coach and Volunteer Conditions of Service. The Board may establish by policy deadlines for coach applications and assistant coach recommendations, required trainings and meetings, attendance expectations, maximum sideline credentials, supervision expectations, and other conditions of service for coaches and key volunteers. A head coach may recommend assistant coaches or other team personnel in accordance with Board policy, but no assistant coach or team personnel member may serve until approved under Board-adopted procedures. Failure to satisfy required training, meeting attendance, conduct expectations, reporting obligations, supervision requirements, or other conditions of service may result in suspension, loss of sideline access, non-renewal, or other discipline as provided by Board policy or the League Policies & Rules Manual.

Section 7.7 Nominating Committee. The Board may designate a standing Nominating

Committee, which may be a Board committee or an advisory committee, as determined by the Board, consisting of three (3) persons appointed by the Board. The Nominating Committee shall identify and evaluate prospective candidates for open director and officer positions, recommend governance improvements, coordinate Board orientation, and assist with succession planning. Unless the Board determines otherwise, the Nominating Committee shall recommend not more than two (2) candidates for each open Board position for the upcoming term, and such recommendations should be submitted to the Board on or before December 28 of each year. Any eligible person who delivers written notice to the Nominating Committee on or before October 20 of that year stating a desire to be considered for a Board position may also be nominated from the floor at the Board meeting where the election is held, subject to the qualification requirements of these Governance Bylaws. Final election of directors and officers shall remain with the Board.

Section 7.8 Standing Appointed Volunteer Positions. The Board may appoint standing operational volunteer positions to support NPCFL's programs and operations. Such positions may include, without limitation: Director of Game Officials, Director of Fields & Maintenance, Director of Registration, Director of Concessions, and Director of Fundraising. Unless separately elected as directors or appointed as officers, persons serving in these positions are not directors or officers of NPCFL and shall have only such authority as is expressly delegated by the Board, a Board-approved charter, or the League Policies & Rules Manual. Each such appointed volunteer shall serve for a term established by the Board, shall remain subject to Board oversight, and may be removed or replaced by the Board at any time, with or without cause. The Board may define by resolution, charter, written job description, or policy the duties of each appointed volunteer position. Without limiting the foregoing:

- (a) The Director of Game Officials may assist with the coordination, scheduling, communication, and evaluation of game officials;
- (b) The Director of Fields & Maintenance may assist with field preparation, maintenance, safety review, and related operational needs;
- (c) The Director of Registration may assist with player registration, roster management, and related communications and recordkeeping;
- (d) The Director of Concessions may assist with concessions operations, volunteer coordination, inventory, and cash-handling procedures, subject to Board-adopted financial controls; and
- (e) The Director of Fundraising may assist with fundraising activities, sponsorship coordination, and related development efforts, subject to Board approval and financial controls.

Section 7.9 Rules and Regulations Committee. (a) The Board may designate a standing Rules

and Regulations Committee as an advisory committee. Unless otherwise determined by the Board, the committee shall consist of three (3) members: the President, who shall serve as chair, and two (2) additional members appointed by the Board. (b) The Rules and Regulations Committee shall review the League Policies & Rules Manual and other league operational rules each year and shall recommend any proposed additions, revisions, or deletions for the upcoming football season. (c) Proposed rules and regulations changes should be submitted to the Board no later than July 15 of each year, unless the Board establishes a different deadline by resolution. (d) Any proposed changes to league rules or regulations recommended by the committee shall become effective only upon approval by not less than seventy-five percent (75%) of the directors then in office, unless a greater vote is required elsewhere in these Governance Bylaws. (e) This committee shall have no authority to amend these Governance Bylaws.

Section 7.10 Registration Committee. (a) The Board may designate a standing Registration Committee as an advisory or operational committee to assist with the annual player registration process and related administrative functions. (b) Unless otherwise determined by the Board, the Registration Committee shall consist of a chairperson appointed by the Board and two (2) additional persons recommended by the chairperson and approved by the Board. (c) The Registration Committee shall assist with registration planning, registration administration, collection and organization of required player information and forms, communication with families concerning registration matters, and such other registration-related duties as may be assigned by the Board or set forth in the League Policies & Rules Manual. (d) In carrying out its responsibilities, the Registration Committee shall comply with Board-adopted financial controls, records-management procedures, confidentiality requirements, and eligibility policies.

Section 7.11 Rules Infraction Committee. The Board may designate a standing Rules Infraction Committee to review alleged violations of league playing rules, conduct rules, and other rule-based matters assigned to the committee under Board-adopted policies or the League Policies & Rules Manual. The Rules Infraction Committee is not a Board committee under Section 7.1 and shall exercise only the authority expressly delegated to it by these Governance Bylaws, the League Policies & Rules Manual, and Board-adopted discipline procedures.

- (a) Unless the Board specifies otherwise, the Rules Infraction Committee comprises the President, Vice President, Secretary, Treasurer, the NPHS Football Trustee designated director, the Head Football Coach or their approved designee, and two former NPCFL participants, volunteers, or directors appointed by the Board.
- (b) The President generally serves as chair unless disqualified or unable to serve. For each case, the chair ensures that the Committee has an odd number of unbiased voting members. Anyone with a conflict of interest, prior involvement in the matter, or a family or personal connection that requires recusal must abstain from

participating and voting.

- (c) If recusals, absences, or disqualifications cause the Committee to have fewer than five disinterested voting members, the Board or, in urgent situations, the President can appoint temporary members from among disinterested former directors, volunteers, or other qualified individuals approved by the Board.
- (d) The Committee may hear each side once, allow one rebuttal from each side, and consult officials, witnesses, or relevant materials as needed. Deliberations may occur in executive session, within the limits of these Bylaws and Board policies.
- (e) Decisions are made by majority vote of the participating voting members. Sanctions can only be imposed if authorized by Board policies or the League Policies & Rules Manual. Any sanctions exceeding this authority are referred back to the Board.
- (f) The Secretary will keep a written record of the case details, recusals, participants, and final ruling. Appeals from the Rules Infraction Committee's decisions are governed by the League Policies & Rules Manual or other disciplinary procedures adopted by the Board.

ARTICLE VIII. STANDARDS OF CONDUCT; CONFLICTS OF INTEREST; ETHICS

Section 8.1 Duty of Loyalty; Confidentiality; Protected Information. Directors and officers owe NPCFL duties of loyalty and care and shall act in a manner reasonably believed to be in NPCFL's best interests. Directors, officers, committee members, and other persons granted access to non-public NPCFL information shall preserve the confidentiality of such information, including information concerning minors, families, discipline matters, personnel matters, financial matters, donor information, legal disputes, privileged communications, attorney work product, and other information designated as confidential by the Board or by counsel. Confidential information may be disclosed only as authorized by the Board, required by law, or approved by legal counsel on behalf of NPCFL.

Section 8.2 Conflict of Interest Policy; Annual Disclosures. NPCFL shall maintain a written conflict-of-interest policy applicable to directors, officers, and such committee members or key volunteers as the Board may designate. Each director and officer shall complete an annual disclosure statement and shall promptly disclose any material change. Any actual or potential financial interest, family relationship, close personal relationship, business relationship, or other circumstance that could reasonably affect independent judgment on an NPCFL matter shall be disclosed promptly to the Board or to the person designated in the conflict-of-interest policy. The disinterested directors shall determine the appropriate response under the policy, which may include recusal, approval with safeguards, disqualification from participation in the matter, or other appropriate action. All disclosures, recusals, and Board determinations under this Section shall be

documented in the minutes or other appropriate Board records. Conflict of Interest Policy; Annual Disclosures.

Section 8.3 Standards of Conduct; Fairness; No Preferential Treatment. NPCFL shall be administered in a manner consistent with sportsmanship, fairness, accountability, and respect for participants and families. No player, coach, volunteer, parent, director, officer, or family member of any of them shall be entitled to preferential treatment by reason of status, influence, relationship, prior service, sponsorship, or Board affiliation. This prohibition includes, without limitation, preferential treatment regarding coach appointments or renewals, team assignments, draft status, roster placements, playing time decisions, disciplinary outcomes, grievance handling, appeal rights, access to non-public information, or exceptions from conduct or eligibility standards. The Board shall adopt and enforce written standards of conduct and ethics applicable to directors, officers, coaches, volunteers, participants, and families, including rules concerning harassment, bullying, communications, retaliation, and youth safety.

Section 8.4 Governance Commitment to Player Welfare and Program Integrity. In carrying out NPCFL's mission, the Board shall seek to preserve a culture of player development, sportsmanship, accountability, and fairness. Board decisions concerning coaches, volunteers, discipline, and policy shall be made with primary regard for player welfare, program integrity, and the long-term charitable and educational mission of NPCFL, rather than the private interests or competitive preferences of any individual family or participant.

Section 8.5 Recusal in Player-Specific and Family-Specific Matters. Any director, officer, coach, or volunteer with a personal or family interest in a matter involving a specific player's team assignment, draft status, roster placement, eligibility, discipline, grievance, appeal, participation restriction, injury management, or similar player-specific issue shall disclose that interest and shall not participate in deliberation, recommendation, or decision-making on the matter, except to provide factual information if requested by the authorized decision-makers. The Board may adopt additional procedures to implement this Section through its conflict-of-interest policy, code of conduct, or League Policies & Rules Manual.

Section 8.6 Coach and Volunteer Conduct. Each coach, assistant coach, and key volunteer shall promote NPCFL's mission and the values of sportsmanship, respect, teamwork, discipline, and player welfare. Verbal abuse, physical abuse, intimidation, bullying, retaliation, profanity directed at players or officials, abuse of officials, or conduct materially harmful to NPCFL's program integrity is prohibited. Coaches and key volunteers shall attend required trainings and meetings, comply with Board-adopted policies and the League Policies & Rules Manual, and cooperate with investigations or reviews authorized by the Board. Ejection by an official or removal from an NPCFL activity for misconduct may result in immediate temporary suspension pending Board

review under the applicable code of conduct and discipline procedures.

Section 8.7 Parent, Guardian, and Spectator Conduct. Parents, guardians, and spectators participating in or attending NPCFL activities shall comply with Board-adopted conduct standards and the League Policies & Rules Manual. Prohibited conduct includes abusive, threatening, intimidating, harassing, or violent behavior; interference with officials, coaches, players, or league operations; unauthorized entry into restricted sideline or field areas; possession or use of weapons, alcohol, illegal drugs, or contraband; and smoking or vaping where prohibited by NPCFL policy or site rules. Referees, game administrators, coaches, or Board-authorized representatives may direct a parent, guardian, or spectator to leave the area or impose immediate event-level restrictions when reasonably necessary to protect safety, order, or program integrity, subject to later Board review where appropriate.

Section 8.8 Player Conduct and Participation Standards. Players are expected to conduct themselves in a sportsmanlike and respectful manner at all NPCFL activities. Fighting, abusive language, unsafe conduct, intentional equipment abuse, repeated unexcused absences, or other conduct materially inconsistent with NPCFL standards may result in removal from an activity, participation restrictions, suspension, or other discipline as provided by Board policy or the League Policies & Rules Manual. A parent's, coach's, volunteer's, or Board member's status shall not alter or excuse enforcement of player conduct standards for a related player.

Section 8.9 Player Safety, Injury Reporting, and Return-to-Play. NPCFL shall maintain Board-adopted youth-safety, injury-reporting, and return-to-play requirements appropriate for a youth football program. No player shall be compelled or pressured to participate while ill, injured, or not medically cleared, where clearance is required by policy. Coaches and designated personnel shall enforce mandatory equipment requirements, shall promptly report significant injuries or safety incidents in the manner required by policy, and shall comply with Board-adopted return-to-play requirements for head injuries, suspected concussions, fractures, significant joint injuries, and other serious conditions.

Section 8.10 Discipline, Interim Measures, and Sanctions. The Board, or such persons as the Board may authorize by policy, may impose discipline or interim protective measures for violations of these Governance Bylaws, Board-adopted policies, coach contracts, codes of conduct, or the League Policies & Rules Manual. Sanctions may include warnings, required corrective action, removal from an event, restriction of sideline or attendance privileges, temporary suspension, season suspension, non-renewal, probation, player participation restrictions, team-level sanctions authorized by the League Policies & Rules Manual, or such other action as the Board determines appropriate to protect player welfare, safety, fairness, and program integrity. The Board shall maintain written discipline procedures addressing notice, investigation, interim

measures, decision-making authority, and such opportunity to respond as the Board determines appropriate under the circumstances.

ARTICLE IX. RECORDS AND INFORMATION GOVERNANCE

Section 9.1 Records Custodian; Centralized Custody. The Secretary is NPCFL's designated Records Custodian and shall be responsible for maintaining NPCFL's corporate records in an organized, centralized repository. Directors, officers, and volunteers shall promptly deliver NPCFL records in their possession to the Records Custodian upon request and upon separation from service.

Section 9.2 Records Requests; Counsel-Controlled Production. All subpoenas, court orders, preservation demands, threats of litigation, insurance requests, law-enforcement requests, formal demands for records, and requests for records from non-directors or former directors shall be routed promptly to NPCFL's legal counsel or, if counsel has not yet been engaged, to the President and Secretary for prompt referral to counsel. No individual director, officer, coach, or volunteer is authorized to produce records on behalf of NPCFL in response to such requests except as expressly authorized in writing by counsel or by Board resolution. Requests by current directors for access to NPCFL records for governance purposes shall be handled under Board-adopted records-access procedures and shall remain subject to attorney-client privilege, work-product protection, confidentiality obligations, privacy protections for minors and families, conflict-based access limitations, and such reasonable time, place, and manner restrictions as are necessary to protect NPCFL's operations and legal interests.

Section 9.3 Minimum Corporate Records. NPCFL shall maintain, at a minimum, records required by the Act and such additional records as the Board determines appropriate, including: Articles of Incorporation and amendments; these Governance Bylaws and amendments; Board minutes and written consents; current director/officer roster; annual budgets and year-end financial statements; IRS filings (including Form 990 if required); material contracts; insurance policies; current coach contracts and required acknowledgments; records of required background-screening and training completion to the extent maintained by NPCFL; significant incident, injury, ejection, and disciplinary records maintained under Board policy; and such other records as are reasonably necessary for legal compliance, program administration, and risk management.

Section 9.4 Information Access; Inspection Procedure; Limitations. Because NPCFL has no statutory members, information-access and records-inspection rights shall be governed by applicable law as to directors and by Board-adopted policy as to non-directors. The Board shall adopt a separate Records Inspection and Information Access Policy addressing who may request records, the manner of request, response timeframes, confidentiality requirements, redactions,

reasonable copying costs, protection of minors' information, protection of donor or financial information where appropriate, preservation of attorney-client privilege and work product, and the time, place, and manner of inspection or production.^{APRIL}

Section 9.5 Document Retention; Litigation Hold. NPCFL shall adopt and maintain a document retention and destruction policy or schedule by Board resolution. The Records Custodian shall oversee compliance with that policy, subject to any litigation hold, investigation hold, insurance hold, or preservation directive issued by legal counsel or the Board.

Section 9.6 Return of Records and Property Upon Separation. Upon separation from service in any capacity, each director, officer, coach, volunteer, or advisory participant shall promptly return or transfer to NPCFL all corporate records, credentials, electronic files, devices, access rights, and other NPCFL property in that person's possession or control, subject to any preservation instructions issued by counsel or the Board.

ARTICLE X. FINANCIAL ADMINISTRATION AND CONTROLS

Section 10.1 Budget; Financial Reporting; Annual Filings. The Board shall adopt an annual budget and shall receive periodic financial reports, at least quarterly and more frequently as needed during the season, showing material income, expenses, cash balances, and significant variances from budget. The Board shall review any required annual informational tax return before filing to the extent reasonably practicable and shall receive a year-end financial summary in such form as the Board determines appropriate.

Section 10.2 Bank Accounts; Custody of Funds; Authorized Signers; Internal Controls. NPCFL funds shall be maintained only in accounts established in NPCFL's name and under its tax identification number. No NPCFL funds shall be maintained in any personal account. The Board shall designate authorized signers and persons with payment authority by resolution and shall update such authority promptly upon changes in office or responsibility. NPCFL shall maintain internal controls appropriate to its size and risk profile, including segregation of duties to the extent practical, documentation for disbursements and reimbursements, prompt deposit of receipts, and periodic bank reconciliation or review by a person who does not have sole control over disbursements.

Section 10.3 Contracts; Expenditure Authority. The Board may adopt spending authority limits, contract approval requirements, and purchasing procedures by resolution or policy. Unless the Board provides otherwise, the President and Treasurer may approve ordinary-course expenditures that are within the approved budget and within the spending limits established by the Board, provided that all such expenditures are properly documented and reported to the Board in the ordinary course.

Section 10.4 Debt; Extraordinary Commitments. NPCFL shall not incur debt, grant a security interest, enter into a multi-year financial obligation outside the ordinary course, or make any extraordinary financial commitment outside the approved budget except upon Board approval by resolution.

Section 10.5 Financial Review. The Board shall determine from time to time, in light of NPCFL's size, revenues, funding sources, insurance requirements, and risk profile, whether NPCFL should obtain an internal financial review, an independent outside review, or an audit for a given fiscal year. The Board may assign oversight of this function to a Finance Committee or to disinterested directors designated by resolution.

ARTICLE XI. INDEMNIFICATION; ADVANCEMENT; INSURANCE

Section 11.1 Indemnification. To the fullest extent permitted by Indiana law, NPCFL shall indemnify any person who is or was a director or officer of NPCFL (and any other person entitled to indemnification under the Act by virtue of serving NPCFL at the Board's request) against liability and expenses incurred in connection with a proceeding, provided the person acted in good faith and in a manner the person reasonably believed to be in NPCFL's best interests, and otherwise satisfied the standards under the Act.

Section 11.2 Advancement of Expenses. NPCFL may advance reasonable expenses incurred by an indemnified person in defending a proceeding, to the extent permitted by the Act, upon receipt of: (i) a written affirmation of the person's good-faith belief that the person has met the relevant standard of conduct, and (ii) a written undertaking to repay the advance if it is ultimately determined that the person is not entitled to indemnification.

Section 11.3 Procedure for Determination. The determination whether indemnification or advancement is permissible and the amount payable shall be made in accordance with the Act by: (a) a majority vote of disinterested directors; or (b) if disinterested directors are not available, by independent legal counsel selected by the Board.

Section 11.4 Insurance. NPCFL may purchase and maintain insurance (including directors and officers liability insurance and general liability insurance) to the extent permitted by law.

ARTICLE XII. AMENDMENT; INTERPRETATION; TRANSITION

Section 12.1 Amendments. These Governance Bylaws may be amended, repealed, or restated only by the affirmative vote of at least two-thirds (2/3) of the directors of the directors then in office at a meeting for which notice has been given that amendment of the Governance Bylaws will be considered. The notice shall include a copy or summary of the proposed amendment or

shall describe the general nature of the proposed changes. The Secretary shall preserve the notice, the proposed amendment materials, and the vote outcome with the minutes.

Section 12.2 Severability. If any provision of these Governance Bylaws is determined to be invalid or unenforceable, the remaining provisions shall continue in full force and effect.

Section 12.3 Interpretation; Order of Authority. These Governance Bylaws shall be interpreted consistently with the Act and NPCFL's Articles of Incorporation. In the event of a conflict, the Articles of Incorporation control over these Governance Bylaws, and applicable law controls over both.

Section 12.4 Transition and Policy Implementation. Upon the Effective Date, NPCFL's prior bylaws and governance provisions are superseded to the extent inconsistent with these Governance Bylaws. Prior actions taken by the Board and officers in good faith to manage NPCFL's affairs are ratified to the extent consistent with law. Following adoption of these Governance Bylaws, the Board shall adopt, review, or update such governance and operational policies as are necessary to implement them, including a conflict-of-interest policy, financial controls policy, records inspection and information access policy, document retention policy, code of conduct and discipline policy, coach and volunteer screening policy, parent/guardian/spectator conduct rules, player conduct and participation rules, injury-reporting and return-to-play requirements, and the League Policies & Rules Manual.