

**WILTON YOUTH FOOTBALL & CHEER, INC.
BY-LAWS**

Established January 2021

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ARTICLE I - NAME

- 1.1 This organization shall be known as WILTON YOUTH FOOTBALL & CHEER, INC., hereinafter referred to as the WYFC.
- 1.2 The WYFC shall be operated as a non-profit organization in the State of Connecticut and in compliance with all relevant state and federal laws and regulations.
- 1.3 The WYFC consists of three (3) youth groups – Tackle Football, Flag Football & Cheer.

ARTICLE II - PHILOSOPHY

- 2.1 The WYFC – Tackle Football shall be authorized to annually register with a youth football organization (hereinafter "Organization - Tackle") that will offer the optimum benefits to its participants as determined by the Board of Directors.
 - 2.1.1 The official playing rules and regulations of the affiliated Organization - Tackle shall be followed by the WYFC – Tackle Football as determined by the Board of Directors.
- 2.2 The WYFC – Flag Football shall be authorized to annually register with a youth flag football organization (hereinafter "Organization – Flag") that will offer the optimum benefits to its participants as determined by the Board of Directors.
 - 2.2.1 The official playing rules and regulations of the affiliated Organization - Flag shall be followed by the WYFC – Flag Football as determined by the Board of Directors.
- 2.3 The WYFC – Cheer shall be authorized to annually register with a youth cheer organization (hereinafter "Organization – Cheer") that will offer the optimum benefits to its participants as determined by the Board of Directors.
 - 2.3.1 The official playing rules and regulations of the affiliated Organization - Cheer shall be followed by the WYFC – Cheer as determined by the Board of Directors.

ARTICLE III – OBJECTIVE – PLAYERS & COACHES

- 3.1 This WYFC's existence is for the benefit of the young people and parents in Wilton.
- 3.2 This WYFC has been organized to inspire youth regardless of gender, race, ethnicity, color, or creed to practice the ideals of sportsmanship, mental strength and physical strength, as well as to bring the area youth and parents closer together through the means of common interest in sportsmanship, teamwork, fellowship, and athletic competition.
- 3.3 The WYFC shall maintain a program focused on coach/player instruction and competition with emphasis on teamwork, communication, sportsmanship, safety, citizenship, honesty, loyalty and the development of the individuality of all participants.
- 3.4 The WYFC shall encourage the adult supervision to behave in an exemplary manner while supervising the youth and keeping the mental and physical welfare and the best interests of youth foremost in their mind.
- 3.5 The WYFC shall promote mental and physical safety-first play by requiring strict compliance with all rules and regulations contained in the By-Laws, and any other rules adopted by the Board of Directors concerning safety.
 - 3.5.1 Adopted safety rules and guidelines outside the By-Laws include but are not limited to Department of Health and league or organization membership
- 3.6 The coaches shall be required to adhere to the highest standards in handling the mental and physical safety and wellbeing of the children, as well as cultivating the philosophy and objectives of the WYFC as articulated in these By-Laws.
- 3.7 The coaches shall provide a safe, organized learning experience while teaching the fundamentals of football and cheer and will discourage use of alcohol, tobacco, drugs and other abusive substances.

3.8 The WYFC shall maintain a program of voluntary adult instruction. Coaches for each team are appointed by the Directors and shall serve at the Directors sole discretion. The appointment is for one season only, August through November or March through June. Each Coach must sign a release and waiver holding the Board harmless for all their actions and acknowledge that their coaching term is for one season at the sole discretion of the Board and that they may be removed from the team or program with or without cause before, during or after any season. Compensation, if any, for coaches shall be set in the sole discretion of the Board.

3.8.1 Coaching Requirements: As applicable by youth groups rules and regulations.

- Background Checks
- USA Football Heads-Up Certification
- CDC Concussion Certification
- First Aid
- CPR

3.8.2 Roster Management: Coaches for each team will follow the guidelines and ways of working established by the board to staff assistant coaches and manage rosters. This includes on field management, drafts and team creation.

ARTICLE IV - MEMBERSHIP

4.1 There shall be no members.

ARTICLE V - PARTICIPATION

5.1. Residence and Other Requirements. Any youth living within the town and meeting the age, grade, and skill requirements as set forth in the Rules and Regulations shall be eligible to participate. Youth from other cities and towns shall be afforded the same opportunity as decided by the Board on a case-by-case basis. In deciding whether to admit a non-resident youth, the Board shall consider such relevant factors as the youth's other available opportunities to participate in football or cheer.

Grade, age, code of conduct history, and medical condition that are deemed by WYFC to put a youth or other youths at risk and place of residence shall be the only reasons for not allowing a youth to play, with the exception that any youth whose conduct is detrimental to his or her team, coaches or the WYFC, or who violates the rules of football or rules and regulations, may be suspended or expelled from the WYFC.

There may be circumstances when, in the opinion of the head coach a youth does not possess the physical and/or emotional maturity required to play football or cheer in the WYFC without potentially exposing himself or herself to undue risk of harm or without unduly interfering with the experience intended to be provided to other players. In these circumstances, it would be appropriate for the coach to discuss the situation with WYFC Board and the youth's parents or guardians. The coach and WYFC Board have the final say whether the youth shall be permitted to continue his or her participation in WYFC.

ARTICLE VI - BOARD OF DIRECTORS

6.1 The management of the property and operation of the WYFC is vested in the Board of Directors and otherwise all powers of the WYFC shall be exercised by, or under the authority of, the Board of Directors.

6.2 The WYFC shall consist of a Board of Directors of not less than five (5) or more than nine (9) persons. Election of the Board shall take place annually in November by the majority vote of the Directors at a meeting called for such purpose.

Further, the Board of Directors shall have no less than five (5) head coaches across all three (3) youth groups (Tackle, Flag & Cheer) serving as Directors.

If after the resignation or removal of a Director, there are less than five (5) head coaches serving on the Board of Directors, the Directors shall fill such vacancy under the authority of Article 6.5 by appointing a head coach to the Board of Directors. The Board will attempt to have representation on the Board across all three (3) school levels – K-2, 3-5, 6-8.

6.3 The Board of Directors shall have authority to elect a President WYFC, Vice President of Tackle/Flag, Vice President Cheer, Secretary WYFC, Treasurer WYFC, Director of Tackle, Director of Flag, Director of Cheer, Director of Tackle/Flag, and such other officers as shall be determined by the Board of Directors.

6.4 A Director may resign, be suspended or terminated by a two-thirds vote of the Directors present at a regular or special meeting.

The Director involved must be notified of such planned action and the reason for such planned action at least one week prior to the meeting in which the suspension or termination will be initiated, and in turn, be given the opportunity to respond, before such vote is taken.

6.5 Any Director position becoming vacant during the year may be filled by a majority vote of the remaining Directors present at any Board Meeting.

6.6 Each Director must sign a waiver, release and hold harmless agreement acknowledging they can be voted off the Board as set forth herein for any reason with or without cause.

<need a waiver>

6.7 Directors will serve a two-year (2) term. Every two (2) years a vote will occur. A Director can serve consecutive terms

6.8 Directors shall have the right to suspend any person (Coach, Parent, family member, spectator or participant) from participating in any WYFC activities or events for any breach of the "Code of Conduct" for coaches, referees, players, or parents as set forth from time to time by the Directors or any conduct on or off the field which the Directors determine in their sole discretion to be detrimental to the program. See also section 10.3 which covers suspension from the program as a result of litigation.

Directors need to communicate by email and phone to the President or a Vice President any suspensions within 6 hours of the decision.

ARTICLE VII - MEETINGS

7.1 Quorum, Adjournment and Manner of Acting. Unless a greater proportion is required by law, a majority of the number of directors then in office shall constitute a quorum for the transaction of business.

In the absence of a quorum for any such meeting, a majority of the Directors present may adjourn such meeting to another time and place until a quorum shall be present. Notice of any adjourned meeting need not be given.

The act of a majority of the directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute in these By-Laws.

7.2 The President, or in the absence of the President, the officer designated by the President, will preside at all meetings.

7.3 Board Meeting Agenda. At each Board meeting, the first two items on the Agenda will be approval of minutes from the previous Board meeting and Acceptance of Financials. As part of the Acceptance of financials, the Treasurer will produce a Treasurer's report detailing money flows in all of the WYFCs accounts. Including but not limited to all bank accounts, all credit card accounts, PayPal accounts, Sports Illustrated Accounts thru League Athletics, and any other account that either accepts monies on behalf of the WYFC or pays out any monies on behalf of the WYFC. This Treasurer's report will be balanced monthly with the bank statements or any other statements detailed above by the Vice Presidents and presented to the Board for full Board approval.

7.4 Each Director in attendance at any meeting is entitled to one vote. A majority of those present at any meeting may authorize action on any matter coming before the Board except as provided in Articles 6.4. and 11.1.

7.5 Regular meetings of the Board of Directors shall be held on a monthly basis. There shall be an annual public meeting on the first meeting date in May each year for all parents of participants at which time the President and Vice Presidents will give a state of the Program address and hear comments, complaints or recommendations relative to the program, along with the other Board members.

7.6 The Board of Directors, in lieu of taking a vote at a meeting, may authorize any action by the signature of each Board member on a written consent to action. E-mail confirmation of acceptance is allowed.

- 7.7 Action without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. Such action shall be evidenced by one or more written consents describing the action taken, shall be signed by each Director and shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken is the act of the Board of Directors when one or more consents signed by all the Directors are delivered to the WYFC. The consent may specify the time at which the action taken there under is to be effective. A Director's consent may be withdrawn by a revocation signed by the Director and delivered to the WYFC prior to delivery to the WYFC of un-revoked written consents signed by all the Directors. E-mail and other electronic media may be used in these cases with the prior consent and authorization of the board.
- 7.8 The Board and any committee thereof shall keep regular minutes of its proceedings and post on website [within 60 days].
- 7.9 Participation by Telephone and Other Means. Any or all of the members of the Board or any committee thereof may participate in a regular or special meeting of the Board or committee by means of, or conduct the meeting through the use of, any means of communication by which all Directors participating in the meeting can simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.
- 7.10 Conflicting Interest Transactions. If any Director of the Board has a "conflicting interest" with respect to a transaction effected or proposed to be affected by the WYFC, as defined in Section 33-1127 of the Connecticut General Statutes, that Director and the WYFC may proceed to effect such transaction only as set forth in Section 33-1127 et seq. of the Connecticut General Statutes relating to Directors' conflicting interest transactions. Further, notwithstanding compliance with the above statute, such transaction may be undertaken by any Director or the WYFC only to the extent such transaction does not constitute an excess benefit transaction, as defined in Section 4958 of the Internal Revenue Code. Directors affected by these restrictions will announce that they will recuse themselves from participation to the full board.
- 7.11 Attendance at Meetings. Should any Director or their proxy be unable or unwilling to attend at least 50% of scheduled Board meetings occurring between consecutive Annual Meetings, that person shall not be entitled to serve as a member of the Board, and his or her position shall be considered vacant.

ARTICLE VIII - OFFICERS

- 8.1 Annual Elections. Directors shall be subject to election at the November Meeting and shall hold office for two (2) years thereafter or until their successors is duly elected and qualified. They shall receive no remuneration for their services. In the event of a vacancy on the Board, the Board shall promptly elect a qualified individual to fill the vacancy until the next Annual Meeting. If the vacancy resulted from a departure from the Board then, regardless of the reason for the departure.
- 8.2 By the October meeting of each calendar year, the Directors shall develop a list of candidates for officers for the forthcoming year. Other candidates may be nominated by the Directors in attendance at such meeting. It is required that a majority of the Directors be in attendance for the election of officers. An officer may be removed by majority vote of the Directors.
- 8.3 At a minimum, the officers of the WYFC shall consist of those officers set forth in Section 8.3.

The officers shall have the following authority:

8.3.1 President: The President shall be responsible for conducting the affairs of the WYFC and executing the policies established by the Board of Directors.

The President shall present a report of the condition of the WYFC at the February meeting of each year. At other times when deemed appropriate, the President shall communicate to the members of the WYFC such matters as may in the opinion of the President be relevant to the welfare of the WYFC.

The President shall preside at all Board of Directors meetings and may call special meetings as deemed appropriate.

The President shall submit to the Board for the Board's approval his appointments to any special committees designated by the President.

The President may appoint Board Members to any non-officer positions.

The President is responsible for the WYFC complying with all rules and regulations of the Organizations with which it is affiliated.

The President and Vice Presidents are responsible for the following for the youth groups (3):

- Recruiting head coaches
- Coordinating of all administrative activity
- Establishing a team parent program.
- Managing vendors or 3rd parties to support the achievement of the objectives in Article III
- Affiliated organization involvements – e.g., High School sports
- Budgets and P&L
- Marketing, Recruitment & Communication

Communication includes promotion, disbursement of pertinent information, & recognition of the WYFC

Communication of publicity shall be handled through disbursement of pertinent information, letters, meetings, newspaper articles, flyers, e-mails, website, social media & other media deemed acceptable.

8.3.2 Vice President – Cheer & Tackle/Flag: The Vice President shall be responsible for overall scheduling, players draft, enforcement of rules and regulations adopted by the WYFC, and other matters delegated by the Board or the President.

The Vice President shall have the duty of leading the raising of funds for the WYFC and submitting plans for Board approval for raising the income projected in the budget, and then the execution of those plans.

The President and Vice Presidents are responsible for the following for the youth groups (3):

- Recruiting head coaches
- Parent code conduct communication – e.g., behavior
- Coach/Player – safety policy communication – e.g., buddy system
- Coordinating of all administrative activity
- Establishing a team parent program
- Managing vendors or 3rd parties to support the achievement of the objectives in Article III
- Affiliated organization involvements – e.g., High School sports
- Budgets and P&L
- Marketing & Recruitment Communication
- Camp & Tournament Coordination & Management
- Youth Night Coordination & Management

Communication includes promotion, disbursement of pertinent information, & recognition of the WYFC

Communication of publicity shall be handled through disbursement of pertinent information, letters, meetings, newspaper articles, flyers, e-mails, website, social media & other media deemed acceptable.

8.3.3 Treasurer: The Treasurer shall receive and disburse all monies of the WYFC and deposit and disburse such funds to, and from, depository(ies) approved by the Board. He/she is responsible for financial records, preparation of an overall WYFC budget, and government filings.,

The Treasurer shall prepare an annual budget with the appointed leads for each youth group for Board approval, authorize expenditures only within the approved budget, and alert the Board to possible necessary adjustments in that budget during the year.

The Treasurer shall maintain records of all receipts and disbursements and otherwise maintain records so as to ensure the WYFCs non-profit tax status. The Treasurer shall present a summary of the financial condition of the WYFC at each Board meeting. Annually, the Treasurer shall be responsible for preparing an Income Statement and Balance Sheet.

The Treasurer shall insure that filings are completed on any required government tax reports and ensure that the WYFC continues to be a WYFC in good standing in the State of Connecticut.

8.3.4 Secretary: The Secretary is responsible for the recording of the activities of the WYFC and maintaining and filing with the Organization with which the WYFC is affiliated, lists and necessary records.

The Secretary shall maintain a list of all Directors, Officers and Committee Members.

The Secretary shall be the primary contact of all created committees and relay communication to Board.

The Secretary shall give notice and arrange for facilities of all meetings of the WYFC, the Board and Committees.

The Secretary shall manage online accounts – shared drives, email exchanges, etc.

The Secretary shall record the proceedings of the meetings of the Board of Directors. A copy of the Board minutes shall be made available to each Director prior to the next meeting. Board minutes shall be posted on the website within 60 days of the meeting.

8.3.5 Youth Group Directors (3) of Cheer, Tackle & Flag: The Youth Group Directors shall be responsible for or support President, Vice Presidents, Coaches, Parents, Players and Referees for the following:

1. Safety & Policy Compliance - codes of conduct, rules & regulations, etc.
2. Certification & Code of Conduct completion
3. Equipment inventory, procurement & maintenance*
4. Affiliated organization involvements – e.g., High School sports
5. Clinic organization
6. Fundraising communication and efforts
7. Committee leadership
8. Team Parent leadership
9. School level leadership – K-2, 3-5, & 6-8.
10. Camp & Tournament Coordination & Management

* Equipment shall conform to all relevant safety standards, in sufficient quantities to ensure that all participants are outfitted with properly fitting equipment.

8.3.6 Director of Tackle/Flag/Cheer: The Director of Tackle/Flag shall be responsible for:

- (a) Recruiting head coaches in conjunction with the President and Vice Presidents and presenting them for approval by the Board, coordinating, and certifying the head coaches.
- (b) Making sure all coaches and referees sign and return to the Youth Group Directors an executed code of conduct and complete required certifications. This includes working with vendors to complete the requirements.
- (c) Coordinating of all referee activity including, but not limited to, scheduling, registration, payment and documentation, including without limitation compiling rosters, and setting up communication relationships.
- (d) Coordinating player registration and documentation, including without limitation compiling rosters, setting up communication relationships between players and players' parents, and assisting in the publicity for registration dates.
- (e) Youth Night Coordination & Management

8.4 Tenure of Officers and Agents. The officers and agents of the WYFC hold their offices and appointments at the pleasure of the Board of Directors. Any officer or agent may be removed at any time by the Board of Directors with or without cause. Any officer may resign at any time upon written notice to the WYFC. Each officer shall hold office until the earlier of

- (a) the election and qualification of his or her successor, and
- (b) his or her resignation or removal. Any vacancy occurring in any office, by resignation or removal, or otherwise, shall be filled by the Board of Directors.

8.5 Resignation. Any Director may resign at any time by delivering written notice to the Board of Directors or the Secretary of the WYFC. Such resignation shall take effect when such notice is so delivered unless the notice specifies a later effective date.

8.5.1 Directors will do their best to give the board notice one season ahead of their self-determined resignation to provide proper shadow and preparation time for incoming candidates.

ARTICLE IX - COMMITTEES

9.1 Committee Creation. The Board of Directors may create one or more committees and appoint one or more Directors to serve on them. The creation of a committee and the appointment of Directors to a committee shall be approved by a majority of all the Directors in office when the action is taken.

To the extent specified by the Board of Directors, each committee may exercise the power of the Board of Directors, except that a committee may not (i) fill vacancies on the Board of Directors or, except as provided in this section, on any of its Committees, (ii) adopt, amend or repeal these By-Laws, (iii) approve a plan of merger, approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the WYFC, other than in the usual and regular course of affairs of the WYFC, or approve a proposal to dissolve the WYFC, (iv) exercise any other authority prohibited by law or (v) conduct financial transactions without approval from the WYFC Board.

9.2 Committee Rules. Sections of these By-Laws which govern meetings, action without meetings, participation in meetings by conference telephone, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members as well.

9.3 Service on Committees. Each committee of the Board of Directors shall serve at the pleasure of the Board of Directors. The creation of delegation of authority to, or action by a committee does not alone constitute compliance by a Director with the standards of conduct described in Section 33-1104 of the Connecticut Revised Non-stock WYFC Act.

The Board of Directors may appoint one or more Committee leads as alternate Leads to replace any absent or disqualified Lead during the Lead's absence or disqualification. In the event of the absence or disqualification of a Lead of a committee, the Lead or Leads present at any meeting and not disqualified from voting, may by unanimous vote, appoint another Lead to act in place of the absent or disqualified Lead.

9.4 Committees. The Board of Directors shall also establish a Grievance Committee, which Committee shall, unless modified by Board action, be charged with investigating any complaint or protest filed with the WYFC, and such Committee shall act in furtherance of the dispute resolution provisions of Article X of these By-Laws. The Chairperson of the Grievance Committee shall not be a current coach in the program and does not have to be a board member but may be on the board.

The Board of Directors shall also establish a Coaches Committee for each youth group, which Committee shall, unless modified by Board action, be engaged to review rules and regulations, equipment and coach needs per school level (K-2, 3-5, 6-8). The Chairperson of each Committee shall be a current coach in the program and does not have to be a board member but may be on the board.

The Board of Directors shall also establish a Fundraising Committee, which Committee shall, unless modified by Board action, be engaged to investigate fundraising opportunities for each youth group.

The Board may establish any other Committee it deems appropriate and delegate authority to such committee as it deems appropriate. A Committee shall include at least three (3) members, at least one (1) board member and shall be appointed by the President.

ARTICLE X - DISPUTE RESOLUTION

10.1 Complaints or protests pertaining to misconduct by a player, coach, officer, Director, or parent, or violation of the rules and regulations of the WYFC by any such person shall be filed, in writing, with a Board member in prompt fashion, stating the nature of the misconduct and/or violation, and including the date, time, place and individuals involved. The Board shall have the authority to delegate to the Grievance Committee such complaint or protest for investigation and mediated or other such resolution; but failing such resolution, the Board shall hear such complaint and issue any findings and sanction deemed appropriate.

10.2 Individuals mentioned in such complaint or protest shall be notified in writing as opportunity to respond to same. If the Grievance Committee fails to resolve such complaint or protest, the Board shall be so notified and thereupon such complaint or protest shall be heard at a Board meeting, and upon such hearing, the board shall be authorized to act.

10.3 In the event of a lawsuit against the WYFC or against any Wilton Youth Organization by a Board Member, Coach, Parent or Participant, the Board may prevent any participation or involvement of any kind in the program by the litigant and or any family member of the litigant until said lawsuit is resolved.

ARTICLE XI — ORGANIZATION REPRESENTATION

11.1 The Board of Directors shall approve the delegates (and alternate delegates) to the Organizations with which the WYFC youth groups are affiliated; provided however, the President and Vice Presidents shall, by holding such office be deemed to be a delegate during his or her tenure as President or Vice President.

ARTICLE XII — FISCAL YEAR TAXES & INSURANCE

12.1 The fiscal year of the WYFC shall end on December 31st of each year, or such other twelve consecutive months as determined from time to time by vote of the Board of Directors. The President and Treasurer shall be responsible for the proper and timely filing of all Federal, State and local tax returns and payments and for securing any available exemptions therefrom.

12.2 The WYFC is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501 (c) (3) of the Internal Revenue Code.

No part of the net earnings of the WYFC shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the WYFC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the WYFC shall be the carrying on of the propaganda, or otherwise attempting to influence legislation, and the WYFC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the WYFC shall not carry on any other activities not permitted to be carried on (a) by a WYFC exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a WYFC, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the WYFC, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

12.3 Responsibility for Insurance, Documentation and Medical Services.

- a) assure that all roster forms are fully completed and signed and on file for every player within their youth group.
- b) assure that documentation of all the weight, birth date and school class level for each player within their organization is complete and, in the format, determined by the Board. In the event that a team's forms are incomplete or not in the required format by the first game of the regular season, the team shall forfeit all games until it comes into compliance with the requirements of this paragraph.
- c) provide a uniform accident insurance policy to protect the players and coaches of each team during practices and any and all games.
- d) arrange for emergency medical services or as determined by the board to be present at all WYFC games.

ARTICLE XIII FINANCES, BOOKS AND RECORDS

13.1 The WYFC shall maintain complete books and records of account and shall keep minutes of the proceedings of its Board of Directors, and any committee or committees, if any.

13.2 Assets. All monies, valuables and property of every description received or held by the WYFC shall be used to further the objectives articulated in Article III and for no other purpose.

13.2.1 The Board shall decide all matters pertaining to the finances of the WYFC and shall be kept informed of the financial affairs of the WYFC in a timely manner by all Directors.

13.2.2 All income shall be placed in a common WYFC bank account managed by the Treasurer with President as co-signatory and shall be expended as determined by the Board. All monies in excess of expenses shall be carried over to the following year to be used to decrease assessments or to be used in the best interests of the WYFC as determined by the Board.

13.2 Books and Records. There shall be kept correct and complete books and records of account and minutes of the proceedings of the WYFC's Directors and committees, and a current list of the Directors and officers of the WYFC and their business addresses.

At intervals of six (6) months, the WYFC shall prepare a balance sheet showing its financial condition as of a date not more than thirty-day (30) days prior thereto and a profit and loss statement respecting its operations for the twelve months preceding such date. The balance sheet and a profit and loss statement shall also be maintained by the Secretary and be kept for at least ten years from such date and shall be subject to inspection by any Director.

The Treasurer shall provide reports of finances to the Board of Directors at regular meetings of the Board of Directors. Such reports shall summarize income, expenditures and assess needs for fundraising projects for WYFC overall and each youth group.

13.3 Checks, Notes and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the WYFC's President, Vice Presidents or Treasurer's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidence of indebtedness; to enter into contracts, or to execute and deliver other documents and instruments. Any such documents or agreements shall be subject to inspection by any Director at any time.

13.4 Budgets, Transactions and Approvals: Prior to the beginning of the fiscal year, the President, Vice Presidents and Treasurer shall draft a budget which shall be submitted for the consideration and approval of the Board of Directors, as provided by these By-Laws.

All budgeted operating expenses and all expenditures shall be approved by the Board of Directors under the following conditions:

- President and Vice Presidents are authorized to approve any budgeted expenditure incurred up to \$500 with if approved between them with no further approvals
- Any payout between \$501 and \$1,000 requires the addition of the Treasurer to gain approval.
- Any payout over \$1000 requires full Board vote and approval by a "majority" of the Board.

All unplanned budgeted operating expenses and all expenditures shall be paid out of the corporate account by the Treasurer or such other person as may be so designated and authorized by the Board of Directors under the following conditions:

- The Treasurer is authorized to pay out any expenditure incurred up to \$250 with no further approvals
- Any payout between \$250 and \$1,000 requires the Treasurer to gain approval from the President and at least one Vice President.
- Any payout over \$1000 requires full Board vote and approval by a "majority" of the Board,

13.5 Acceptable Expenditures. The WYFC shall in its sole discretion allocate monies with the "Wilton Football and Cheer Family". These expenditures include but are not limited to vendor services, equipment, merchant purchases/fees, donations, pre-approved Board Member entertaining (majority Board vote required), facility improvements, merchandising, uniforms, and player/family assistance.

ARTICLE XIV LIABILITY AND INDEMNIFICATION

14.1 Liability. Directors and officer of the WYFC shall not be personally liable for monetary damages as such for any action taken, or any failure to act, unless: (i) such director or officer has breached his/her fiduciary duty as set forth below, AND (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or gross negligence.

14.1.1 Directors and officers of the WYFC shall stand in a fiduciary relationship to the WYFC and shall perform his or her duties as a director or officer, including his or her duties as a part of any committee of the Board upon which he or she may serve in good faith, in a manner he or she reasonable believes to be in the best interest of the WYFC, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

In performing his or her duties, directors and officers shall be entitled to rely in good faith on information, opinion, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more officers or employees of the WYFC whom the executive board representative or officer reasonably believes to be reliable and competent in the matters presented.
- (b) Counsel, public accountants or other persons as to matters which the executive board representative or officer reasonably believes to be within the professional expert competence of such person.
- (c) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee to executive board representative or officer reasonably believes to merit confidence.

14.1.2 Directors and officers shall not be considered to be acting in good faith if they have actual knowledge concerning any matter which would cause his or her reliance to be unwarranted.

14.1.3 Absent breach of fiduciary duty, or failure to act in good faith or self-dealing, actions taken as a director or officer or any failure to take any action shall be presumed to be in best interest of WYFC.

14.2 INDEMNIFICATION - Each officer, director or employee of the WYFC shall be indemnified by the WYFC in accordance with the Certificate of Insurance. An Insurance policy indemnifying the Board shall be in effect at all times.

ARTICLE XV — CORPORATE SEAL

15.1 The Seal. No seal will be required for this WYFC

ARTICLE XVI - AMENDMENT OF BY-LAWS

16.1 Amendment: These By-Laws may be amended, repealed or altered in whole or in part by two thirds vote at any duly organized meeting of the Board of Directors. Notice of the proposed change(s) must be given each Director at least seven (7) days prior to the meeting where the vote of approval is sought. The By-Laws may not be amended, repealed or altered at any meeting where there is less than a majority of the Directors present.

ARTICLE XVII DISSOLUTION

17.1 Upon dissolution of the WYFC and after all outstanding debts and claims have been satisfied, the Directors shall distribute all monies and property of the WYFC to recognized organizations maintaining objectives similar to those of the Organization.