



Bylaws & Code of Regulations of Licking Heights Youth Sports League

ARTICLE I NAME, CHARTER AND PRINCIPAL OFFICE

The name of the corporation is Licking Heights Youth Sports League (the “Corporation”). The Corporation is an Ohio not-for-profit corporation created pursuant to the provisions of Chapter 1702 of the Ohio Revised Code. The principal office of the Corporation shall be the location set forth in the Corporation’s Articles of Incorporation.

ARTICLE II PURPOSE

The purposes for which the Corporation is formed shall be:

- a) To provide a feeder system for high school football, cheerleading, wrestling and other youth recreational sports for the Licking Heights School District.
- b) To provide a supervised competitive sports program for any eligible youth in the Licking Heights community and surrounding areas.
- c) To teach youth participants the basic fundamentals, conditioning, discipline, and teamwork as it pertains to full-contact tackle football, youth wrestling and/or sideline cheerleading and cheerleading competition; and other youth recreational sports.
- d) To promote child development, sportsmanship, and fair play through general youth sport and recreational activities.

The Corporation is organized exclusively for charitable, scientific, literary and educational purposes, including the making of distributions to organizations which qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding section of any future United States Internal Revenue Law, for the time being exclusively for a public purpose.

In pursuit of its purpose, the Corporation may generally do and perform each and every act, deed and thing incidental to said purposes or necessary, useful, convenient, appropriate or proper for the attainment, furtherance, or exercise of any of the purposes, objects and powers enumerated in this Code of Regulations.

ARTICLE III

MEMBERS

The Corporation has no members as such, and the Directors of the Corporation shall, for the purposes of any statute or rule of law now and hereafter in effect, be taken to be the members of the Corporation and shall have all the rights and privileges of members.

ARTICLE IV

THE BOARD OF DIRECTORS

Section 1. Number. The Board of Directors shall consist of no less than three (3) members and no more than twelve (12) members. The number of Directors may be increased or decreased by resolution adopted by a majority of the Board of Directors, but no such decrease shall have the effect of shortening the term of any incumbent Director.

Section 2. Qualifications.

- a) The members of the Board of Director shall be individuals who:
 - i. Are eighteen (18) years of age or older; and
 - ii. Support the purposes of the Corporation as set forth in this Code of Regulations.
 - iii Complete and pass all screening required by the Board of Directors

Section 3. Election. The election of the Directors shall take place at the annual meeting of the Board of Directors and if the annual meeting of the Board of Directors is not held or the Directors are not elected thereat, the Directors may be elected at a special meeting called and held for that purpose. Directors shall be elected by the current Board of Directors.

Section 4. Terms of Office. Each Director shall be elected for a two (2) year term. The term of each Director shall commence upon the Director's election and shall continue until the Director's term expires or until a successor has been elected and qualified.

Section 5. Resignation and Removal. A Director shall indicate his or her intention to resign by submitting such resignation to the Board of Directors. The Board of Directors of the Corporation acting by a two-thirds (2/3) majority vote at any duly called meeting may remove a member of the Board of Directors.

Section 6. Vacancies. When a vacancy occurs on the Board of Directors, whether by death, resignation, removal, incapacity or otherwise, the remaining members of the Board of Directors may fill such vacancy by majority vote at a meeting called for such purpose, and the Director so elected shall serve for the remainder of the term of the Director being replaced.

Section 7. Powers and Duties of the Board of Directors. The business and affairs of the Corporation shall be conducted by the Board of Directors, and all powers of the Corporation, except as otherwise provided by this Code of Regulations or by law, shall be vested in the Board of Directors.

Section 8. Benefits of the Board of Directors. All active Board Members who have children participating in any of our programs will receive a discount or refund of registration fees according to the following schedule. First child participant will be free of charge, Second child participant will owe ½ of the registration fee, this will hold true for the third and up participants. This benefit is for all programs covered by the LHYSL organization.

Section 9. Meetings.

a) Annual Meeting. The annual meeting of the Board of Directors, for the purpose of electing Directors and transacting such other business as may be appropriate, shall be held during the month of February, or upon such other date as the Board of Directors may determine.

b) Regular Meetings. The Board of Directors shall hold regular meetings as determined from time to time by the Board of Directors. The President may specify a meeting date other than as established by the Board of Directors on appropriate notice designating the alternative time for such meeting.

c) Place of Meetings. Meetings shall be held at such places the Board of Directors from time to time determines, unless otherwise specified in the notice thereof. Any regular meeting may be dispensed with by a majority of Directors present and voting, provided that a minimum of four (4) regular meetings, one of which shall be the annual meeting, shall be held in each fiscal year. Meetings may also be held through any authorized communications equipment and participation by a Director in a meeting through the use of any of those means of communication constitutes presence in person of that Director at the meeting for purposes of determining a quorum.

d) Authorized Communications Equipment. “Authorized Communications Equipment” means equipment that provides a transmission, including by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the Director involved and allows all persons participating in a meeting to contemporaneously communicate with each other.

e) Special Meetings. Special meetings of the Board of Director may be called by the President of the Board of Directors or upon the request of not fewer than two (2) of the Directors. All special meetings shall be held at such place specified in the written notice of the meeting, and only issues identified in such written notice may be acted upon at the special meeting.

f) Action by Written Consent. To the extent permitted by law, any lawful action of the Board of Directors may be taken without a meeting, if written consent to such action is signed by all the Directors and filed with the minutes of the Board of Directors.

g) Notice and Waiver. Notice of any special meeting or regular meeting shall be given at least seven (7) days prior thereto. Notice may be given in writing, delivered personally or by mail addressed to the Director’s address or, if the Directors have available telecopy or electronic mail facilities, by telecopier or electronic mail transmitted to the telephone number or electronic mail address which appears on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

h) Quorum. A majority of active Board of Directors shall constitute a quorum for the transaction of business by the Board of Directors. At any meeting at which a quorum is present, the majority of those present may bind the Board of Directors.

i) Voting. At any meeting of the Board of Directors at which a quorum is present, each member of the Board of Directors shall have one (1) vote. The President may not have a vote unless in cases of a deciding vote would be needed.

j) Attendance. Each member of the Board of Directors shall attend not fewer than seventy-five percent (75%) of the meetings of the Board of Directors during each year. A Director may be excused for failing to attend a meeting for good cause shown by a majority vote of the other Directors present at such meeting.

k) Reimbursement of Expenses. In the event that a meeting of the Board of Directors is held outside of the State of Ohio, the Corporation shall reimburse each Director for his or her direct expenses incurred in attending such meeting. Directors shall not receive any compensation for their service as Directors.

l) Rule Making Authority. The Board of Directors may, from time to time, establish rules, regulations, and policies in order to carry out the purposes of the Corporation.

ARTICLE V **OFFICERS**

Section 1. Election of Officers. The Board of Directors shall meet as soon as reasonably practical for purposes of electing the initial officers of the Corporation. Thereafter, at each annual meeting of the Corporation, the Board of Directors shall elect the officers of the Corporation. Officers may be nominated by members of the Board of Directors at the annual meeting.

Section 2. Removal of Officers. The Board of Directors may remove any officer at any time, with or without cause, by a majority vote.

Section 3. Term of Office. All officers shall serve at the pleasure of the Board of Directors for a term of two (2) years. All officers shall serve until their successors have been elected and qualified.

Section 4. Designation of Officers. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The Corporation may have such other officers as the Board of Directors may from time to time deem appropriate. The officers may, but need not be, chosen from among the members of the Board of Directors.

Section 5. President. The President shall preside at all meetings of the directors and shall have general and active management of the business of the Corporation. The President may sign, execute, and deliver in the name of the Corporation all deeds, mortgages, bonds, contracts, or other instruments, either when specifically authorized by the Board of Directors, or when required or deemed necessary or advisable by the President in the ordinary conduct of the Corporation's normal business, except in cases where the signing and execution thereof shall be expressly delegated by these Regulations or the Board of Directors to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed by some other officer or agent.

Section 6. Vice-President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed by law, the Articles of Incorporation, these Regulations, or by the Board of Directors.

Section 7. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of the Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he or she shall act. The Secretary shall keep in safe custody the corporate seal of the Corporation, if any, and when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed it shall be attested by his or her signature or by the signature of an Assistant Secretary. The Secretary shall ensure that a copy of each of the following are kept at the principal office of the Corporation at all times: (i) these Regulations, as may be amended from time to time; (ii) a record containing the name and address of each of the Corporation's Directors and the dates that each individual served as a Director of the Corporation; and (iii) a book of minutes of all meetings of the Directors or committees of the Corporation, which minutes shall include the time and place of such meeting, the names of those present or represented at the meeting, and the proceedings thereof. Upon request from a Director, the Secretary shall exhibit at all reasonable times to such Director, or to his or her agent or attorney, a copy of the Corporation's Code of Regulations, the Director book, or the minutes of the proceedings of the Directors or committees of the Corporation.

Section 8. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trusts, and companies as selected by the Board of Directors. The Treasurer shall receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever, and shall disburse, or cause to be disbursed, the funds of the Corporation as directed by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, accounts, assets, liabilities, receipts, disbursements, gains, and losses. Further, upon request from a Director, the Treasurer shall exhibit at all reasonable times the books of account and financial records of the Corporation to such Director or to his or her agent or attorney. The Treasurer shall render to the President or the Board of Directors, whenever requested, an account of any or all of the Treasurer's activities or the financial condition of the Corporation. The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the Corporation's financial statements to be included in any required reports. The Treasurer shall perform such other duties as shall from time to time be imposed upon him or her by the President or the Board of Directors.

Section 9. Bonds. The Board of Directors may require any or all officers to be placed under financial bond of such kinds and in such amounts as may be determined by the Board of Directors to be necessary or advisable to safeguard the financial welfare of the Corporation.

ARTICLE VI **COMMITTEES**

The Board of Directors, by this Code of Regulations or by resolution, may provide for committees of Directors and persons who are not Directors as it may deem desirable for the proper operation of the

Corporation and may assign to any such committee such powers and duties as it may determine; provided, however, such committees shall not be empowered to exercise the powers of the Board of Directors.

ARTICLE VII

INDEMNIFICATION

Section 1. Right to Indemnification and Payment of Expenses. The Corporation shall indemnify and shall pay the expenses of any person described in, and entitled to indemnification or payment of expenses under, the provisions of Chapter 1702 of the Ohio Revised Code as such chapter may be altered or amended from time to time and to the full extent permitted thereby.

Section 2. Purchase of Insurance. The Corporation may purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self-insurance, for or on behalf of any person who is or was a Director, officer, employee, agent, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, agent or volunteer of another domestic or foreign, nonprofit corporation or corporation for profit, or a partnership, joint venture, trust or other enterprise, against any liability asserted against her and incurred by her in any such capacity, or arising out of her status as such, whether or not the Corporation would have the power to indemnify her against such liability under this Article VII. Insurance may be so purchased from or maintained with a person in which the Corporation has a financial interest, provided that the material facts of the interest are known or disclosed to the Board of Directors, and the Board of Directors in good faith authorizes the purchase by the affirmative vote of a majority of disinterested Directors.

Section 3. Rights not Exclusive. The indemnification provided in this Article VII shall not be deemed exclusive of other rights to which those seeking indemnification may be entitled under the Articles of Incorporation of the Corporation, this Code of Regulations, any agreement, any insurance purchased by the Corporation, a vote of the Board of Directors of the Corporation or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee, agent or volunteer of the Corporation and shall inure to the benefit of heirs, executors and administrators of such person; provided, however, there shall be no duplicative payments by the Corporation on behalf of any person.

ARTICLE VIII

DONATIONS AND SPECIAL FUNDS

The Corporation shall have authority to receive donations from any source in cash or other property acceptable to the Board of Directors, and the Board of Directors may accept donations subject to restrictions as to the uses and purposes for which the same may be applied or which limit the time, manner, amount or other terms of such application, provided that such uses and purposes and terms of applications specified are within the purposes of the Corporation and do not violate the Articles of Incorporation, this Code of Regulations, or any applicable statute or rule of law. To facilitate the making and administration of restricted donations, the Board of Directors may establish special trusts or funds, donations to which shall be held for specified uses and purposes or other terms of application, provided that such specific uses and purposes and terms of application are within the purposes of the Corporation and do not violate the Articles of Incorporation, this Code of Regulations, or any applicable statute or rule of law. The authority granted to the Board of Directors in this Article VIII shall be deemed to be in addition to, and not in limitation of, the authority and powers otherwise granted to each of them.

ARTICLE IX

CONFLICTS OF INTEREST

Section 1. Purpose. The purpose of this Article IX (the “Conflict of Interest Policy”) is to protect the Corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

a) **Covered Persons.** This Conflict of Interest Policy applies to the Corporation’s Directors and officers (“Covered Persons”). Each Covered Person shall be required to acknowledge, not less than annually, that he or she has read and is in compliance with this policy.

b) **Covered Transactions.** This Conflict of Interest Policy applies to transactions (“Covered Transactions”) between the Corporation and a Covered Person, or between the Corporation and another party with which a Covered Person has a significant relationship. A Covered Person is considered to have a significant relationship with another party if:

i. the other party is a family member, including a spouse, parent, sibling, child, stepchild, grandparent, grandchild, great-grandchild, in-law, or domestic partner;

ii. the other party is an entity in which the Covered Person has a material financial interest. Such other party shall include any entity in which the Covered Person and all individuals or entities having significant relationships with the Covered Person own, in the aggregate, more than 10%; or

ii. the Covered Person is an officer, director, trustee, partner, or employee of the other party.

A Covered Transaction also includes any other transaction in which there may be an actual or perceived conflict of interest, including any transaction in which the interests of a Covered Person may be seen as competing or at odds with the interests of the Corporation.

Section 3. Procedures.

a) **Disclosure, Refrain from Influence, and Recusal.** When a Covered Person becomes aware of a proposed Covered Transaction, he or she has a duty to take the following actions:

i. Immediately disclose the existence and circumstances of such Covered Transaction to the Corporation’s Board of Directors in writing;

ii. Refrain from using his or her personal influence to encourage the Corporation to enter into the Covered Transaction; and

iii. Physically excuse himself or herself from any discussions regarding the Covered Transaction except to answer questions, including Board of Directors discussions and decisions on the subject.

b) In order to assist the Corporation in identifying potential Covered Transactions, annually, each Covered Person shall complete a conflict-of-interest questionnaire provided by the Corporation, and shall update such questionnaire as necessary to reflect changes during the course of the year. Completed questionnaires shall be available for inspection by any Director, and may be reviewed by the Corporation's legal counsel

c) Determining Whether a Conflict of Interest Exists. After disclosure of the potential conflict and all material facts, and after any discussion with the Covered Person, the Covered Person shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

d) Procedures for Addressing the Conflict of Interest.

i. A Covered Person may make a presentation at the Board of Directors or committee meeting, but after the presentation, the Covered Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The President or the chairperson of the committee (if applicable) shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested trustees or committee members whether the transaction or arrangement is in the Corporation best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

e) Standard for Approval of Covered Transactions. The Corporation may enter into a Covered Transaction where the Board of Directors determines, acting without the participation or influence of the Covered Person and based on comparable market data, that such transaction is fair and reasonable to the Corporation. The Board of Directors shall document the basis for this determination in the minutes of the meeting at which the Covered Transaction is considered, and shall consult with the Corporation's legal advisor as necessary to ensure that the Transaction does not constitute an act of self-dealing.

f) Violations of the Conflict of Interest Policy.

i. If the Board of Directors or committee has reasonable cause to believe a Covered Person has failed to disclose actual or possible conflicts of interest, it shall inform such Covered Person of the basis for such belief and afford the Covered Person an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the Covered Person's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the Covered Person

has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the Board of Directors and all committees with board delegated powers shall contain:

a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.

b) The names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

c) No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Statements. Each Director, officer, and member of a committee with governing board delegated powers shall sign a statement which affirms such person:

a) Has received a copy of the Conflict of Interest Policy;

b) Has read and understands the Conflict of Interest Policy;

c) Has agreed to comply with the Conflict of Interest Policy; and

d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic review shall, at a minimum, include a review of whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7 of this Article IX, the Corporation may, but need not, use outside advisors. If outside experts are

used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X **AMENDMENTS**

The Articles of Incorporation and this Code of Regulations may be altered or amended, or new regulations may be adopted, by the affirmative vote of a majority of the members of the Board of Directors present at a duly called meeting of the Board of Directors at which a quorum is present, provided notice of the proposed change is specified in the notice for the meeting. Such changes may be made without a meeting upon written consent of a majority of the members of the Board of Directors.

ARTICLE XI **MERGER, SALE OR DISSOLUTION**

Except upon the affirmative vote of not less than two-thirds (2/3) of the members of the Board of Directors of the Corporation voting in person at an annual meeting or a special meeting of the Corporation called to consider such action at which a quorum is present, the Corporation shall not: (a) merge with or consolidate into another corporation or entity or permit another corporation or entity to merge with or consolidate into it; (b) sell, transfer or otherwise dispose of substantially all of its assets; or (c) dissolve. In the event of any dissolution of the Corporation, all of the remaining property and assets shall be applied, so far as feasible, toward carrying out the purposes of the Corporation, as stated in its Articles of Incorporation, and none shall be distributed to its Directors, officers, employees, agents, volunteers, or any other private person. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII **PARLIAMENTARY PROCEDURE**

Robert's Rules of Order shall be considered authority and shall govern on all matters involving parliamentary procedure except in cases where the same conflict with this Code of Regulations or any provisions of law, in which cases this Code of Regulations and the applicable law shall prevail.

The above Code of Regulations of Licking Heights Youth Sports League was adopted by the Board of Directors.