

BY-LAWS
OAK CREEK YOUTH FOOTBALL, INC.,
a Wisconsin nonstock corporation
(Effective February 28, 2017)

ARTICLE I – OFFICES AND PURPOSE

Section 1.1 Offices. The corporation shall be known as Oak Creek Youth Football, Inc. (the “Corporation”). The principal office of the Corporation shall be located in the State of Wisconsin. The Corporation shall maintain a registered office in the State of Wisconsin and a registered agent at such office, and may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 1.2 Statement of Purpose and Powers. The Corporation is a nonprofit charitable corporation organized under the laws of the State of Wisconsin which operates under the conditions established under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The general purpose for which OCYF is organized is to receive, administer and expend funds and carry on programs for educational purposes, within the meaning of Section 501(c)(3) of the Code or the corresponding provision of any future federal law, including but not limited to, acquiring funds and making distributions for the purpose of educating and supporting youth on the playing of the sport of football. OCYF is organized for the charitable and educational purpose of supporting, fostering, perpetuating and educating youth in the playing of the game of football while providing education and leadership skills in sportsmanship, teamwork, team participation, citizenship and encouraging parental support and involvement in the activities of OCYF. OCYF shall not engage in any activity which would be inconsistent with the status of an educational and charitable organization as defined in Section 501(c)(3) of the Code. Further none of OCYF’s above stated purposes shall be construed as anything other than public benefit purposes appropriate for such a charitable and educational organization.

ARTICLE II – MEMBERS

The Corporation shall have no members.

ARTICLE III – BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors, who may designate authority to manage the day to day operation of the Corporation to the Corporation’s officers or other committee. Notwithstanding the foregoing, the Board of Directors shall annually appoint an audit committee consists of a least three (3) individuals, none of which can be the treasurer of the Corporation, but may be members of the Board of Directors, for the purpose of auditing and reviewing the accounts and records maintained by the treasurer. Such audit shall be completed on or before March 31st of each year for the prior fiscal year. The audit committee shall prepare a written report of its findings, concerns, recommendations and other items it deems relevant and submit such report to the Board of Directors for its review, discussion, and acceptance at the next scheduled meeting of the Board of Directors occurring after March 31st.

Section 2. Number, Tenure and Qualifications.

(a) The Board of Directors shall consist of not less than five (5) and not more than twenty (20) directors. Within the forgoing range, the number of directors shall be established from time to time by the Board of Directors. The person serving as president of the Corporation shall serve as an ex-officio

director as long as he or she holds the office of president. The balance of the required number of directors shall be elected by the Board of Directors in accordance with these bylaws. No decrease in the number of directors shall have the effect of shortening the term of an incumbent director. Directors need not be residents of Wisconsin.

(b) The regular election of directors shall take place at the annual meeting of the Board of Directors. If the regular election of directors is not held at such meeting the election shall be held as soon thereafter as is conveniently possible. Regularly elected directors shall be elected for a two (2) year term commencing on the next January 1 following their election. Vacancies on the Board of Directors shall be filled in the manner set forth in Section 11 of this Article III.

(c) Directors shall be limited to three (3) consecutive terms on the Board of Directors. A partial term of more than one year shall count as one of the three consecutive terms allowed. A director that has reached his or her term limit shall not qualify for re-election until he or she has been off of the Board of Directors for at least one (1) year. Notwithstanding the forgoing term limit or anything else in this paragraph to the contrary, a director may be elected to a fourth or subsequent consecutive term by unanimous vote of the Board of Directors.

Section 3. Annual Meeting. An annual meeting of the Board of Directors shall be held on or before December 31 of each year, at such time and place within the State of Wisconsin as may be fixed by the Board of Directors for the purposes of (i) electing directors; (ii) determining the annual player fees each year, which fees are payable to the Corporation on or before the player registration deadline date; (iii) setting the player registration deadline date; and (iv) transacting such other business as may come before the meeting. Notwithstanding the foregoing, the Board of Directors may from time to time review and provided on a case by case basis as determined by the Board of Directors or committee established by the Board of Directors for such purpose, for discounted or waived registrations fees for any player.

Section 4. Other Regular Meetings. The Board of Directors may provide by resolution the time and place within the State of Wisconsin for the holding of additional regular meetings of the board without other notice than such resolution. The Board of Directors may further from time to time establish by resolution the requirements, policies and procedures for the conducting of business at the regular, annual and special meetings of the Corporation and for participation and attendance for members of the Board of Directors at such meetings.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place within the State of Wisconsin as the place for holding any special meeting of the board called by them.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days prior thereto by written notice to each director at the address shown for such director on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice shall be given by fax, such notice shall be deemed to be delivered when confirmation of sent transmission is received by the sender. If notice shall be given by electronic mail (e-mail), such notice shall be deemed to be delivered twenty-four (24) hours after sent, provided such email was properly addressed to the recipient's email address on file with the Corporation. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to such notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the

business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 7. Quorum. At all meetings of the Board of Directors a majority of the total number of directors shall constitute a quorum for the transaction of business, provided that if less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section 8. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the articles of incorporation or these by-laws.

Section 9. Action Without Meeting. Any action required to be taken at a meeting of the directors of the Corporation, or any other action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be (i) signed by all the directors entitled to vote with respect to the subject matter thereof; or (ii) signed by at least two-thirds (2/3) of the members of the Board of Directors, provided that all members of the Board of Directors are immediately provided written notice of the text of the proposed written consent and the effective date of time of such written consent, which effective date and time of such written consent under (ii) shall be the later of ten (10) days after the date on which the written notice of the text of the proposed written consent is provided to all members of the Board of Directors, or the date specified in the in the written consent. Such written consents may be executed in one or more counterparts all of which together shall be deemed to be one and the same written consent. Signatures of directors transmitted by facsimile and signatures of directors on electronically imaged documents transmitted electronically shall be deemed to be their original signatures for purposes of written consents pursuant to this paragraph. An e-mail expressing a director's consent shall be deemed to satisfy the signature and writing requirements of this paragraph if the e-mail (a) is sent from an e-mail account which the director has previously identified to the Corporation as his or her e-mail account and as an account access to which is controlled by the director, (b) the e-mail, either in the body of the e-mail or in an attachment, sets forth the action being taken and consented to; and (c) the e-mail sets forth the director's approval of the action being taken and the director's name. All written consents shall be filed with the minutes of the proceedings of the Board.

Section 10. Attendance by Telephone or Other Communication. Directors may participate in any meeting through the use of a conference telephone or other communications equipment by means of which (i) all persons participating in the meeting may simultaneously hear or read each other's communications during the meeting; or (ii) all communication during the meeting is immediately transmitted to each director participating in the meeting, and each participating director is immediately able to send messages to all other participating directors. All participating directors shall be informed prior to participation in and the meeting under this Section that a meeting is taking place at which official business may be transacted. Participation in a meeting as described in this Section shall constitute presence in person at the meeting.

Section 11. Vacancies. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall serve for the unexpired term of the director position being filled.

Section 12. Compensation. Directors shall not receive any compensation for their services as director, but, directors may be reimbursed for their reasonable out of pocket expenses of attending any regular or special meeting of the Board of Directors or any committee thereof and such other out of

pocket expenses as they may reasonably incur in their role as Director. Nothing in this paragraph shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

Section 13. Removal. Directors may be removed with or without cause by a two-thirds (2/3) vote of the members of the Board of Directors. Without limiting any other cause for removal, a director's non-attendance of two (2) consecutive meetings shall be deemed cause for removal.

ARTICLE IV – COMMITTEES

Section 1. Creation of Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one (1) or more committees, each of which shall consist of two (2) or more directors and such other persons as the board shall appoint, provided that a majority of the members of each committee shall be directors.

Section 2. Authority of Committees, Limits on Committee Authority. Each committee, to the extent provided in the resolution creating such committee and except as limited by law, the articles of incorporation or these bylaws, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him/her by law. Notwithstanding anything in these bylaws to the contrary, no committee may:

- (a) Adopt a plan for the distribution of the assets of the Corporation, or for dissolution;
- (b) Approve any act required to be approved by the full Board of Directors under these bylaws or by law;
- (c) Fill vacancies on any committee;
- (d) Elect, appoint or remove any officer or director or member of any committee, or fix the compensation of any member of a committee;
- (e) Adopt, amend, or repeal the Corporation's bylaws or articles of incorporation;
- (f) Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; or
- (g) Amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.

Section 3. Manner of Acting. Unless otherwise provided in the resolution creating a committee, such committee may select its chairman, fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure which shall not be inconsistent with these by-laws or with rules adopted by the Board of Directors. The act of a majority of committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 4. Term of Office. Each member of a committee shall continue as such until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Action Without Meeting. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the committee entitled to vote with respect to the subject matter thereof. Such written consents may be executed in one or more counterparts all of which together shall be deemed to be one and the same written consent. Signatures of committee members transmitted by facsimile shall be deemed to be their original signatures for purposes of written consents pursuant to this paragraph.

Section 8. Attendance by Telephone or Other Communication. Committee members may participate in any meeting through the use of a conference telephone or other communications equipment by means of which (i) all persons participating in the meeting may simultaneously hear or read each other's communications during the meeting; or (ii) all communication during the meeting is immediately transmitted to each member participating in the meeting, and each participating member is immediately able to send messages to all other participating members. All participating members shall be informed prior to participation in and the meeting under this Section that a meeting is taking place at which official business may be transacted. Participation in a meeting as described in this Section shall constitute presence in person at the meeting.

Section 9. Executive Committee. Notwithstanding any provisions of these bylaws to the contrary, and subject to the authority of the Board of Directors and these bylaws, the Corporation shall have an Executive Committee, the members of which are and shall be the president, vice president designated from time to time by the Board of Directors as a member of the Executive Committee if there are more than one vice presidents, secretary, treasurer, and such other officers as designated from time to time by the Board of Directors. The Executive Committee, subject to the authority of the Board of Directors and this Article IV of these bylaws, including the limitations contained in Section 2 of this Article IV, and to the fullest extent permitted by law, shall have the authority to and shall act on behalf of the Board of Directors between meetings of the Board of Directors. Written notice of any action of the Executive Committee, including copies of the minutes of each meeting of the Executive Committee referencing the business transacted by the Executive Committee at any such meeting, shall be delivered to all members of the Board of Directors as reasonably practical after the date of such action or meeting of the Executive Committee. Such action of the Executive Committee or business transacted at a meeting of the Executive Committee referenced in the meeting minutes delivered to the Board of Directors taken in accordance with these bylaws and to the extent permitted by law, if not objected to in writing by a majority of the Board of Directors within five (5) days after the date notice of such action or meeting minutes was sent by the Executive Committee, is and shall be a valid act of the Corporation and shall be deemed to be an act of the Board of Directors of the Corporation

ARTICLE V – OFFICERS

Section 1. Enumeration. The officers of the Corporation shall be a president, a secretary, a treasurer, a safety director and a registrar. The Board of Directors may also elect one or more vice-presidents, one or more assistant secretaries or assistant treasurers, and such other officers for such terms as it shall deem appropriate, provided, however, no office shall be for a period of more than two (2) years without reelection. Officers whose authority and duties are not prescribed in these by-laws shall have the

authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Term of Office. The officers of the Corporation shall be elected at the annual meeting of the Board of Directors for two (2) year terms pursuant to the schedule below, and shall hold office until their successors are elected and qualified or until their earlier death, resignation, or removal from office. The president, secretary and registrar shall be elected in the even numbered years, and the vice president, treasurer, and safety director shall be elected in the odd numbered years. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Election of an officer shall not of itself create contract rights. Any officer elected by the Board of Directors may be removed by the board whenever in its judgment the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3. President. The president shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, the president shall have general supervision, direction and control of the affairs of the Corporation and shall perform all duties incident to the office of president and such other duties as may be assigned to him/her by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors, the president may execute for the Corporation any contracts, agreements, or other instruments which the Board of Directors has authorized to be executed, and he/she may accomplish such execution either individually or with any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The president shall be ex-officio a member of the Board of Directors and all committees of the Corporation and shall preside over all meetings of the Board of Directors and committees.

Section 4. Vice President. In the absence, death or inability or refusal to act of the president, or if for any reason it shall be impractical for the president to act personally, the vice-president (or if there is more than one vice-president, the vice-presidents in the order designated by the Board of Directors, or in the absence of any designation, in the order of their appointment) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Each vice-president shall perform such other duties and have such authority as from time to time may be delegated or assigned to him or her by the president or by the Board of Directors. The execution of any instrument of the corporation by any vice-president shall be conclusive evidence, as to third parties, of his or her authority to act in the place of the president.

Section 5. Secretary. The secretary shall keep a record of all proceedings of the Board of Directors in a book to be kept for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the Corporation; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

Section 6. Treasurer. The treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the Corporation, and be responsible for the receipt and disbursement thereof; and perform all duties incident to the office of the treasurer and such other duties as may be assigned to him/her by the president or the Board of Directors. The treasurer may delegate specified duties to an assistant treasurer or other person for the effective conduct of the affairs of the Corporation.

Section 7. Compensation. Officers shall not receive any compensation for their services as an officer, but may be reimbursed for their reasonable out of pocket expenses of performing their duties as an officer of the Corporation.

ARTICLE VI – INDEMNIFICATION AND INSURANCE

Section 1. The Corporation shall, to the fullest extent authorized by ch. 181 of the Wisconsin Statutes, indemnify any director or officer of the Corporation against reasonable expenses and against liability incurred by a director or officer in a proceeding in which he or she was a party because he or she was a director or officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the director or officer may otherwise be entitled. The Corporation shall, to the fullest extent authorized by ch. 181, indemnify any employee who is not a director or officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Corporation. The Corporation may, to the fullest extent authorized by ch. 181, indemnify, reimburse, or advance expenses of directors or officers.

Section 2. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VI.

Section 3. If the Corporation has paid indemnity or has advanced expenses under this Article VI to a director, officer, employee or agent, the Corporation shall report the indemnification or advance in writing to the Board of Directors with or before the notice of the next meeting of such Board of Directors.

ARTICLE VII – GENERAL PROVISIONS

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the secretary and countersigned by the president of the Corporation.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section 4. Seal. The Corporation shall not be required to have a seal.

Section 5. Waiver of Notice. Whenever any notice is required to be given under law, the articles of incorporation or the by-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 6. Amendments. The power to alter, amend, or repeal the by-laws or the articles of incorporation or adopt new by-laws or new articles of incorporation shall be vested in the Board of Directors of the Corporation. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the articles of incorporation.

ARTICLE IX – DISSOLUTION

The Corporation may be dissolved and its assets, if any, distributed in accordance with the provisions of Chapter 181 of the Wisconsin Statutes, as amended and in effect from time to time.