

# **Lynnfield Pioneer Youth Football and Cheer, Inc. By-Laws**

## **ARTICLE I - ORGANIZATION**

### **Section 1 – General Provisions**

The name of this Corporation is Lynnfield Pioneer Youth Football and Cheer, Inc. (hereinafter, “LPYFC” or “the organization”). It is the intent and purpose of the organization to be and to operate as a non-profit, tax-exempt organization in accordance with appropriate federal and state laws and regulations. The principal office of LPYFC shall be in Lynnfield, Massachusetts. LPYFC may also have offices at such other places as the Board of Directors may from time to time appoint for the purposes LPYFC may require.

### **Section 2 – Powers and Authority**

LPYFC shall have the following powers expressly or implicitly conferred on it operating its programs:

- To make and enforce Rules and Regulations to govern itself on the local basis;
- To amend or add policies and procedures as needed.

Additional powers of the organization include solicitation of contributions, raising funds, setting participant fees, entering into contracts, and holding and owning Property and Equipment.

## **ARTICLE II - PURPOSE**

### **Section 1 - Purpose**

The purpose of LPYFC is to foster, encourage, and promote the playing of the sports of football and cheerleading for the children of the residents of Lynnfield and to develop and promote the qualities of physical fitness, competitive spirit, team play, loyalty, and good sportsmanship in those who participate in the program.

### **Section 2 – Tax Exempt Purpose**

LPYFC is organized exclusively for charitable or educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Notwithstanding any other provision of these By-laws, the organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax. LPYFC shall be operated for the purposes thus prescribed and shall not be operated for profit. No part of its net earnings shall inure to the benefit of any private individual. Upon the dissolution of this organization, 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.

### **ARTICLE III – OPERATING & FISCAL YEAR**

#### **Section 1 – Operating/Fiscal Year**

The operating year of LPYFC will be considered a calendar year ending annually on December 31<sup>st</sup>.

#### **Section 2 – Internal Audit**

An annual audit, if deemed required by the Board, will be conducted by a qualified internal party, as nominated by the President and approved by the Board, who is not otherwise associated with the day-to-day finances of LPYFC. Such “internal party” may be selected from the Board of Directors or the LPYFC membership. The audit report shall be completed and available for presentation at the next scheduled monthly meeting after the audit is performed.

#### **Section 3 – Financial Filing Requirements**

Being a non-profit tax-exempt organization, LPYFC is required to file for each fiscal year a federal Form 990 tax return and the state tax return Form PC. The filing date for both these returns is May 15<sup>th</sup> following the end of the fiscal year. LPYFC will be subject to an external certified public accountant review of the financial records when gross revenues exceed the limit stated in the tax code.

### **ARTICLE IV - MEMBERSHIP**

#### **Section 1 - Eligibility**

Membership in LPYFC shall include the following:

- parents or guardians of registered LPYFC participants<sup>1</sup>,
- volunteers over the age of eighteen (18) who serve LPYFC in a specified role in the year for which they hold such a position, plus one consecutive year thereafter, and
- upon approval by a two-thirds vote of the Board of Directors, and under such directions and regulations as may from time to time be provided by the Board of Directors, any other person actively interested in furthering the objectives of LPYFC.

#### **Section 2 – Voting Eligibility**

All members of LPYFC are deemed to be voting members. At every meeting of LPYFC members, each voting member shall be entitled to vote and must do so in person.

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<sup>1</sup> During the 2018 operating year, membership shall also include the parents or guardians of participants registered in Lynnfield Youth Football and Cheerleading, Inc. for the fall 2017 season.

### **Section 3 – Voting Right Termination**

The right of a member to vote and all his right, title and interest in or to LPYFC shall cease on the termination of his membership

## **ARTICLE V – BOARD OF DIRECTORS & OFFICERS**

### **Section 1 – Establishment and Duties**

The property, affairs and business of LPYFC shall be managed and conducted by its Board of Directors. The Board shall be responsible for the management of all properties, real and personal, belonging to LPYFC and shall have the power in its discretion from time to time to acquire or dispose of LPYFC property. The Board shall act on matters of policy and conduct any other business deemed necessary. Members of the Board of Directors shall serve without compensation except reimbursement for actual expenses approved by the Board of Directors

### **Section 2 – Number and Terms**

The membership of the Board of Directors may vary in number from year to year, but at no point should the number of Board members be less than five (5). The Officers of LPYFC shall be a President, Vice President, Secretary, and Treasurer. The Board of Directors shall include the four (4) Officers, as well as additional director positions as deemed necessary by the Board of Directors by majority vote to adequately oversee the various functions of LPYFC, including, but not limited to, football operations, cheerleading operations, player safety, uniforms and equipment, fundraising, and communications. The Board of Directors shall hold office for a term of the current operating year and thereafter until their successors are elected.

### **Section 3 – Nomination and Election Process**

The Board of Directors shall be elected by the incorporators at the meeting for incorporation and thereafter by majority vote of the membership present at the annual meeting of members held in January.

Nominations for Board of Director positions should be filed in writing (including email) with the LPYFC Secretary no later than 5 days prior to the January annual meeting of the members. All LPYFC members are eligible candidates for office. Nominations from the floor at the annual meeting will be given an opportunity to run for election as a write-in candidate on the ballot, provided that such nominees are members.

### **Section 4 – Vacancies**

Whenever a vacancy occurs in the Board of Directors, through death, resignation, or any other cause, such vacancy shall be filled by appointment by the Board of Directors, and such successor shall hold office for the unexpired term of the Director whose place was vacant and until his successor shall have been duly elected.

### **Section 5 – Removals**

The Board shall have the power to suspend or expel any Board member, coach, or active volunteer for conduct it judges to be prejudicial to the good name and/or purpose of LPYFC by a two-thirds vote of the Board of Directors.

## **ARTICLE VI –MEETINGS**

### **Section 1 – Board of Director Meetings**

Regular meetings of the Board of Directors shall be held immediately following the Annual Meeting of members, and thereafter on a monthly basis to conduct its regular business. Additional meetings can be called at other times by the President, or at the request of three (3) or more members of the Board.

All meetings of the Board of Directors shall be held at such place as the President shall designate and shall not be held outside of the Town of Lynnfield without the consent of the members of the Board of Directors.

All meetings and votes of the Board of Directors shall be conducted in person and not by mail, messenger or electronic device.

When voting on issues raised to the board, a simple majority vote by the Board of Directors will determine the approval or rejection of any such issue.

### **Section 2 – Annual Meeting of Members**

The Annual Meeting of LPYFC shall be held during the month of January of each year. At this meeting, if requested by the President, reports shall be submitted by the President, Treasurer, Director of Cheerleading and Director of Football. Every member of the Board shall be notified at least ten (10) days prior to the holding of the Annual Meeting. Members shall be notified by publication in a newspaper of general circulation, publication on the LPYFC website, and by email communication to registered participants at least ten (10) days prior to the holding of the Annual Meeting.

A quorum at the Annual Meeting of members shall be 25 voting members. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting and reconvene at a later date.

When voting on issues raised to the membership, a simple majority vote of the members present will determine the approval or rejection of any such issue.

### **Section 3 – Special Meetings of the Members**

Special meetings of LPYFC members may be called by the President at the request of three (3) members of the Board or by written application of twenty (20) members of LPYFC. The call for a special meeting shall set forth the purpose of the meeting and notice of the meeting shall be given to the membership at least three (3) days prior to the time of such meeting; no business shall be transacted at a special meeting except that as specified in the call.

A quorum at Special Meetings of Members shall be 20 voting members. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting and reconvene at a later date.

When voting on issues raised to the membership, a simple majority vote of the members present will determine the approval or rejection of any such issue.

#### **Section 4 - Order of Business**

The usual order of business of LPYFC at all meetings shall be as follows:

1. Call to order by President or Presiding Officer if quorum is present.
2. Approval of minutes of previous meeting.
3. Treasurer's report.
4. Reports by Directors or Committees (if applicable).
5. Old business.
6. New business.
7. Adjournment.

#### **ARTICLE VII – EQUIPMENT**

LPYFC shall own and maintain an inventory of equipment that is given out to registered participants at the beginning of the season and those participants are responsible for its return at the end of the season. LPYFC shall contract for an appropriate space to store this equipment and to ensure its protection from damage. For the protection and safety of its youth participants, the organization is required to inspect all equipment after the playing season to determine the repairs, retrofitting, replacements and new purchases needed to make ready the equipment for the next season.

#### **ARTICLE VIII – COMMITTEES**

The Board of Directors shall have the right to create such committees that in its discretion it deems as necessary for the successful operation of the organization. The President shall appoint a Chairperson/Event Manager for each Committee. The Chairperson has the right to solicit volunteers from the LPYFC membership to assist on a particular committee. At least one member of the Board of Directors will be assigned to each committee. Said board member shall report the status of the event/committee they represent at the monthly LPYFC Board meetings.

#### **ARTICLE IX – WHISTLEBLOWER POLICY**

LPYFC requires directors, officers and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities and practice honesty and integrity in fulfilling those responsibilities. This Whistleblower Policy is intended to encourage and enable volunteers and others to raise serious concerns internally so that LPYFC can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, and volunteers to report concerns

about violations of LPYFC's code of ethics or suspected violations of law or regulations that govern LPYFC's operations. It is contrary to the values of LPYFC for anyone to retaliate against any board member, officer, or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of LPYFC.

## **ARTICLE X - CONFLICTS OF INTEREST**

### **Section 1 – Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization'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 LPYFC. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 2 – Financial Interest**

Any officer or director who has a direct or indirect financial interest, through business, investment or family, in any entity with which LPYFC has a transaction or arrangement, is deemed an "interested person." A financial interest is not necessarily a conflict of interest, but may be deemed as such by majority vote of the Board of Directors. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors considering the proposed transaction or arrangement.

## **ARTICLE XI – INDEMNIFICATION**

### **Section 1 – Directors, Officers, and Employees**

LPYFC shall, to the extent that the status of the corporation as an organization exempt under the Internal Revenue Code is not affected thereby and to the extent legally permissible, indemnify each of its current and former Directors, Officers, coaches, and any other position which is appointed by the Board of Directors to carry out any function of the organization (each, an "Indemnitee"), against all expenses and liabilities, including reasonable counsel fees, incurred by or imposed upon the Indemnitee in connection with any claim, action, suit, or other proceeding or investigation, whether civil or criminal and including appeals, in which the Indemnitee may become involved, by reason of his or her having acted on behalf of the organization in any activity authorized by LPYFC. Such indemnification shall include payment by LPYFC of reasonable expenses incurred in defending a proceeding, upon receipt of an understanding by the Indemnitee to repay such payment if he or she shall be adjudicated not to have acted in good faith and in the reasonable belief that his or her action was in the best interest of LPYFC. The Indemnitee shall, as a condition precedent to the Indemnitee's right to be indemnified hereunder, give to the organization written notice as soon as practicable of any set of facts for which indemnity could or will be sought pursuant to this Article.

### **Section 2 – Other Agents**

The Board may, by general vote or by vote pertaining to a specific agent or class thereof, authorize indemnification of LPYFC's agents, other than those persons included above as Indemnitees, to whatever extent the Board may determine. As used herein, the term "Indemnitee" shall include all persons for whom the Board so authorizes indemnification, subject to the specific terms of such authorization.

### **Section 3 – Other Rights and Remedies**

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any Indemnitee may be entitled while holding office, and shall continue as to a person who was ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of his or her heirs, executors and administrators. All rights to indemnification under this Article shall be deemed to be in the nature of a contractual obligation of the organization bargained for by each Indemnitee who serves in such capacity at any time while these By-laws and other relevant provisions of law are in effect. No repeal or modification of these By-laws shall adversely affect any such rights or obligations then existing with respect to any facts then or until that time existing, or any Proceeding until that time or thereafter brought based in whole or in part upon any such facts. LPYFC shall also indemnify any Indemnitee for reasonable attorney's fees, costs and expenses in connection with the successful enforcement of the Indemnitee's right under this Article.

### **Section 4 – Insurance**

The Board may authorize the purchase and maintenance of insurance in such amounts as the Board may from time to time deem appropriate, on behalf of any person who is or was an Indemnitee, against any liability incurred by such Indemnitee in any such capacity, or arising out of such person's status as Indemnitee, whether or not such person is entitled to indemnification by the organization pursuant to this Article or otherwise and whether or not the organization would have the power to indemnify the person against such liability.

## **ARTICLE XII – AMENDMENTS TO BY-LAWS**

These By-Laws may be altered, amended, or repealed by a two-third vote of the Board of Directors, or by a majority vote of the members at an annual meeting or special meeting called for said purpose. Amendments shall be presented in writing at least seven (7) days before the meeting called for said purpose and may be proposed by any LPYFC member or any Director of the Board, and the language of the proposed amendment must be included in the notice of the meeting.