

BY-LAWS OF W.Y.S., INC.

last updated July, 2016

ARTICLE I

Identification

Section 1.01 Name: The official name of the organization shall be W.Y.S., Inc. (hereinafter, WYS, WYSI or Corporation).

Section 1.02 Principal Office: The principal office of WYS shall be Post Office Box 624, Westfield, Indiana 46074.

ARTICLE II

Purpose

Section 2.01. Purpose: To promote amateur youth sports within the Westfield Washington School District in Hamilton County, Indiana by fostering local, national and international competitions through affiliation with national and international amateur athletic organizations which are non-profit, tax-exempt organizations; to develop amateur athletes for such competitions; to provide opportunities to participate in amateur sports for local youth, including socially and economically disadvantaged youth; to conduct activities exclusively within the purview of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE III

Activities Consistent with Section 501(c) (3) of the Internal Revenue Code

Section 3.01. Prohibition of Political and Other Activities Inconsistent with Tax-Exempt Status: No part of the earnings of the Corporation shall inure to the personal benefit of, or be distributable to its members, trustees, Directors or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in the furtherance of the purposes set forth in ARTICLE II.

No substantial part of the activities of the Corporation shall be for conducting or disseminating propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, nor intervene in any political campaign, including, but not limited to, the publication or distribution of statements on behalf of any candidate for public office.

Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal income tax code; nor any activities not permitted under Section 170(c) (2) of the Internal Revenue Code or corresponding section of any future tax code.

Section 3.02. Distribution of Assets on Dissolution: Upon the dissolution of the Corporation 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 tax law, or assets shall be distributed by federal, state or local government for public purposes. Any such assets not so disposed shall be disposed by a court with competent jurisdiction for such purposes or to such an organization as such court shall determine which is organized and operated exclusively for public purposes.

ARTICLE IV

Membership

Section 4.01. Qualifications: Each person of legal age who resides in the Westfield Washington School district in Hamilton County or who have school-age dependents that attend school in the Westfield Washington school system and has paid the annual membership fees shall be entitled to one (1) family membership for one (1) calendar year, commencing with the date of registration. Membership shall stand in the name of one (1) family only. The Board shall determine membership fees annually. The Board may determine that annual membership fees shall be included as a part of sport registration fees. In such an event, residents of the Westfield Washington Schools district who do not have a child participating in a WYSI sport may be entitled to membership by paying an annual fee or by coaching a WYSI team.

Section 4.02. Annual Meeting: The annual meeting of the members for the election of Directors and for the transaction of such other business as may properly come before the membership shall be held on the second Monday of January, beginning with 1994 at 7:00 p.m. Failure to hold the annual meeting at the designated time shall not affect the validity of any corporate action.

- (a) The President and Treasurer shall report on the activities and financial condition of the Corporation; and
- (b) The members shall consider and act upon other matters raised that are set forth in the Notice of Annual Meeting.

Section 4.03. Regular Meetings: The Board of Directors shall conduct regular monthly public meetings. The date and time of such monthly public meetings shall be determined by resolution of the Board.

Section 4.04. Special Meeting: The Corporation must hold a special meeting of members as follows:

- (a) On call of the President or Board of Directors or other person including a member or an Officer specifically authorized to do so in the By-Laws.
- (b) If the Secretary or the Board of Directors is presented with a written petition signed by ten percent (10%) of all WYS, Inc. members. The petition must state the purpose of such meeting.

Section 4.05. Record Date: The record date for purposes of determining eligibility of members to vote shall be determined as follows:

- (a) For members entitled to vote at the annual meeting, the record date is the close of business on the thirtieth (30th) day before the annual meeting.
- (b) For members entitled to demand a special meeting, the record date is the close of business on the thirtieth (30th) day before the delivery of the demand for a special meeting to the Secretary.

A record date is determined by resolution of the Board of Directors and shall not be more than seventy (70) days before the meeting or action requiring a determination of members.

Section 4.06. Voting Lists:

- (a) For each meeting of the members, the Secretary of the Corporation shall make a complete address list of the members entitled to notice, arranged in alphabetical order and the number of votes each member is entitled to vote. Such list shall be on file at the principal office of the Corporation or at a place identified in the meeting notice in the city where the meeting will be held. At the written request to inspect or copy the membership list, by a member, a member's agent or attorney authorized in writing, the Corporation shall provide a reasonable means to provide such a list at the expense of the member making the request.
- (b) Refusal or failure to prepare or make available the list of members, does not affect the validity of an action taken at the meeting.
- (c) The use and distribution of information acquired from inspection or copying the list of members under the rights granted by this Section are subject to Indiana Code 28-17-27-1(c) and 23-17-25-5.

Section 4.07: Notice of Meeting: Notice shall be consistent with these By-Laws and shall be in a fair and reasonable manner. Notice is fair and reasonable if the following occur:

- (a) A written or printed notice, stating the date, time and place of the annual, regular or special meeting of the members shall be placed in school newsletters and on the WYS website;
- (b) Notice of an annual or regular meeting must include a description of any matter or matters to be considered at the meeting that must be approved by the members; and
- (c) Notice of a special meeting must include a description of the purpose for which the meeting is called.

Section 4.08. Waiver of Notice: Notice of any meeting of the members may be waived in writing by a member entitled to vote before or after the date and time stated in the notice, and such waiver shall meet the following requirements:

- (a) Be written;
- (b) Signed by the member entitled to notice; and
- (c) Delivered to the Corporation for inclusion in the minutes or records.

Otherwise, a member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting unless at the beginning of the meeting, the member objects to holding the meeting or transacting business; and a member's attendance at a meeting waives objection to consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the member objects to considering the matter when the matter is presented.

Section 4.09. Notice Not Required: If an annual, regular or special meeting of the members is adjourned to a different date, time or place, notice is not required to be given of the new date, time or place if announced at the meeting before adjournment except notice of the adjourned meeting must be given to persons who are members as of the new record date.

Section 4.10. Participation in Meetings by Electronic Communication: Any or all members may participate in an annual or special meeting by or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. Participation by any such member by this means shall be deemed to constitute presence in person at such meeting.

Section 4.11. Voting at Meetings:

- (a) Voting Rights. Subject to any specific restrictions imposed by the law or the Articles of Incorporation, at all times each member shall be entitled to cast one (1) vote on each matter voted on by the members.
- (b) Proxies: Voting may not be accomplished using proxies.
- (c) Quorum
 - (1) Ten percent (10%) of the votes entitled to be cast on a matter constitutes a quorum for action on that matter.
 - (2) Unless at least one-third (1/3) of the voting power is present in person, the only matters that may be voted on at an annual or regular meeting of the members are those described in the meeting notice.
 - (3) After a vote is represented for a purpose at a meeting, the vote is considered present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for the adjourned meeting.
 - (4) The Board of Directors may decrease a quorum for a member action, but members must approve an Amendment to the Articles of Incorporation or By-Laws to increase the quorum for a member action.
- (d) Voting Requirements
 - (1) If a quorum exists, action on a matter other than the election of Directors is approved if the votes cast favoring the action exceed the votes cast opposing the action.

- (2) An Amendment to the Articles of Incorporation or the By-Laws to increase, decrease or otherwise change the vote required for a member action must be approved by the members.

Section 4.12. Action Taken Without Meeting:

- (a) Actions to be taken only for regular or special meetings may be taken without a meeting if the Board of Directors so resolves and the Corporation delivers a written ballot to every member entitled to vote on the matter.
- (b) A written ballot must contain all of the following:
 - (1) Set for each proposed action;
 - (2) Provide an opportunity to vote for or against each proposed action;
 - (3) Indicate the number of responses needed to meet the quorum requirements;
 - (4) State the percentage of approvals necessary to approve each matter;
 - (5) Specify the time by which a ballot must be received by the Corporation to be counted;
 - (6) Specify that the ballot cannot be revoked; and
 - (7) Provide return postage or an envelope with a first class stamp.
- (c) Approval by written ballot under this Section shall be valid only when:
 - (1) The number of votes cast by ballots equals or exceeds the quorum required to be present at a meeting authorizing the action; and
 - (2) The number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

ARTICLE V

Board of Directors and Officers

Section 5.01. Number and Designation: The Board of Directors shall be composed of seven (7) Directors, but in no event shall there be less than three (3) Directors. Directors shall be elected at each annual meeting by the members entitled by the Articles of Incorporation and the By-Laws to vote. Each Director shall hold the office to which he or she was elected at the annual meeting by the members. The Board of Directors shall elect the Officers of the Corporation, which shall consist of a President, Vice President, Secretary, Treasurer, Sports Director, Fundraising Director and Communications Director. Directors shall be elected for a two (2) year term and shall hold office until their respective successors are qualified and elected. Four (4)

members shall be elected in even numbered years and three (3) members shall be selected in odd numbered years. The Board of Directors may increase the number of Directors, but shall not decrease the number of Directors without a vote of the membership. Failure to attend two (2) consecutive meetings or seventy-five percent (75%) of the monthly meetings within any given six (6) month period will result in removal from office at the Board's discretion.

Section 5.02. The President: The President shall be the chief officer of the Corporation. He or she shall preside at all meetings of the members and the Board of Directors and shall direct the policies and management of the Corporation. The President shall perform all duties incident to the office of President and perform such other duties as from time-to-time may be assigned by the Board of Directors or as prescribed by these By-Laws.

Section 5.03. The Vice President: In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the power and be subject to all the restrictions upon the President.

Section 5.04. The Secretary: The Secretary shall keep or cause to be kept a true and complete record of the proceedings of meetings of the members and of the Board of Directors and shall perform a like duty of all standing committees appointed by the Board of Directions, when required. The Secretary shall attend to the giving and serving of notices of the Corporation, shall authenticate the records of the Corporation, shall unless the Board of Directors provides otherwise, maintain the records required under ARTICLE IX herein and shall perform such other duties as the By-Laws may require or the Board of Directors may prescribe.

The Secretary shall arrange for suitable meeting places, oversee all publicity needs of WYS-sponsored events, including, but not limited to, setting up online registration and hard-copy registration forms, special announcements and advertising. The Secretary shall organize and distribute to members the annual calendar of sponsored events. The Secretary shall chair any publicity committee appointed by the Board. The Secretary shall oversee the criminal background check program.

Section 5.05. The Treasurer: The Treasurer shall be entrusted with the receipt, care and disbursement of funds. The Treasurer shall maintain a correct and complete record of the account showing accurately at all times the financial condition of WYS. The Treasurer shall be the legal custodian of all monies, notes, securities and other valuables which may from time-to-time come into possession of WYS. The Treasurer shall immediately deposit all funds coming into his or her hands in the bank insured under the FDIC and approved by the Board of Directors. The Treasurer shall perform all the duties incumbent upon the Vice President during the absence or disability of the Vice President. The Treasurer shall communicate and coordinate with each Head Commissioner relative to the financial needs of each sport, league or tournament. The Treasurer shall provide the year-end financial records to the accounting firm responsible for WYS taxes reported to the Internal Revenue Service as well as the to the State of Indiana. The Treasurer shall maintain records required under ARTICLE IX herein.

Section 5.06. The Sports Director: The Sports Director shall work with the various Commissioners to see that the sport programs are being implemented as planned. This includes, but is no limited to, oversight of processes for: coach selection for in-house, all-star, and travel sports; player evaluations for in-house sports; player evaluation and selection for all-

star and travel sports; sport rules; scholarship applications, post-season player and coach evaluations; and end-of season review for fairness, competitiveness, and future planning.

Section 5.07. The Fundraising Director: The Fundraising Director shall conduct, supervise and execute all fundraising activities, (except concession stands), including, but not limited to, sponsorship of all teams and scholarship recipients as directed by the Board of Directors. The fundraising activities shall be limited to activities permissible for tax-exempt, non-profit organizations organized under 501(c)(3) of the Internal Revenue Code.

Section 5.08. Communications Director: The Communication Director shall be responsible for oversight of the WYSI website and other communication with membership.

Section 5.09. Annual Meeting: The Board of Directors shall meet each year immediately after the annual meeting of the members at the same place where the members' annual meeting for any business that may be brought before the meeting. No notice shall be necessary for the holding of this annual meeting.

Section 5.10. Other Meetings:

- (a) Regular meetings of the Board of Directors shall be held in the Westfield Washington School District in Hamilton County, Indiana, monthly and without notice on the second Monday of each month. All regular meetings will be open to the public.
- (b) Special meetings of the Board of Directors may be called at any time by the President and shall be called on the written request of any member of the Board. The Secretary shall send notice of the date, time and place of such special meetings to each Director at his or her residence via electronic mail or usual place of business via electronic mail, or telephone at such time that, in the regular course, such notice would reach such place not later than during the second day immediately preceding the day for the special meeting; or may deliver such notice personally to a Director at any time during such second preceding day.

Section 5.11. Waiver of Notice: A Director may waive notice required herein either before or after the date and time stated in the notice. Said waiver shall be in writing, signed by the Director and filed with the minutes. For purposes of this Section, a waiver granted by letter or electronic mail shall be deemed "signed by the Director." A Director's attendance at or participation in a meeting waives any required notice unless the Director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to the action at the meeting.

Section 5.12. Participating in Meetings by Electronic Communication: Any or all Directors may participate in a meeting of the Board or a committee of the Board by any means of communication by which all Directors may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed present in person at the meeting.

Section 5.13. Action Without a Meeting: Any action, which may be taken at a Board of Directors' meeting, may be taken without a meeting, if evidenced by one or more written consents describing the action taken, signed by each Director and included in the minutes. For purposes of this paragraph, an electronic mail or other document transmitted electronically by a Director to the other Directors shall be deemed a "written consent describing the action taken,

signed by the director". Action taken by written consent is effective when the last Director signs the consent or when the deciding electronic mail vote is received by the Directors unless the proposed action specifies a different prior or subsequent effective date.

Section 5.14. Quorum and Voting Requirements:

- (a) A quorum of the Board of Directors for the transaction of all business, except filling vacancies on the Board of Directors, shall consist of a majority of the fixed number of Directors. A vacancy of a Director may be filled by a vote of the majority of all Directors remaining in office. If a quorum is present when a vote is taken the affirmative vote of a majority of Directors present is the act of the Board of Directors.
- (b) A Director who is present at a meeting when a corporate action is taken is deemed to have assented unless:
 - (1) The Director objects at the beginning of the meeting or promptly upon his or her arrival to holding it or transacting business at the meeting.
 - (2) The Director's dissent or abstention from the action taken is entered in the minutes of the meeting.
 - (3) The Director delivers written notice of his or her dissent or abstention to the presiding Officer of the meeting before its adjournment or to the Secretary immediately after adjournment of the meeting.
- (c) Dissent or abstention is not available to a Director who votes in favor of an action taken.

Section 5.15. Management: Except as otherwise provided in the Articles of Incorporation, the business, property and affairs of the Corporation shall be managed by the Board of Directors.

Section 5.16. Removal: Any Director may be removed with or without cause, as provided by law, at the annual meeting of the members if the annual meeting notice states that one of the purposes of the meeting is removal of the Director, or at any special meeting of the members.

The Board of Directors may remove any Directors with or without cause by majority vote only if the Board elected the Director to fill a vacancy.

Section 5.17. Resignation: A Director may resign at any time by delivering written notice to one of the following: the Board of Directors, the presiding Officer of the Board; the President; or Secretary of the Board.

Section 5.18. Vacancies: A vacancy occurring on the Board of Directors caused by removal, resignation, death or other incapacity or an increase in the number of Directors may be filled by the Board of Directors, or if the Directors remaining in office constitute less than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. The new Directors shall serve until the expiration of the term for which the Director's predecessor was elected.

Members shall be notified of any increase in the number of Directors and of the name and address of any Director elected by the Board to fill any vacancy in the next mailing sent to the members.

ARTICLE VI

Executive Committee and Other Committees

Section 6.01. Designation of Executive Committee: The Board of Directors may by resolution adopted by a majority of all the Directors in office at the time, from time-to-time, designate one (1) or more of its members to constitute an Executive Committee. The Board of Directors shall have the power at any time to increase or decrease the number of members of the Executive Committee to fill vacancies thereon, to change any member thereof and to change the functions or terminate the existence thereof.

Section 6.02. Powers of the Executive Committee: During intervals between meetings of the Board of Directors and subject to such limitations of the Board, limitations required by law or Board resolutions, the Executive Committee shall not have authority to approve or propose any action that is required to be approved by the membership or fill vacancies on the Board or any of its committees.

Section 6.03. Meetings, Procedure, Quorum: Regular meetings of the Executive Committee may be held without notice at such time and place as may from time-to-time be fixed by resolution of the Executive Committee. Special meetings of the Executive Committee may be called at any time by any member of the Executive Committee. Notice of such special meeting shall be sent to each member of the Executive Committee at the member's residence by telephone or electronic mail at such time that, in regular course, such notice would reach such place not later than during the day immediately preceding the day for such meeting or may be delivered to a member personally at any time during such immediately preceding day. Notice of any such meeting needs to be given to a member of the Executive Committee who has waived such notice either in writing or by telephone or electronic mail arriving either before or after such meeting or who shall be present at the meeting. Any meeting of the Executive Committee shall be a legal meeting without notice thereof having been given, if all the members of the Executive Committee who have not waived notice thereof in writing by electronic mail or telephone, arriving either before or after such meeting or who shall be present at the meeting. Any meeting of the Executive Committee shall be a legal meeting, without notice thereof having been given, if all the members of the Executive Committee who have not waived notice thereof in writing by electronic mail or telephone shall be present in person. A majority of the members of the Executive Committee from time-to-time shall be necessary to constitute a quorum for the transaction of any business and the act of a majority of the members at a meeting at which a quorum is present shall be the act of the Executive Committee. The members of the Executive Committee shall act only as a committee and the individual members shall have no power as such. All minutes of the meetings of the Executive Committee shall be submitted at the next succeeding meeting of the Board of Directors for approval, but failure to submit the same or to receive the approval thereof, shall not invalidate any completed or incomplete action taken by the Corporation upon authorization by the Executive Committee prior to the time at which the same shall have been or were submitted as above provided.

Section 6.04. Other Committees:

- (a) The Policies and Procedures Committee shall be a standing committee chaired by the Vice President. The Commissioners shall be members of the Policies and Procedures Committee. The Committee shall convene at the end of each season. The Committee shall hold a public meeting no later than thirty (30) days after the end of the season of each sport. At that time the Committee shall invite comment upon policies and procedures for the sport season that has just ended. The Committee then shall prepare written policies and procedures based upon public comment. Within sixty (60) days of the public meeting the Board of Directors shall hold a meeting of the members to vote on the proposed policies and procedures. If a quorum is not present at said meeting the Board of Directors shall vote on the proposed policies and procedures.
- (b) The Board of Directors by resolution adopted by majority vote of all the Directors may appoint one or more other committees from among its members as the Board of Directors determines to be necessary which committees shall have such powers and duties as prescribed by the Board of Directors from time-to-time. Sections 6.01 through 6.03 of the By-Laws governing meetings, notice and voting requirements of an Executive Committee apply to any other committees created by the Board of Directors.

ARTICLE VII

Commissioners and Deputy Commissioners

Section 7.01. Number and Election: The members shall elect one (1) Commissioner for each sport operated under the direction of WYS. Such Commissioners shall include, but not be limited to, baseball, softball, football, basketball, volleyball, wrestling and cheerleading.

Section 7.02. Term and Responsibilities: Each Commissioner shall serve a term of one (1) sports season.

All Commissioners shall:

- (a) Attend Board meetings to report upon any matter regarding his or her assigned sport. Commissioners shall have no voting power at meetings of the Board of Directors;
- (b) Report directly to the Sports Director;
- (c) Serve as an interpreter of all general in-house rules and will participate in the all-star selection process;
- (d) Manage and direct the efforts of any and all Deputy Commissioners required to effectively operate each sport;
- (e) Prepare and submit a budget for Board approval and funding;
- (f) Submit league (Deputy) Commissioners to Board for approval to manage each league within any sport;

- (g) Submit coach list in each league to Board for approval; and
- (h) Serve on the Policies and Procedures Committee.

Section 7.03. Resignation, Vacancy and Removal: Commissioners shall be subject to the same procedures on resignation, vacancy and removal as are the Directors of the Corporation.

ARTICLE VIII

Policies and Procedures

Section 8.01: The Board of Directors shall amend a set of Policies and Procedures which will govern selection of in-house teams and coaches, travel teams and coaches, all-star teams; a code of conduct for players, coaches and fans yearly. Said Policies and Procedures shall establish a conflict resolution procedure.

The Policies and Procedures Committee shall implement policies and procedures set forth in ARTICLE VI herein.

ARTICLE IX

Records and Execution of Documents

Section 9.01. Required Records:

- (a) The Corporation shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, and a record of all action taken by a Committee of the Board of Directors on behalf of the Corporation.
- (b) The Corporation shall maintain appropriate accounting records.
- (c) The Corporation or its agent shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order.
- (d) The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- (e) The Corporation shall keep a copy of the following records at its principal office:
 - (1) Its Articles or Restated Articles of Incorporation and all amendments to them currently in effect;
 - (2) Its By-Laws or Restated By-Laws and all amendments to them currently in effect;
 - (3) Resolutions adopted by the Board;

- (4) The minutes of all members' meetings and the records of all actions taken by members without a meeting;
 - (5) All written communication to members within the past three (3) years, including financial statements furnished for the past three (3) years;
 - (6) A list of the names, address and electronic mail addresses of its current Directors and Officers; and
 - (7) Its recent annual report delivered to the Secretary of State.
- (f) A member shall be entitled to copy and inspect any of the records described herein in accordance with pertinent provisions of the Indiana Code found in Section 23-17-1-1 et seq.

Section 9.02. Execution of Contracts and Other Documents: All contracts and agreements entered into by the Corporation and all checks, drafts and bills of exchange and order for payment of money, shall, unless otherwise directed by the Board of Directors or required by law, be signed by the President, Vice President, Secretary or Treasurer.

ARTICLE X

Amendments

Section 10.01. The power to make, alter, amend or repeal these By-Laws is vested in the Board of Directors unless such amendments require submission to the membership as provided in ARTICLE IV herein.

Approved by Resolution dated this 21st day of February, 2011.

SEE ATTACHED CERTIFICATION FOR SIGNATURE OF CORPORATION SECRETARY

**CERTIFICATION OF
BOARD OF DIRECTORS OF W.Y.S., INC.**

The foregoing By-Laws of W.Y.S., Inc. dated February 21, 2011 were approved by the Board of Directors this 21st day of February, 2011.

Date

Brian Frost, Secretary

