

BYLAWS
OF
DANVERS YOUTH FOOTBALL, INC.

ARTICLE I. GENERAL PROVISIONS

Section 1. Corporate Name

The name of the Corporation shall be as set forth in the Articles of Organization.

Section 2. Principal Office

The principal office of the Corporation shall be located at the address set forth in the Articles of Organization of the Corporation filed with the Secretary of State of the Commonwealth or at such other address situated in Massachusetts, as the Board of Directors shall establish from time to time by vote duly taken.

Section 3. Fiscal Year

Except as may otherwise be determined by the directors, the fiscal year of the Corporation shall end on December 31st in each year.

Section 4. Subordination to Articles of Organization

These Bylaws, the powers of the Corporation and of its directors and members and all matters concerning the conduct and regulation of the business and activities of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization. All references in these Bylaws to the Articles of Organization shall be construed to mean the Articles of Organization of the Corporation, as they may be amended or restated from time to time.

ARTICLE II. PURPOSES AND OBJECTIVE OF THE CORPORATION

Section 1. Purposes

The purposes of the Corporation shall be as stated in the Articles of Organization.

Section 2. Objective

The objective of the Danvers Youth Football, Inc. is to offer the youth of Danvers the opportunity to play competitive full contact football in an organized and supervised environment. Danvers Youth Football, Inc will teach the players the fundamentals of football to achieve player development and knowledge of the game, with an emphasis on safety. The Danvers Youth Football, Inc will strive to instill in all players the concepts of good sportsmanship, teamwork, discipline, and respect for themselves and for authority. Additionally, Danvers Youth Football, Inc will try to stimulate community interests in sports, while always putting the welfare of the youth of Danvers first and foremost.

ARTICLE III.

MEMBERS OF THE CORPORATION

Section 1. Eligibility for Membership and Election thereto

Any and all persons, partnerships, trusts, firms or incorporated associations committed to the purposes of the Corporation and sincerely interested in actively participating to achieve the objective of the Corporation shall be eligible for membership in the Corporation and may apply to the Secretary or President to become a member of the Corporation, subject to the provisions contained in these Bylaws and in the Articles of Organization. The Secretary or President shall receive such applications and shall submit the same to the Board of Directors for approval by vote of most of the Directors present at its next regular meeting or at any earlier special meeting of the Board of Directors. The Secretary and or President shall maintain a Roll of Members of the Corporation and shall make the same available for inspection at any members' meeting or Directors' meeting.

Section 2. Classes of Members

There shall be four (4) classes of members, which classes of members shall be determined and defined as described below:

A. Player Members

Any child residing or attending school in the Town of Danvers who is in the third, fourth, fifth, sixth, seventh or eighth grade shall be eligible to participate as a Player Member in the football program of the Corporation; however, said child shall have no rights, duties or obligations in regards to the management or property of the Corporation.

B. Coach Members

Any Person who has been appointed and approved by the Board of Directors to coach for Danvers Youth Football, Inc on an annual basis.

C. Regular Members

Any person who is actively interested in furthering the purposes of the Corporation and achieving the objective of the Corporation may become a Regular Member of the Corporation, and is in good standing as described in 3B below

D. Board Members

A Regular Member in good standing elected annually that are entitled to vote.

Section 3. Voting Rights of Members

A. Board Members are in good standing (as stated in Section 2 D. above) shall be entitled to vote at any meeting of the Corporation. Player Members shall have no right to vote at any meeting of the Corporation. Coach Members may also vote as long as they are a Regular Member in good standing.

B. A Regular Member is in good standing, if he or she (A) has paid his or her dues, (B) has attended at least two thirds of the meetings of the Corporation within the twelve (12) months previous to the vote being taken and is not otherwise in violation of these Bylaws. For the purposes of this section, the casting of a vote at any meeting of the Corporation by means of proxy pursuant of an absentee ballot as described in section 15 of this Article shall not be deemed to be equivalent to attendance at said meeting. Also, for the purposes of this section, attendance at any annual or special meeting of the Board of Directors of the Corporation shall constitute one meeting attended.

Section 4. Resignation of Members

A resignation of a member shall be in writing and shall take effect upon receipt by the Board of Directors.

Section 5. Death or Other Termination of a Member

Upon the death of any Member, the membership of that member shall cease immediately.

Section 6. Suspension or Termination of Memberships

A. Discretionary Suspension or Termination of a Non-Player Member

The Board of Directors, by two thirds (2/3) vote of those present at any duly constituted meeting, shall have the authority to suspend for a fixed time period or to terminate the membership of any Regular Member, when the conduct of such person or entity is determined to be detrimental to the best interests of the Corporation. Prior to any vote of the Board of Directors to suspend or to terminate a non-Player membership, the member whose membership is at issue shall be notified in writing of the time, date and place of such scheduled meeting, informed of the general nature of the issue(s) against him or her, and given an opportunity to appear at the said meeting to defend such concerns and/or issues. Said notice shall be hand delivered, mailed, or emailed to the subject member at least seven (7) days before said scheduled meeting.

B. Discretionary Suspension or Termination of a Player or Coach Member

As set forth more particularly in Article VIII below, the Disciplinary Committee and the directors of the Corporation shall, in addition to awarding other, lesser disciplinary remedies, have the power to suspend for a fixed period or to terminate the membership of any Player or Coach Member.

Section 7. Membership Dues and Participation Fees

A. Membership Dues

Annual dues of \$1.00 (One Dollar) shall be due and payable to the Corporation by all Regular Members by the third regular meeting of the Corporation for that Fiscal year. Said dues shall be payable in advance by said members enrolled on the books of the Corporation in each fiscal year. Dues of a new member, when received, shall be applied to the then current fiscal year of the Corporation or any part thereof remaining, without proration.

B. Participation Fees

(1.) A Participation Fee in such amount as the Board of Directors shall determine from time to time may be assessed to the parents or guardians of Player Members, in order to ensure the operational continuity of the Corporation's programs. Said fee shall be collected at the time of registration, unless the Board of Directors otherwise determines from time to time.

(2.) In the event that the parents or the legal guardian of a Player Member lack sufficient funds to pay the Participation Fee for such Player Member, the President and Registrar may, at their sole discretion, jointly waive or reduce the said Participation Fee. When such waiver occurs, it shall be reported to the Board of Directors at its next scheduled meeting.

(3.) The failure or inability of any parent or legal guardian to pay the Participation Fee of a Player Member shall be treated as confidential information and shall not be communicated to any person who is not a Director of the Corporation, without the permission of the affected parent or legal guardian.

Section 8. Annual Meetings of Members

The annual meeting of members shall be held just prior to the regular monthly meeting in January of each year for the purposes of electing a Board of Directors, receiving reports and transacting such other business as may properly come before the meeting. The President shall preside at the annual meeting of the membership. At the conclusion of the annual meeting of the membership, the newly elected Board of Directors shall meet to transact such business as may properly come before it.

Section 9. Special Meetings of Members

A Special Meeting of the membership may be called at any time either by the President or by a majority of the Directors acting by vote or written instrument(s) signed by them. No business other than that which is specified in the notice of the meeting shall be transacted at any Special Meeting of the Members. The President shall preside at any special meeting of the membership.

Section 10. Place of Meetings

All meetings of the members shall be held at the principal office of the Corporation in Massachusetts, unless a different place within Massachusetts is designated by the President, or by the Secretary or by a majority of the Directors acting by vote or by written instrument(s) signed by them. Any adjourned session of any meeting of the members shall be held at such place within Massachusetts as is designated in the vote of adjournment.

Section 11. Notice of Meetings of Members

A written notice or electronic mail of the place, date, and hour of any meeting of the members, stating the purposes of such meeting shall be given to the Directors with reasonable advance notice before the meeting. Such notice shall be given by the Secretary, or in case of the death, absence, incapacity, or refusal of the Secretary or President, by any other officer, or by a person designated either by the Secretary or President, by the person or persons calling the meeting, or by the Board of Directors. Whenever notice of a meeting is required to be given to a member under any provision of law, of the Articles of Organization, or of these Bylaws, a written waiver thereof, executed before or after the meeting by the member and filed with the records of the meeting, shall be deemed equivalent to such notice. Notice of the regular meeting and associated details will also be posted on the Danvers Youth Football Website, reasonably in advance of the meeting.

Section 12. Quorum of Members

At any regular meeting of the members a quorum shall consist of 50% of those members entitled to vote at the meeting, except when a larger quorum is required by law, by the Articles of Organization, or by these Bylaws. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether a quorum is present, and the meeting may be held as adjourned without further notice.

Section 13. Action by Vote of Members

When a quorum is present at any meeting of members, a plurality of the votes properly cast for election to a directorship shall elect such director and a majority of the votes properly cast upon any question (other than the election of a director) shall decide the question, except when a larger vote is required by law, by the Articles of Organization, or by these Bylaws. No ballot shall be required for any election, unless requested by a member present or represented by proxy at the meeting and entitled to vote in the election. The President may put forth a Directors vote via email to any Director that has a certified email address on file with the Danvers Youth Football, Inc.

Section 14. Absentee Ballots

For the expressed purpose of accommodating a regular member in good standing who cannot attend the annual meeting, an absentee ballot may be requested and obtained from the Secretary or President of the Corporation. The absentee ballot shall be properly completed, signed and returned in a sealed envelope or via a certified email address on file with the Danvers Youth Football League, to the Secretary, prior to the date of the annual meeting and the election of members to the Board of Directors. Text Messages or Instant Messaging will not be acceptable protocol and will be deemed invalid. The Secretary shall present all absentee ballots at the annual meeting and certify the validity of such ballots, prior to the conduct of any election thereat.

Section 15. Order of Business at Members' Meetings

- A. The order of business that shall be observed at all annual and regular meetings will be dictated by the agenda that will be sent out by the League Secretary or President at a reasonable time in advance of the meeting.
- B. The President may deviate from the agenda items as he or she deems advisable.

Section 16. Rules of Order at Meetings

Roberts' Rules of Order shall govern the proceedings at all meetings, except where the same conflicts with the Articles of Organization of the Corporation or these Bylaws.

ARTICLE IV.

DIRECTORS

Section 1. Powers of Directors

The business of the Corporation shall be managed by a Board of Directors who shall have and may exercise all the powers of the Corporation, except as otherwise reserved to the members by law, by the Articles of Organization, or by these Bylaws.

Section 2. Qualification of Directors

An elected Director is by definition, in good standing presuming he or she meet the conditions in Article 3 Section 3 Paragraph B.

Section 3. Number, Election, and Term of Office of Directors

A. The Board of Directors shall consist of not less than ten (10) Directors. The precise number of the directors shall be determined from time to time by those eligible to vote in attendance. The directors shall be chosen at the annual meeting of the members by majority vote of the Board of Directors in attendance or present by way of absentee ballot who have the right to vote thereat, Upon election, a Director shall immediately commence the performance of his or her duties and shall continue to hold office, until the next annual election of Directors and until his or her successor is chosen and qualified or until he or she sooner dies, resigns, is removed, or becomes disqualified. The number of Directors so fixed may, within the limits prescribed above, be increased at any regular or special meeting of the members and, if the number is increased, the additional Directors may be elected at the meeting at which the increase is voted or at any subsequent meeting.

B. If any vacancy occurs in the Board of Directors, by death, resignation or otherwise, it may be filled by a majority vote of the remaining Directors at any regular Directors' meeting or at any special meeting called for that purpose. While there is a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

Section 4. Regular Meetings of the Membership

A. The first meeting of the Board of Directors following the annual meeting of the members shall be held, without notice, immediately after and at the same place as the annual meeting of the members or the special meeting held in lieu thereof. If in any year a meeting of the Board of Directors is not held at such time and place, any action to be taken may be taken at any later meeting of the Board of Directors with the same force and effect as if held or transacted at such meeting.

B. Other regular meetings of the Board of Directors may be held at such times and places.

Section 5. Special Meetings of Directors

Special meetings of the Directors may be held at any time and at any place designated in the call of the meeting, when called by the President or a majority of the elected Directors. Reasonable notice thereof being given to each Director by the Secretary or by the officer or one of the Directors calling the meeting. In the absence of the President, the Executive Vice President shall preside at said meetings. In the event that both the President and the Executive Vice President are absent, an officer or one of the Directors calling the meeting shall preside thereat.

Section 6. Notice of Directors' Meetings

It shall be reasonable and sufficient notice to a Director to send notice by mail, text message or via a certified email address on file

with the Danvers Youth Football, Inc. at least forty-eight hours or by telegram at least twenty-four hours before the meeting addressed to him or her at his or her usual or last known business address or residence address or to give notice to him or her in person or by telephone at least twenty-four hours before the meeting. Notice of a meeting need not be given to any Director, if a written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting, without protesting before or at its commencement, the lack of notice to him or her. Neither notice of a meeting nor a waiver of notice need specify the purposes of the meeting.

Section 7. Order of Business at Directors' Meetings

- A. The order of business that shall be observed at any Directors meeting will be dictated by the agenda that will be sent out by the League Secretary or President in reasonable advance of the meeting.
- B. The Directors may, by majority vote of the Directors present, deviate from the agenda items of the meeting as they deem advisable. The President may also deviate from the agenda items as he or she deems advisable.

Section 8. Action by Consent of Directors

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting, if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Each such consent shall be treated for all purposes as a vote of the consenting Director at such meeting. An electronic email vote as called by the President will also be a valid communication protocol for the consent process. Directors of the Corporation are listed in sections 4 thru 16 below along with the associated responsibilities

ARTICLE V. ADDITIONAL DIRECTOR DESCRIPTIONS

Section 1. Enumeration and Qualification of Directors

- A. The Directors of the Corporation shall be the President, an Executive Vice-President, Treasurer, Secretary, Registrar, a Vice President for Football Operations, a Vice President of Game Operations, a Vice President for Administration, a Vice President for Purchasing and Equipment, a Publicity Agent, and a Safety Officer, Vice President for Fundraising & a Director.
- B. The Secretary must be a resident of Massachusetts.
- C. Any two or more offices may be held by the same person; however, a person holding more than one position nevertheless receives only one vote as a Director.

Section 2. Powers of Directors

Subject to law, to the Articles of Organization, and to the other provisions of these Bylaws, each Director shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his or her office and such duties and powers as the Board may from time to time designate.

Section 3. Terms of Directors

Except as otherwise provided by law, by the Articles of Organization, or by these Bylaws, every Director shall hold office until the next annual meeting of the members and until his or her respective successor is chosen and qualified, unless he or she sooner dies, resigns, is removed, or becomes disqualified.

Section 4. President

- A. The President shall be the Chief Executive Officer of the Corporation and shall, subject to the direction of the Board of

Directors have general supervision and control of its business, programs and activities. The President shall preside, when present, at all meetings of members and of the Board of Directors and shall be an *ex-officio* member of all committees established by the Board of Directors.

B. The President shall:

- (1.) Conduct the affairs of the Corporation and execute the policies established by the Board of Directors.
- (2.) Present a written or oral report of the condition of the Corporation at the conclusion of the season.
- (3.) Communicate to the Board of Directors, such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of the Corporation and the success of its programs and activities.
- (4.) Be responsible for the conduct of the Corporation in strict conformity to such policies as may be established by the Board of Directors.
- (5.) Designate in writing, or electronic format, to other officers if necessary, to have power to make and execute for and in the name of the Corporation such contracts and leases they may receive, and which have had prior approval of the Board.
- (6.) Investigate complaints, irregularities and conditions detrimental to the Corporation and report thereon to the Board of Directors as circumstances warrant.
- (7.) In conjunction with the Treasurer, prepare and submit in writing an annual budget to the Board of Directors for its approval and be responsible for the proper execution thereof and adherence thereto.
- (8.) With the assistance of the Vice President for Administration and the Registrar, examine the application and supporting proof-of qualification of every candidate for participation in a program run by the Corporation and certify said Player Member candidate's residence and eligibility before the said Player Member candidate may be accepted into one of the Corporation's programs.
- (9.) The President may appoint committee's and is authorized to make operational decisions on a day to day basis, subject to Board review as necessary.
- (10.) Have signature authority for any financial transactions not completed by the Treasurer.

Section 5. Executive Vice-President

The Executive Vice President shall, in case of the absence or disability of the President, provided that he or she is authorized by the President or by the Board of Directors to so act, perform the duties of the President and, when so acting, shall have all the powers of the President's office. The Executive Vice President shall also have such other powers and shall perform such other duties as President or the Board of Directors may, from time to time, designate. The Executive Vice President will be responsible for Banquet Coordination, CORI Form registration, Scholarship Administration, and will serve as a member of the Snack Bar committee.

Section 6. Vice President for Administration

- A.** The Vice President for Administration shall be responsible for (a) negotiating for, oversee varies business matters of the Corporation most notably snack bar management The Vice President for Administration will serve on varius committees towards the betterment of ther corporation The Vice President for Administration shall report directly to the President.

Section 7. Registrar

A. The Registrar, subject to the approval of the Board of Directors, will be responsible for the Player Member registration process. Any person so appointed to the position of Registrar shall:

- (1) Maintain and update the aforescribed rosters and submit the same to the President and the Vice President of Football Operations.
- (2) Prepare for the President's signature and submission to the league in which the Corporation is affiliated with, team rosters in the form required by such league.
- (3) Notify the President of any resignation or reassignment of a Player Member.
- (4) Collect all Registration monies and associated late fees and submits to the Treasurer
- (5) Work with the League Secretary and/or President to prepare mailing lists to the player members or regular members.

Section 8. Vice President of Operations

The Vice President of Game Operations shall be responsible for

- (1) Assisting with all aspects of game operations including but not limited to Referee and EMT's setup.

The Vice President of Game Operations shall report directly to the President.

Section 9. Vice President of Football

The Vice President of Football is responsible for recruiting and nominating head coaches for all teams. Additionally, he will provide oversight and evaluation of all coaches during the season. The Vice President for the Football Program shall report directly to the President.

Section 10. Vice President for Purchasing and Equipment

The Vice President for Purchasing and Equipment shall be responsible for the following:

- (1) New purchases of new equipment and coaches supplies
- (2) Organization and distribution of all equipment at the beginning of the season
- (3) Collection and accounting of all equipment at conclusion of the season
- (4) Certification & recondition of existing equipment
- (5) Periodically review and dispose of aged or defective equipment as necessary
- (6) Purchase and distribution of all game uniforms
- (7) Work with the Treasurer & President on Budget for annual equipment budget
- (8) Reports directly to President.

Section 11. Publicity Agent

The Publicity Agent shall attend to and be responsible for obtaining favorable publicity for all activities of the Corporation and shall perform such other duties as may be assigned from time to time by the President and/or the Board of Directors.

Additionally, the Publicity Agent will be responsible for all necessary public notices related to registration, fundraising, league news and developments deemed necessary to post to the public. In addition, maintain all social media content as pertains to corporation. Along with the President and Secretary will serve as a contact to the League Webmaster for posting information to the Danvers Youth Football Website.

Section 12. Treasurer

- A.** The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation and shall maintain accurate books of account to be kept. The Treasurer shall have custody of all funds and securities of the Corporation, except as the Board of Directors may otherwise provide.
- B.** The Treasurer shall:
- (1.) Perform such duties as are herein set forth and such other duties as are customarily incident to the office of Treasurer or may be assigned by the Board of Directors.
 - (2.) Receive all monies and securities belonging to the Corporation and deposit the same in a depository approved by the Board of Directors.
 - (3.) Keep records for the receipt and disbursement of all monies and securities of the Corporation, approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors.
 - (4.) Prepare an annual budget, under the direction of the President, for submission to the Board of Directors annually.
 - (5.) Prepare an annual report to the membership and submit the same at the conclusion of the year.

Section 13. Secretary

- A.** The Secretary shall keep written minutes of the meetings of the membership and the Board of Directors. In the absence of the Secretary from any such meeting a Temporary Secretary shall be appointed by the person presiding at the meeting, shall perform the duties of the Secretary thereat for the duration of such meeting and shall forthwith transmit the said minutes of the meeting to the Secretary for inclusion in the records of the Corporation.
- B.** The Secretary shall:
- (1) Be responsible for recording the activities of the Corporation and maintaining appropriate files, mailing lists and necessary records.
 - (2) Maintain a current Roll listing of all Regular Members, Directors, and committee members.
 - (3) Under the direction of the President, conduct all correspondence, not otherwise specifically delegated, in connection with meeting.
 - (4) Under the direction of the President, conduct all correspondence, not otherwise specifically delegated, in connection with meeting

Section 14. Safety Officer

The Safety Officer will be responsible for overseeing, recommending, and implementing measures to ensure the safety of all the players in the Youth Football Program. Specific areas of focus include (but not limited to):

- (1) Shall be designated as the USA football designee (PSC)
- (2) As PSC, will conduct all Coach training and oversight for the Program
- (3) Maintain injury reports and track player/practice & game return policy
- (4) Concussion awareness, prevention, and follow up.
- (5) Safe practice procedure and policy.

- (6) CPR and first aid training for coaches and applicable staff.
- (7) Dehydration prevention and awareness.
- (8) Mosquito and insect awareness.
- (9) Proper equipment and helmet fitting.
- (10) Proper Blocking & tackling technique.

The Safety Officer may appoint a team coach (head or assistant) to act as a Team Safety Officer (TSO). The Safety Officer and TSO's will work collaboratively to ensure the DYF, Inc. safety-related policies, procedures, and bylaws are properly adhered to and administered.

Section 15. Vice President of Fundraising

The Vice President of Fundraising will be responsible for recommending revenue generating initiatives for Danvers Youth Football and, upon Board approval, overseeing the execution thereof. This may include (but is not limited to): apparel, raffles, ticket sales, and other externally sponsored programs.

Section 16. Director

Board members may be elected as "Directors" annually. In this role, they will serve on various committees and activities for the benefit of the league and will have full voting rights at all meetings.

ARTICLE VI RESIGNATION, REMOVALS, AND VACANCIES IN DIRECTOR POSITIONS

Section 1. Resignations of and Directors

Any Director may resign at any time by delivering his or her resignation in writing or certified mail, to the President or verbally to the Board of Directors. A resignation shall take effect at such time as is specified therein or, if no time is so specified, then upon delivery thereof.

Section 2. Removal of Directors

- A. Directors may be removed, with or without assignment of cause, by two thirds vote of the elected Directors. The Director may be removed only after a reasonable notice and opportunity to be heard before the body proposing to remove him.
- B. Except as the Board may otherwise determine, no Director or officer who resigns or is removed shall have any right to damages on account of such removal.

Section 3. Vacancies in Director Positions

- A. Any vacancy in the Board of Directors, including a vacancy resulting from an enlargement of the Board, may be filled by vote of a majority of the Directors then in office, or at meeting for the purpose to fill voided position.
- B. If the office of any elected Director becomes vacant, the Directors may elect a successor by vote of a majority of the Directors present at the meeting at which such an election is made.
- C. Every such successor shall hold office for the unexpired term, or until he or she sooner dies, resigns, is removed, or becomes disqualified.

Section 4. Order of Succession

In the event of the prolonged absence or incapacitation of the President, the Executive Vice President shall manage the affairs of the Corporation. In the event of the prolonged absence or incapacitation of the President and the Executive Vice President who shall manage the affairs of the Corporation.

ARTICLE VII. COACHING APPOINTMENTS, TERM, & DISCIPLINARY ACTION.

In order to be eligible for appointment to a Head Coach or an Assistant Coach position, a person must satisfy such requirements as may be established hereafter by the Board of Directors from time to time. The appointment of each Head Coach and Assistant Coach shall expire at the end of the playing season of the team unless sooner terminated at the discretion of the President, the Vice President of the Football Program or the Board of Directors. Each Head Coach shall be responsible for the selection and training of his or her team and for the actions of the Player Members and Assistant Coaches during all games, practices and other activities of the Corporation. Any Head Coach, Assistant Coach, or any person(s) involved with any game or practice activities in which said person will be present and interact in a game or practice with player members, is required to submit a CORI form to the Executive Vice President for processing prior to doing so. No person shall be allowed on any practice or game field unless they have submitted a formal CORI form to the Executive Vice President of the Danvers Youth Football League, the Corporation.

In the event of a charge against a coach by the league, parent, or another coach, the matter will be referred to the Disciplinary Committee as described in Article VIII, Section 4.

ARTICLE VIII. DISCIPLINING OF PLAYER MEMBERS

Section 1. Authority of Head Coach to Take Certain Disciplinary Actions

The Head Coach of any team shall have the authority to suspend, bench or award any lesser punishment to any Player Member on his or her team, whenever, in the Head Coach's opinion, such Player Member's conduct creates an unnecessary risk of injury to others, impedes good order and discipline, is contrary to published rules applying to all players on his or her team or is otherwise detrimental to the best interests of the Corporation or the team. No Player Member shall be subjected to corporal punishment by any Head Coach or by any other member of the coaching staff of any team or by any member or agent of the Corporation.

Section 2. Benching and Suspension Defined

1. A Player Member will be deemed to be "benched", when informed that he or she will not be permitted to play or compete during certain periods or all periods of one game. A Player Member who is benched will be permitted to practice with his or her team and will be permitted to sit with his or her team during any game.
2. A Player Member will be deemed to be "suspended", when informed that he or she may neither practice with his or her team for a period of time. Player Members who are suspended will not be permitted to sit or join with their team at any practice or game occurring during the period of their suspension. Suspension could come from the Head Coach, the Corporation or Cape Ann Youth Football League.

Section 3. Required Reporting of Disciplinary Action Taken and Request for Review

Whenever a Player Member is suspended by a Head Coach or any of the defined entities in Article VIII Section 2, a written Report of Disciplinary Action must be submitted by said entities to the Player Member or to the parent or guardian of the Player Member, to the Executive Vice President of the program in which the Player Member competes and to the Disciplinary Committee, prior to the first practice or game following the commencement of such suspension. Any Player Member suspended by Head Coach, or the Corporation, disciplinary action shall be

determined by the Disciplinary Committee from time to time and written notification will be provided to each Head Coach. Any Head Coach who suspends a Player Member shall advise the Player Member and the parent or guardian of such Player Member that, if said Player Member, parent or guardian disagrees with the disciplinary action, the decision will be reviewed by the Disciplinary Committee, if a written request for such review is delivered to the Disciplinary Committee on or before the expiration of a period of five (5) days after the disciplinary action is announced by the Head Coach.

Section 4. Disciplinary Committee Formation and Records

The Disciplinary Committee shall be formed by the President, the Executive Vice President, and The Vice President of Football. The exception to any of the aforesaid Directors listed would be nullified if that Directors son/daughter was involved in the disciplinary action. A disciplinary action will be presented to the Disciplinary Committee for any serious infraction contrary to the code of conduct. *In the event a charge is made against one of the standing committee members, the President or Executive VP will appoint another member to the committee.*

The Disciplinary Committee shall keep a record of all Reports of Disciplinary Action received by it and the disposition of each. The records of the Disciplinary Committee shall be kept confidential and shall be accessible only to the Disciplinary Committee, the President and the directors of the Corporation. A copy of the Disciplinary Action will also be filed with the League Secretary and shall not be made available for public review.

Section 5. Scheduling of Review Hearing

The Executive Vice President of the Corporation shall serve as the Disciplinary Committee Chairman for any said Hearings.

Upon the Disciplinary Committee Chairman's receipt of a timely filed written request for review of a Head Coach or the Corporation decision to or suspend a Player Member, the Chairman of the Disciplinary Committee shall call a meeting of the Disciplinary Committee for the earliest time and date convenient to a majority of the members of such committee and shall notify the party initiating the request for review of the time, date and place of the scheduled meeting. Only Disciplinary Committee members, the appealing adult representative of the appealing Player Member and any witnesses called by or on behalf of the appealing Player Member or by the Head Coach or the Corporation whose decision is being reviewed shall be permitted to attend the review hearing.

Section 6. Conduct of Review Hearing and Action by Disciplinary Committee

The review hearing shall be informal. The Disciplinary Committee shall elicit information regarding the circumstances leading up to the disciplinary action hearing both sides of the argument in question and shall allow interested persons to state their support for or opposition to the Head Coach's action. At the conclusion of the review hearing, the Disciplinary Committee shall meet in executive session and, by majority vote duly taken and recorded in its minutes, vote

- (1) to uphold the Head Coach's disciplinary action
- (2) to vacate the Head Coach's disciplinary action.
- (3) to modify the Head Coach's disciplinary action in any manner which it deems just and appropriate, which could include suspension or termination of Player Member.

The Disciplinary Committee shall reasonably announce its decision and confirm it in writing to the Head Coach and to the party who filed the subject request for review

ARTICLE IX. AFFILIATION WITH A FOOTBALL LEAGUE

Section 1. Adoption of Playing Rules and Regulations of League

In the event that the Corporation determines hereafter to associate its football program with an existing league organization, the conduct of games and the eligibility of the Corporation's Player Members to participate therein shall be governed by the rules and regulations promulgated by such league.

Section 2. Local Playing Rules and Regulations

For non-league games, all teams in the Corporation's programs shall adhere to such rules and regulations as may hereafter be adopted by the Board of Directors from time to time.

ARTICLE X.

FINANCIAL AND ACCOUNTING

Section 1. General

The Board of Directors shall decide all matters pertaining to the finances of the Corporation and it shall cause all income of the Corporation to be placed in the treasury of the Corporation, directing the expenditure of same in such manner as will give no individual, team an advantage over any other teams fielded by the Corporation in the same division of one of the Corporation's programs.

Section 2. No Contributions to be Made to Individual Teams

The Board of Directors shall not permit the contribution of funds or property to individual teams, but shall solicit the same for the common treasury of the Corporation in order to discourage favoritism among teams and to endeavor to allocate fairly and appropriately the benefits to all teams fielded by the Corporation.

Section 3. Limitation on Solicitation of Funds

The Board of Directors shall not permit the solicitation of funds in the name of the Corporation, unless all of the funds so raised are to be placed directly into the Corporation's treasury.

Section 4. Limitation on Disbursement of Corporation's Funds

The Board of Directors shall not permit the disbursement of the Corporation's funds for other than the conduct of the Corporation's football program or its other authorized activities.

Section 5. No Salaries, Compensation or Emoluments

No Director or member of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation for services rendered as Director or member.

Section 6. Disbursement

All monies received shall be deposited forthwith to the credit of the Corporation in such banking institution or institutions as may be selected by vote of the Board of Directors from time to time and all disbursements there from shall be made by check or by Debit Card. All checks shall be signed by the Treasurer or by the President.

ARTICLE XI.

CORPORATION TO MAINTAIN TAX EXEMPT STATUS

Section 1. Activity Limitations

- A. The Corporation has been organized and will be operated exclusively for the purposes set forth in the Articles of Organization.
- B. The Corporation will not, as a substantial part of its activities, engage in lobbying activities or carry on propaganda or otherwise attempt to influence legislation or participate in or intervene in (including the publishing or distribution of statements) a political campaign for or against any candidate for public office.

Section 2. Other Limitations and Restrictions on Corporate Operations

- A. No part of the Corporation's net earnings will inure to the benefit of, or be distributable to, any member or director of the Corporation or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by other than Regular Members and to make payments and distributions in furtherance of the purposes set forth in the Articles of Organization.

- B.** The Corporation must distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax laws.
- C.** The Corporation must not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, as amended or corresponding provisions of any subsequent federal tax laws.
- D.** The Corporation must not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, as amended or corresponding provisions of any subsequent federal tax laws.
- E.** The Corporation must not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, as amended or corresponding provisions of any subsequent federal tax laws.
- F.** The Corporation must not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code, as amended or corresponding provisions of any subsequent federal tax laws.
- G.** Notwithstanding any other provision contained in these Bylaws or in the Articles of Incorporation, the Corporation shall not carry on any other activities nor operate in any way not proper (a) for a Corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States Internal Revenue law enacted) and (b) for a not for profit corporation within the meaning of Section 4 of Chapter 180 of Massachusetts General Laws, as amended, which is exempt from state income taxation under pertinent provisions of Massachusetts General Laws.

ARTICLE XII. DISSOLUTION OF CORPORATION

Except as may be otherwise required or permitted by law, the Corporation may, at any time, authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the Commonwealth of Massachusetts, pursuant to Section 11A of Chapter 180 of Massachusetts General Laws, by vote of a two-thirds majority of the directors of the Corporation then in office; provided, however, that, in the event of any liquidation, dissolution, termination or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the property and assets of the Corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed and set over outright to a federally incorporated entity(ies) which maintain(s) the same purposes and objective as set forth herein and to which contributions are deductible under Section 170(c) of the Internal Revenue Code. Further, such entities shall qualify as exempt from income tax under Section 501(c)(3) of the said Code as such sections may, from time to time, be amended or added to or under any successor sections thereto. The precise distribution and allocation of such assets and property of the Corporation shall be as determined by vote of a majority of the total number of the directors of the Corporation and in such proportions and in such manner as may be determined in such vote.

ARTICLE XIII. SELF-DEALING

Subject to the foregoing provisions of this Article and the provisions of the Articles of Organization, no contract or other transaction of this Corporation with any other person, corporation, association, or partnership shall be affected or invalidated by the fact that (i) any one or more of the directors or members of this Corporation is a director or partner of such other Corporation, association or partnership, or (ii) any officer, director or member of this Corporation, individually or jointly with others, is a party to or is interested in such contract or transaction, provided that disclosure of such interest is made in advance of such contract or transaction. Any director of this Corporation may be counted in determining the existence of a quorum at any meeting of the Board of Directors for the purpose of authorizing or ratifying any such contract or transaction, and may vote thereon, with like force and effect as if he or she were not so interested or were not a director or partner of such other Corporation, association or partnership.

**ARTICLE XIV. AMENDMENT OF
BYLAWS**

These Bylaws may be amended repealed or altered, in whole or in part, by two thirds vote at any duly organized meeting of the membership, provided that notice of the proposed change is included in the notice of such meeting.

PROVISIONS ARTICLE XV. MISCELLANEOUS

Section 1. Execution of Papers

All deeds, leases, transfers, contracts, bonds, notes, releases and other obligations authorized to be executed on behalf of the Corporation shall be signed by the President and the Treasurer, except as the Directors may generally or in particular cases otherwise determine.

Section 2. Corporate Seal

The seal of the Corporation shall be a circular die with the name of the Corporation, the word "Massachusetts", and the year of its incorporation cut or engraved thereon or shall be in such other form as the Board of Directors may from time to time determine.

Section 3. Corporate Records

The original or attested copies of the Articles of Organization, the Bylaws, and records of all meetings of the Directors and members shall be kept in Massachusetts at the principal office of the Corporation. The Secretary shall maintain the corporate records in a manner approved by the President.

DATED: February 20th
2019

Tom Ladd
President

Mike Mansfield
Executive Vice-President

Keith Lucy
Treasurer

Bill Nolan
Secretary