

GILBERTS YOUTH FOOTBALL AND CHEER, INC.
DBA
GPH GRIZZLIES
An Illinois Not For Profit Corporation
BYLAWS

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GILBERTS YOUTH FOOTBALL AND CHEER, INC.

**DBA As GPH Grizzlies
(As revised on January 23, 2014)**

**Article I
Preamble Mission & Purpose**

Section 1 – Mission

The Gilberts Youth Football and Cheerleading Association (GYFCA) DBA GPH GRIZZLIES will strive to teach the basic fundamentals of the game of football and Cheer in a competitive and fun environment. GPH GRIZZLIES will strive to teach humility, sportsmanship, teamwork, and respect toward the team, coaches, board members, and other teams. Parents, coaches, board members and volunteers must be role models that teach their knowledge of the game of football through proper examples and by conducting themselves within the boundaries of safety, fair play, open and fair competition, and good sportsmanship.

Section 2 – Purpose

The purpose of the GPH GRIZZLIES shall be to control, supervise, encourage, and promote football and cheer games and related activities for the youth. The purpose will be achieved by providing competitive and supervised football games and related cheer activities and cheer competitions for children in Gilberts, Pingree Grove and Hampshire and areas that do not currently have a TCYFL program, including Sleepy Hollow, West Dundee, Carpentersville and Algonquin. The supervisors shall bear in mind that the attainment of exceptional athletic skill or winning games is secondary to developing unity, sportsmanship, and enthusiasm along with maintaining safety, sound mental, physical, and moral conditions at all times.

**Article II
Offices**

Section 1 – Principal Office

The principal office of the Corporation shall be located in the Village of Gilberts, County of Kane, and State of Illinois. The Corporation may also have such offices at such other places within or without the State as the Board may designate from time to time.

Section 2 – Registered Office

The Corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state. The Registered Office and Agent shall be:

Article III Members

Section 1 – Initial Members

The eligibility and qualifications for membership and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Executive Board of the Corporation or by such rules and regulations as may be prescribed by the Executive Board. All such resolutions or rules and regulations relating to members adopted by the Executive Board of the Corporation shall be affixed to the Bylaws of the Corporation and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Executive Board may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues, or other fees, assessments, fines, and penalties, the manner of suspension or termination of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

Section 2 – Membership Qualifications

GPH GRIZZLIES membership shall consist of any parent or legal guardian of a player(s) registered with the GPH GRIZZLIES and has attended a minimum of 3 board meetings in the current year . A player shall be defined as any individual under the age of fourteen (14) who is actively taking part in the activities and programs provided by GPH GRIZZLIES and who is in good standing with the Executive Board. The decision of the Executive Board shall be conclusive as to the determination of a participant's good standing. All members shall reside within the boundaries of School District #300, except that the Board may accept members and players not residing within the boundaries of School District #300, *provided* that each member and sponsored participant shall meet the requirements of, and be approved by The Chicagoland Youth Football League (TCYFL). Members and players shall be accepted by GPH GRIZZLIES in accordance with GPH GRIZZLIES's Nondiscrimination Policy as hereinafter provided. A coach who is in good standing and has completed the GPH GRIZZLIES coaching application process, is ASEP certified, CPR/AED certified and has passed a background check.

An Executive Board member that was appointed by the original Executive Board and remains in good standing.

Section 3 – Termination of Membership

Membership shall be determined as set forth in Article II, Section 2. Membership shall be terminated upon the happening of any of the following events: failure of an existing member to re-register as a part of GPH GRIZZLIES's annual registration process, rejection of a member's re-registration by the Executive Board, death of the member, death of the player(s), lack of good standing of a player or member for a period of thirty (30) days, resignation under questionable circumstances, failure to sign the code of conduct, failure to sign the confidentiality agreement, expulsion, or dissolution or liquidation of the Corporation.

Section 4 – Suspension by Executive Board

Any member and/or participant who, in the sole discretion of the Executive Board, acts in any manner that is detrimental to GPH GRIZZLIES and in violation of the GPH GRIZZLIES Code of Conduct may be banned from membership and/or participation in GPH GRIZZLIES by the Executive Board, after a thorough investigation has been completed. The Executive Board decision shall be final and binding. Suspended or banned members and/or participants shall not be entitled to the reimbursement of any membership or other fees, costs, or expenses.

Section 5 – Annual Membership Meeting

PART (a) GENERAL The Annual Meeting of the Members of the Corporation shall be held the first Thursday in December for the purpose of electing the Board and for the transaction of other such business as may come up before the meeting. The first Annual Meeting shall be held on a date within twelve (12) months after the formation of the Corporation. Each successive Annual Meeting shall be held on a date not more than twelve (12) months following the preceding Annual Meeting. Special Meetings of members may be held on such date or dates as may be fixed by the Executive Board of the Corporation from time to time and by the members on such date or dates as shall be permitted by law.

PART (b) LOCATION Any Annual or Special Meeting of Members may be held at such place within or without the State as the Board of the Corporation may from time to time fix. The Annual meeting shall be held at such a place as designated by the Executive Board.

PART (c) CALLING MEETINGS Annual or Special Meetings of Members may be called by the Executive Board or by any officer of the Corporation instructed to do so by the Executive Board, except to the extent that directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

PART (d) NOTICE Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for the Annual Meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting. Notices of Special Meeting shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given either personally or by first-class mail not less than ten (10) days or more than fifty (50) days before the date of the meeting, to each member at his address recorded on the records of the Corporation, or at such other address which the member may have furnished in writing to the Secretary of the Corporation. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office and/or posted on the GPH GRIZZLIES website and sent via e-mail. Any meeting of members may be adjourned from time to time. In such event, it shall be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Executive Board fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a waiver of notice before or

after the meeting. The attendance of a member in person or by proxy at the meeting without protesting the lack of notice of a meeting shall constitute a waiver of notice by such member. Any notice of meeting to members relating to the election of directors shall set forth any amendments to the Bylaws of the Corporation adopted by the Executive Board, together with a concise statement of the changes made.

PART (e) MEMBERSHIP LIST At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation, and, upon request therefor, any member who has given written notice to the Corporation, which request shall be made at least ten (10) days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

Section 6 – Annual Report

At each Annual Meeting of Members, the Executive Board shall present an Annual Report. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of Members.

Section 7 – Administration of Meeting

PART (a) PRESIDING OFFICER Meetings of the members shall be presided over by the following officers: President, Director of Operations, Secretary, Director of Football, Director of Cheer, Commissioner, or Treasurer or, if none of the foregoing is in office or present at the meeting, by a Chairman to be chosen by a majority of the members in attendance. The Secretary of the Corporation shall act as Secretary of every meeting. When the Secretary is unavailable, the President may appoint a Secretary of the meeting.

PART (b) ORDER OF BUSINESS The order of business at all meetings of members shall be as follows:

- Roll Call;
- Open address to the Board;
- Report of standing committees;
- Officers' reports;
- Old business;
- New business.

Section 8 – Voting by Proxy

Voting by proxy is not allowed at the annual meeting.

Section 9 – Quorum

Except as provided by law, Directors shall be entitled to cast a majority of the total number of votes and entitled to cast votes at the meeting. This shall constitute a quorum at a meeting of Directors for the transaction of any business. The Directors present may adjourn the meeting despite the absence of a quorum. Each Director shall entitle the holder thereof to one vote. In the election of directors, a plurality of the votes cast shall elect. Except to the extent provided by law, all other action shall be by a majority of the votes cast, provided that the majority of the affirmative votes cast shall be at least equal to a quorum.

Section 10 – Record Date

The Executive Board of the Corporation shall fix a record date for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall not be more than fifty (50) days and not less than ten (10) days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of member entitled to vote at a meeting of members shall be the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held. The record date for determining members for any purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Executive Board for such adjourned meeting.

Section 11 – Capital Contributions

In the event any capital contribution shall be made or accepted pursuant to authorization conferred by the Articles of Incorporation of the Corporation, each certificate evidencing such capital contribution shall conform to the law of the State of Incorporation.

Section 12 – Voting

PART (a) NUMBER OF VOTES Each Member gets one vote regardless of number of children in the program.

PART (b) MEMBER'S VOTER ELIGIBILITY REQUIREMENTS Unless otherwise provided by law, no member shall have the right to vote on amendments to these Bylaws or the Articles of Incorporation, as all amendments shall be voted on by the existing Executive Board. Each member shall have the right to vote on the election of the Board at the Annual Membership Meeting provided they are in good standing and provide valid identification.

PART (c) COACHES Any coach who is in good standing may vote to elect the Board at the Annual Membership Meeting providing they are in good standing.

Article IV Board of Directors

Section 1 – Management

The management of the GPH GRIZZLIES shall be vested in a Board of Directors, to be known as the Board, compromised of eight (7) members. The directors will be charged with the active management and direction of the GPH GRIZZLIES for the coming year. The Board shall be elected by members of GPH GRIZZLIES as provided in Article II, Section 13, Part (b). The Board shall meet monthly during the first Thursday of the calendar month, unless otherwise noted. In an effort to ensure maximum safety and solid role models for all young athletes, a background check will be completed on any volunteers within an official capacity. These checks will be completed and recorded prior to the installation of any new Officers with GPH GRIZZLIES.

Section 2 – General Powers

The affairs of the Corporation shall be managed by or under the direction of its Board. By resolution, the Board shall adopt Rules and Regulations necessary and proper for carrying into execution the plenary powers vested in the Board, including any rule governing registration fees, league fees, participants, background checks, and equipment.

Section 3 – Number, Tenure, and Qualifications

Each director shall be at least eighteen (18) years of age and shall be a member in good standing of the Corporation during their directorship. The Board may consist of eight (8) persons, but shall not consist of fewer than three (3) officers, unless otherwise provided by the Illinois General Not for Profit Corporation Act. Subject to the foregoing, the number of Board may be fixed from time to time by action of the members or of the Officers. The number of Officers may be increased or decreased by action of the members or the Board, provided that any action by the Board to affect such increase or decrease shall require the vote of a majority of the entire Board. No decrease shall shorten the term of any Officer then in office.

Section 4 – Initial Board

The first Board shall consist of those persons elected by the Incorporators or named as the initial Board in the Articles of Incorporation of the Corporation, and they shall hold office until the first Annual Meeting of Members, and until their successors have been duly elected and qualified. Thereafter, at each Annual Meeting of Members, the membership shall elect directors to hold office until the next Annual Meeting as hereinafter provided. Each director shall hold office until the expiration of the term for which he/she was elected, and until his/her successor has been duly elected and qualified, or until his/her prior resignation or removal as hereinafter provided.

Section 5 – Removal, Resignation, and Vacancies

PART (a) REMOVAL Any or all of the members of the Board may be removed with or without cause by vote of the officers of the Corporation. The Executive Board may remove any director

thereof for cause only. A person who is removed with cause is not allowed to run or serve as an officer, a director, or coach in GPH GRIZZLIES.

PART (b). RESIGNATION Any director may resign at any time by giving written notice to the Board or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer. Acceptance of such resignation shall not be necessary to make it effective. If an officer or director resigns under questionable circumstances, he or she will not be allowed to serve in any Board-related capacity through election or appointment.

PART (c) VACANCIES Newly-created directorships or vacancies in the Board may be filled by a vote of majority of the Board then in office, although less than a quorum, unless otherwise provided in the Articles of Incorporation of the Corporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

Section 6 – Regular and Special Meetings

PART (a) REGULAR MEETINGS A regular Annual Meeting of the Board shall be held immediately following the Annual Meeting of Members. All other meetings shall be held at such time and place as shall be fixed by the Board from time to time.

PART (b) NOTICE No notice shall be required for regular meetings of the Board for which the time and place have been fixed. Special Meetings may be called by or at the direction of the President or by a majority of the directors then in office.

PART (c) SPECIAL MEETINGS AND NOTICE Special meetings of the Board may be called by or at the request of the President or any seven (8) Board members. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them. Written, oral, or any other method of notice of the time and place shall be given for Special Meetings of the Board in sufficient time for the convenient assembly of the Board. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice.

Section 7 – Quorum

Except to the extent herein or in the Articles of Incorporation of the Corporation provided, a majority of the entire members of the Board shall constitute a quorum. At any meeting held to remove one (1) or more directors, a quorum shall consist of a majority of the directors and must be present at such meeting. Whenever a vacancy on the Board shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these Bylaws, the act of the Board shall be by a majority of the directors present at the time of a vote, a quorum being present at such time. Any action authorized by resolution, in writing,

by all of the directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

Section 8 – Administration of Meeting

The President shall preside at all meetings of the Board. If there be no President, or in his absence, the Secretary, or, in his absence, any other officer chosen by the Board, shall preside.

Section 9 – Manner of Acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation. No director may act by proxy on any matter.

Section 10 – Informal Action by Directors

The authority of the Board may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote.

Section 11 – Compensation

The Board shall receive compensation for services to the Corporation as directors equal to the sum of one (1) annual enrollment fee; in lieu of payment Directors can have one (1) player fee waived at time of registration and Committee Member Heads will receive a \$50.00 discount.

Section 12 – Presumption of Assent

A director of the Corporation who is present at a meeting of the Board at which action on any Corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 13 – Committees

Whenever the Board shall consist of more than eight (8) directors, the Board may designate from their number, an executive committee and other standing committees.

Such committees shall have such authority as the Board may delegate, except to the extent prohibited by law. In addition, the Board may establish special committees for any lawful purpose, which may have such powers as the Board may lawfully delegate.

Section 14 -- Jersey Retirement and Ring of Honor

From time to time and upon being nominated by a Board member, a jersey may be retired to honor a player who has made an impact on our program on and off the field. The number 3 jersey (worn by Nick Mohlman) was retired in 2010 and voted and approved by the Board. The number 22 jersey (worn by Jeremy Curran) was retired in 2013 and voted and approved by the Board. A Ring of Honor will be instituted for 2013 to recognize and honor players and past Super Bowl Champions in a designated location of choosing by the board and upon a nomination and vote by the full Board.

Article V Officers

Section 1 – Officers

The officers of the Corporation shall constitute the Executive Board and include a president, a Director of football, a Director of cheer, a treasurer, a Director of Operations, a football commissioner, and a secretary. One or more vice presidents, and such other officers, may be elected and appointed by the Board. Officers, whose authority and duties are not prescribed in these Bylaws, shall have the authority and perform the duties prescribed, from time to time, by the Board. Any two or more offices may be held by the same person except the offices of President, Treasurer, and Secretary unless all offices are not duly filled through the election process, and if so, then the President, Treasurer, or Secretary can hold more than one office.

Section 2 – Election and Term of Office

The officers of the Corporation shall be elected annually by the Board at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

Section 3 – Removal

Any officer elected or appointed by the Executive Board may be removed by the Executive Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4 – President –Executive Board Member

The President will preside at all meetings of the Board and shall, in general supervise and control all businesses and affairs of the GPH GRIZZLIES.

Specific jobs delegated to the President:

1. Organize and head all monthly Board meetings;
2. Delegate job responsibilities to Board Members and special committees. (Mini Camp, Homecoming, Pep Rally, Banquet, etc.);
3. Coordinate special board meetings as requested by a Board member;
4. Serve as backup to the TCYFL league representative meetings; and
5. Oversee all GPH GRIZZLIES registrations, and functions;

Section 5 – Director of Football – Executive Board Member

Specific jobs delegated to the Vice President of Football:

1. The Director of Football is responsible for recruiting football coaches to coach in GPH GRIZZLIES; Responsible for proper inventory and uniform return.
2. The Director of Football ensures that coaches are ASEP, CPR, TCYFL certified and attend coaching clinics when offered and a valid background check completed on all.
3. The Director of Football ensures coaches adhere to GPH GRIZZLIES coaches manual and follow GPH GRIZZLIES policies;
4. The Director of Football supervises coaches committee for recommendations for head coaches and assistant coaches;
5. The Director of Football will appoint level heads at each football team level each January;
6. The Director of Football is responsible for all drafts at all levels to comply with all TCYFL rules;
7. The Director of Football will appoint head coaches and assistant coaches after the recommendations of the level heads at each team level each July before practice begins; and
8. All level heads, head coaches, and assistant coaches serve under the Vice President of Football.

Section 6 – Director of Cheer –Executive Board Member

Specific jobs delegated to the Vice President of Cheer:

1. The Director of Cheer is responsible for recruiting cheer coaches to coach in GPH GRIZZLIES;
2. The Director of Cheer ensures that coaches are ASEP, CPR, TCYFL certified and the Vice President of Cheer ensures coaches adhere to GPH GRIZZLIES policies; Responsible for proper inventory and uniform returns.
3. The Director of Cheer supervises coaches committee for recommendations for head coaches and assistant coaches;
4. The Director of Cheer will appoint head coaches and assistant coaches after the recommendations of the level heads at each cheer team level each July before practice begins and a valid background check completed on all applicants.
5. The Director of Cheer will appoint level heads at each cheer team level each July before practice begins; and
6. All level heads, head coaches, and assistant coaches serve under the Director of Cheer.
7. The Director of Cheer will coordinate team competitions including music, routines, practice time with mats and end of season practice locations
8. The Director of Cheer will order all needed uniforms by the end of July.

Section 7 – Treasurer – Executive Board Member

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the GPH GRIZZLIES. He/She shall deposit all funds received in the name of the GPH GRIZZLIES in such banks and/or depositories as selected in accordance with the GPH GRIZZLIES Bylaws or Resolutions. The Treasurer must issue at the monthly Board meeting, a financial statement reflecting receipts, expenditures and balance at the end of the previous calendar month.

Specific jobs delegated to the Treasurer:

1. Prepare overall yearly master operating budget for the January Board Meeting;
2. Accumulate registration fees through registrar;
3. Accumulate all the funds from the various fundraisers (walk-a-thon, sponsor money, concessions, etc.);
4. Work with committees in the development of a budget and report monthly to the Board on the status of the budget;

5. Maintain records of all the cash flow; through a ledger or log book for purposes of IRS investigation;
6. Collect and file all invoices of creditors including TCYFL;
7. Release funds for the purpose of the general maintenance of the program;
8. Facilitate the annual audited financial statement as required by IRS designation 501(c)3; and
9. Maintain all forms related to charitable status.
10. Collect all cash from spirit wear and concessions on days that items are sold

Section 8 – GPH GRIZZLIES Football Commissioner –Executive Board Member

The GPH GRIZZLIES Commissioner will be responsible for the care and management of all parent/child/coach issues. The Board shall consist of one (1) Commissioner and that person will attend all TCYFL meetings along with any special meetings pertaining to the league matters. The Football Commissioner will take notes and provide a report to the GPH GRIZZLIES Board each month and pay dues, league fees, referee fees, insurance premiums, and associated costs to the league. An alternate Co-Commissioner may be appointed to assist with the overall duties, but the final responsibilities reside with the elected Commissioner.

The Commissioner will present protests and recommendations on behalf of the coaches and Board and report all scores to TCYFL.

Section 9 – Secretary –Executive Board Member

The Secretary will be responsible for all the administrative functions within the GPH GRIZZLIES.

Specific jobs delegated to the Secretary:

1. Take minutes at each Board meeting and provide written copies of minutes to all Board Members at following Board meeting;
2. Arrange and communicate the location for Board meetings;
3. Oversee all general correspondence to be distributed to players, coaches, and parents;
4. Maintain records for coach's certifications, background checks, player medical, and registration forms; and
5. The Secretary shall act in enlisting players within GPH GRIZZLIES.

6. The Secretary should be knowledgeable of all aspects of the GPH GRIZZLIES as the Registrar is the first contact for questions concerning the program.
7. The Secretary shall maintain all participants' records and shall make them organized and ready for team selection.
9. The Secretary is responsible for sign-up day and its appropriate advertisement and responsible for the updating of on line registration process. The Secretary shall also be responsible for ongoing registration after sign-up day.
8. Accumulate and be responsible for collection for registration fees;
9. Organize committee to create flyers and deliver them to schools for distribution;

Section 10 - Director of Operations – Executive Board Member

The Director of Operations will oversee the following responsibilities:

1. Web site maintenance (Constant Contact e-mails, team and league updates, etc).

Web Master

Webmaster will need to keep the website up-to-date. This includes both pre-season updates and just-in-time updates for schedule or weather-related changes. The webmaster is also responsible for managing the overall web page account with the internet service provider and any individual team email accounts and team summaries throughout each week on a game by game basis. This person reports to the VP of Operations or will be the VP of Operations.

2. Handle communication and/or marketing of GPH GRIZZLIES, and provide information to the public in the form of flyers, newspaper advertisement and park district listing, about the GPH GRIZZLIES.
3. Help Volunteer Coordinator with the volunteer schedule

Volunteer Coordinator

The Volunteer Coordinator is responsible to coordinate with all Team Moms for each team within GPH GRIZZLIES.

Specific jobs delegated to the Volunteer Coordinator: Select Team Moms for each Team within the League. Coordinate the delivery and communications regarding team schedules, parent assignments, and maps to game field, etc. Develop and run a volunteer schedule for all GPH GRIZZLIES events, and working with the Concession Manager to ensure we have volunteers to help on game days. Develop and coordinate

the spirit wear order forms for parents. Assist in homecoming, pep rally, and banquet coordination. This person reports to the VP of Operations.

4. Assist Team Parents with communication, group purchasing and tracking volunteer hours.

Team Parent

All Team Parents (Mom): Each team requires a Team Parent will be responsible for collecting contact information, communicating with the parents, keeping track of plays during a game, scheduling volunteers, and coordinating homecoming activities. This group reports to the VP of Operations.

Section 11 - Equipment Manager- Committee Position

The Equipment Manager(s) will be responsible for all the football gear and accessories needed to properly outfit the GPH GRIZZLIES teams. This position shall consist of one (1) Equipment Manager and an equipment committee of two (2) assistant equipment managers. Each manger will be responsible for outfitting two (2) levels each to be determined by the equipment manager director.

Specific jobs delegated to the Equipment Manager:

Organize the distribution of equipment to the players and coaches at the beginning of the season and the collection of equipment at the end of the season. Provide access to spare parts, tend to repair needs of equipment and oversee the general maintenance of the football equipment and first aid supplies for each individual coach and team. Evaluate equipment condition (helmet reconditioning, worn out shoulder pads, pants, rib pads etc.). Keep the equipment shed orderly and organized for the purpose of easy access and the keeping of and accurate inventory of all GPH GRIZZLIES equipment. Project annual equipment needs at the January meeting with an accurate inventory presented to the Board. Prepare and present the annual equipment budget for the January Board Meeting. Obtain competitive bids from prospective suppliers of equipment that are certified GPH GRIZZLIES suppliers reviewed and approved by the Executive board. Organize a plan for the distribution of equipment to the players and coaches. Put plan together for equipment issues after handout and during the season. Organize a plan of the collection of the equipment each November after the season. This person reports to the Football Director.

Section 12 - Concession Manager - Committee Position

The Concessions Manager will be responsible for managing a concession stand during all home games in an effort to generate revenue and provide a service for GPH GRIZZLIES.

Specific jobs delegate to the Concessions Manager:

Arrange for the setting up and taking down of the concession stand at the beginning and close of each home game and each season in conjunction with the Volunteer Coordinator by organizing, staffing, and purchasing for the concession stand on game day and any special events throughout the season with volunteer help. Arrange for the purchasing and stocking of the concession stand with the necessary food, drink, and snacks needed for each home game. Make sure that proper clean up procedures are performed after each home games. Work closely with Treasurer regarding funds needed to maintain the concession stand and by keeping records of the revenue generated by the concession stand. Prepare and submit budget for upcoming fiscal year. Design and develop menu with products and purchasing. Arrange for deposit of money with the treasurer immediately following last home game of the day. Deposit money to the Treasurer immediately after all home games. This person reports to the Treasurer.

Section 13 – Fundraiser - Committee Position

Creates sponsor letter, arrange for newspaper space, deliver team pictures or plaques to the sponsors, etc. Work with major corporations to solicit sponsorship money. Work with local newspapers to promote Gilberts Youth Football and Cheer. Work with the local business owners for donations and sponsorships. This person reports to the President.

Section 14- Field Manager- Committee Position

Specific jobs delegated to the Field Manager: Coordinate and liaison with District 300 staff and others on issues related to field usage, handling of emergencies, maintenance of fields and storage. Set up fields weekly in preparation for game day. Prepare and maintain practice and game field to include striping and staking all fields. Set up use of and oversee volunteers to facilitate ease of set up and take down of field equipment on game day. Work with High School, Park District or other entities to secure field use and care. Responsible for emergency phone access and having a written emergency plan for game days. The Field Manager will submit a budget for the year at the January meeting. The Field Manager is responsible for watering the game field. Train all Field Marshall personnel and volunteers to run scoreboard at all home games. This person reports to the Football Director.

Section 15- Field Marshall - Committee Position

Field Marshall: This person is the TCYFL/GPH GRIZZLIES official representing the league on game days at our home field. The Field Marshall is responsible for carrying out the weigh-ins for each game and the liaison between the referees and the teams that are playing. The Field Marshall is responsible for ensuring that each head coach sign the game cards after their games.

The Field Marshall is also responsible for the reporting of all game scores for all GPH GRIZZLIES games each week during the season and all playoff games. This person reports to the Football Director.

Section 16 - Spirit Wear Coordinator - Committee Position

The Spirit Wear Coordinator will order and sell all spirit wear items. Selling opportunities include registration, team picture day, and all home games and some practices. This person reports to the Treasurer.

**Article VI
Election and Term of Office**

Section 1 – Terms

Each Board members' term shall be for one (1) or two (2) years as specified below with subsequent terms to be determined by secret ballot at the December meeting of the GPH GRIZZLIES members who meet the qualifications for membership as stated in Article II. The slate of officers shall consist of the following directors.

President (2 years)

Director of Football (2 years)

Director of Cheer (1 year)

Director of Operations (2 years)

Treasurer (1 year)

Secretary (2 years)

Commissioner (1 year)

A current Board Member can be considered for removal from the Board if one-third (1/3) of the full Board recommends consideration for removal to the President of the Board. The President will call a special closed session Board meeting to discuss the reasons(s) for consideration. After full review, a two-thirds (2/3) vote of the full Board is required to remove a Board Member from his/her post. The removal will be effective immediately after the vote is taken.

Section 2 – Nominations

Only Members can be nominated. The Secretary shall accept nominations in person or through email up until 11:59 PM on November 30th.

The President will present a recommended slate of officers for the election and the Board members will approve the slate by voting on recommended candidates. If not approved, the slate will be revised and then must be approved by majority of the Board members. The final slate of officers shall be presented by the current year Board at the regularly scheduled December meeting. Any candidate shall be allowed to run only for one (1) officer position. Once the slate of the officers is determined at the regularly scheduled December Board meeting and thereafter published, the slate shall be closed and no new names can be placed for nomination. Additionally, the Board can, upon proper motion and vote by the present Board, and without the need to amend these Bylaws, add additional officer positions to the December slate of officers as needed due to growth in GPH GRIZZLIES. The Executive Board may also reduce the number of Board members once current terms have expired or if members resign.

Section 3 – Election

The election will be held at the regularly scheduled December Board meeting. All GPH GRIZZLIES members that meet the qualifications for membership as stated in Article Three will be eligible to vote. At the December Board meeting, there will be secret ballots available. There will be no absentee ballots accepted for the election. Any incomplete ballot will be considered null and void and will not be counted. The completed ballots will be tallied by the Secretary and overseen by a member of the Board that is not up for election in the current election. Open balloting will be for one (1) hour.

Section 4 – Vacancies

A vacancy in office, due to death, resignation, or otherwise, may be filled by the Board with the President's permission for the remaining portion of the term. If the previous year's Board cannot slate a full roster of the above officers for the following year, then, without need to amend these Bylaws, the Executive Board shall have authority to submit a slate of officers that it determines can adequately provide the leadership and operations for GPH GRIZZLIES and fulfill the purpose of this GPH GRIZZLIES as stated in the Preamble.

Article VII Meetings of the Board

Section 1 – Annual Meeting

Members of the Board shall attend the Annual Meeting of the Members of GPH GRIZZLIES as provided for in Article III, Section 5, Part (a).

Section 2 – Monthly Meeting

Monthly meetings are held on the first Thursday of the month. Meetings are subject to change with Presidential approval. Any such change would be posted for the GPH GRIZZLIES

members to view on the GPH GRIZZLIES website. In the absence of the President, the Secretary shall preside over the meeting. Monthly meetings shall be open to general GPH GRIZZLIES membership, but only elected officers shall have voting privileges, unless the vote is for electing officers. General GPH GRIZZLIES members shall be allowed to take part in any discussion prior to any vote. The Board, with the President's permission, may enter into a closed session at any time. In a closed session, only members of the Executive Board will be allowed in the meeting.

Section 3 – Special Meetings

An unscheduled Special Meeting of the Board may be called by the President of GPH GRIZZLIES only if a topic of business must be decided by the Board prior to the regularly scheduled monthly meeting and of which waiting would be detrimental to GPH GRIZZLIES. If the President of GPH GRIZZLIES feels the need to call such a meeting, all Board must be notified no less than forty-eight (48) hours in advance of said meeting. A quorum must be established in order to have motion presented and voted on at any specially called meeting. The only businesses that shall be presented at such a meeting are those matters for which the unscheduled meeting was called. All other matters must be presented at a regularly scheduled monthly Board meeting.

Section 4 – Meeting Location

Meetings of the Board may be held in a place as designated by the President. Special meetings shall be held at such a place as designated by the President or at such places as the written petition of the membership shall designate.

Section 5 – Ability to Address the Board any Meeting

Members must request time at the monthly meetings and report topic(s) to be discussed twenty-four (24) hours prior to each meeting by contacting the Secretary. Failure to do so will prohibit the member from making a presentation to the Board at that meeting. If permissible and time allows, the President or presiding officer may allow general members to speak before the Board; but it is at the will of the presiding officer.

Section 6 – Attendance at all Meetings

All members of the Board are expected to attend all scheduled meetings. Excused absences will be granted with proper reasons and procedures being followed. All absences (with reason for absence) must be reported to one of the following; the President, or Secretary of the Board prior to all scheduled meeting dates. Any member of the Board missing three (3) consecutive meeting dates with or without excused absence will be removed from the Board without need for a vote. If a Board member fails to attend seventy-five percent (75%) of the regular scheduled meeting dates or is deemed by the Board as non-participatory, that individual will be put on probation and voting privileges will be restricted until the Board votes to reinstate the member. The member may be asked to resign his/her position if satisfactory duties are not fulfilled as described in Article IV.

Section 7 – Quorum

A quorum must be established at any meeting of the Board before any motions can be presented or voting can take place. A quorum shall be established with fifty percent (50%) of the elected Board in any given year present.

Section 8 – Voting

Any vote required by the Board at any given meeting shall require a majority vote after a quorum has been established. The President and/or presiding officer shall not cast a vote unless a tie vote has been established. A Board Director may vote by proxy. This type of vote may be requested by a Board Director to the President or Secretary no less than twenty-four (24) hours prior to the meeting where the vote will take place. All Board Members must be notified during the meeting of anyone who will be voting by proxy. Votes will be tallied and communicated by the Secretary after the forty-eight (48) hour deadline.

Article VIII Conflicts of Interest

Section 1 – Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's ("Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This may also apply to a general member of GPH GRIZZLIES.

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 – Definitions

A. Interested Person. Any director, principal officer, or member of a committee or commission with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family of any general member of GPH GRIZZLIES:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3(a), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3 – Procedures

A. Duty to Disclose. 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 directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest.

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest;
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement;
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest;
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy.

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 – Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed; and
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 – Compensation

Members of the governing board, committees, and commissions shall abide by the following rules whenever the issue of compensation is pending:

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation;
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation; and
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6 – Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy;
2. Has read and understands the policy;

3. Has agreed to comply with the policy;
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes; and
5. Has read and signed the confidentiality agreement.

Section 7 – Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining; and
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in increments, impermissible private benefit or in an excess benefit transaction.

Section 8 – Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article IX Financial Policy

Section 1 – Finances and Expenditures

The Board shall decide all matters pertaining to the finances of GPH GRIZZLIES and it shall be the permanent policy to place all incomes in a GPH GRIZZLIES Treasury. No expenditure over \$500 shall be made without approval of the full Board. Only the President and Treasurer may authorize expenditures of less than \$500. Said expenditures must be disclosed to the full Board at following monthly meeting.

Section 2 – Annual Budget

All members of the Board must submit an annual budget based on their responsibilities. All budgets must be approved by the Board before any purchases can be promised or items purchased from a stated supplier.

Section 3 – Contracts

The Board may authorize any officer or officers or agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 4 – Checks, Drafts, etc

All invoices, drafts, or other orders of payment of money shall be signed by two (2) current members of the Board.

Section 5 – Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select. All deposits shall be made within ten (10) days of receipt.

Section 6 – Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Article X Committees

Section 1 – Committees

The Board, by resolution adopted by a majority of the directors in office, may designate one (1) or more committees, each of which will consist of two (2) other persons as the Board designates. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board in the management of the Corporation, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed on it, him, or her by law.

Section 2 – Commissions or Advisory Bodies

Commissions or advisory bodies not having and exercising the authority of the Board in the Corporation may be designated or created by the Board and shall consist of such persons as the Board designates. A commission or advisory body may or may not have directors as members, as the Board determines. The commission or advisory body may not act on behalf of the Corporation or bind it to any actions but may make recommendations to the Board or to the officers of the Corporation.

Section 3 – Term of Office

Each member of a committee, advisory board, or commission shall continue as such until the next annual meeting of the directors of the Corporation and until his or her successor is appointed, unless the committee, advisory board, or commission shall be sooner terminated, or unless such member be removed from such committee, advisory board, or commission by the Board, or unless such member shall cease to qualify as a member thereof.

Section 4 – Chair

One (1) member of each committee, advisory board, or commission shall be appointed chair.

Section 5 – Vacancies

Vacancies in the membership of any committee, advisory board, or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6 – Quorum

Unless otherwise provided in the resolution of the Board designating a committee, advisory board, or commission, a majority of the whole committee, advisory board, or commission shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board, or commission.

Section 7 – Rules

Each committee, advisory board, or commission may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

Section 8 – Informal Action

The authority of a committee may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by all the members entitled to vote.

Article XI Books and Records

The Corporation shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board and shall keep at the registered or principal office a record giving the names and addresses of all directors. All books and records of the Corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

Article XII Fiscal and Organizational Years

The fiscal year of the Corporation shall begin on January 1st of each calendar year and end on December 31st of the same calendar year until amended by resolution of the Board. The

organizational year of GPH GRIZZLIES for the purposes of organizational functions, such as the terms of elected officers, shall begin on January 1st of each year and end on December 31st of that year. For financial purposes and the filing of all regulatory reports with the Federal, State, and Local Agencies, the fiscal year shall coincide with the organizational year.

Article XIII Seal

If the Board shall adopt a corporate seal, the seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

Article XIV Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not for Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Article XV Indemnification

Section 1 – Indemnification in Actions other than by or in the Right of the Corporation

The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2 – Indemnification in Actions by or in the Right of the Corporation

The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3 – Right to Payment of Expenses

To the extent that a director, officer, employee, or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4 – Determination Of Conduct

Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made:

1. By the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding;
2. If such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; and
3. By the members entitled to vote, if any.

Section 5 – Payment of Expenses in Advance

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the director,

officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

Section 6 – Indemnification Not Exclusive

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7 – Insurance

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

Section 8 – References to Corporation

For purposes of this Article, references to “the Corporation” shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger that, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees, or agents, so that any person who was a director, officer, employee, or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

Section 9 – Other References

For purposes of this Article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the Corporation” shall include any service as a director, officer, employee, or agent of the Corporation that imposes duties on or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in this Article.

Article XVI Confidentiality

Section 1 – Closed Sessions

No member of the Board shall disclose to any other person or entity any information received or conveyed at a closed session of the Board, including any information that is non-public, confidential or proprietary in nature. Information includes information transferred orally, visually, in writing, electronically, e-mailing, texting, or by any other means.

Section 2 – Breach of Confidentiality

Any breach or violation of this Article XVI by any member of the Board shall be deemed an unreasonable, bad faith and willful act and shall constitute grounds for dismissal from the Board. No member of the Board in violation of this Article XVI shall be entitled to indemnity, pursuant to Article XV of these Bylaws, with respect to any liability that arises out of the conduct that amounts to a violation under this Article XVI. Any person who breaches the confidentiality agreement will be responsible for court costs, attorney's fees and any damages that may occur because of said breach.

Article XVII Nondiscrimination Policy

Section 1 – Racial Nondiscrimination Policy

The Corporation adopts the following statement as the official policy of the Corporation:

GPH GRIZZLIES admits participants of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and other school administered programs.

Section 2 – Employee Racial Nondiscrimination Policy

The Corporation adopts the following statement as the official policy of the Corporation:

GPH GRIZZLIES is committed to a policy of nondiscrimination in matters of employment of faculty and staff and promotes the hiring of qualified individuals without regard to race, creed, color, sex, age, or national origin, provided that they meet the established requirements. GPH GRIZZLIES is an at-will employer. The Corporation shall include its racially nondiscriminatory policy in all its brochures, catalogs, and handbooks dealing with the employment of any employees of the Corporation.

Article XVIII Amendments

Section 1 – Power To Amend

The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested solely in the Board unless otherwise provided in the Articles of Incorporation or the Bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

Section 2 – Voting

The Bylaws shall only be amended by two-thirds (2/3) vote of those present at a properly convened meeting with a quorum of the Board established. Each member of the Board of the Corporation shall also be served with a written copy of the amendment at least forty-eight (48) hours prior to the regular or special board meeting.

Section 3 – Proposals

Any GPH GRIZZLIES member may propose an amendment to the Articles of Incorporation or these Bylaws by submitting it in writing to a Board Member for consideration.

Section 4 – Proxy

Directors on the Board shall not be allowed to vote by proxy with respect to any amendment to these Bylaws.

Article XIX Playing Rules

Section 1 – General Rules and Regulations

1. All members of the GPH GRIZZLIES shall abide by School District #300's rules, regulations, and agreements while using their facilities.
2. All members of the GPH GRIZZLIES shall also abide by the rules and guidelines of the TCYFL.
3. All other rules and regulations, unless otherwise covered specifically by a rule or regulation of the league, shall be governed by IHSA Rules.
4. All members of the GPH GRIZZLIES shall abide by the GPH Youth Football and Cheer rules and regulations.
5. GPH GRIZZLIES players will wear designated uniforms selected by the board for the coming season.

Section 2 – Registration Fees

1. Annual registration fees shall be evaluated and voted on each year by the elected Board of Directors at any time from January 1st to March 1st of the fiscal year, unless registration takes place after March 31st of any given year. In any case, said registration shall not take place without registration fees being previously evaluated and voted on by the Board of Directors.
2. Registration fees shall be payable at the time of registration by all participants making written application for participation in the GPH GRIZZLIES program.
3. Any applicant determined to cause a hardship by payment of registration fees shall be reviewed by the Board of Directors on a case by case basis.
4. All participants must pay in full before registration is accepted; if a hardship or scholarship is requested the player will not be registered until final determination has been made.

GPH GRIZZLIES maintains a scholarship program to enable eligible players to participate with all or a portion of their registration fee waived. Anyone can request that the Scholarship Committee consider an individual for a scholarship by submitting a request in writing to the President. This request should explain the circumstances surrounding the request. All information concerning the request, including the participants name, will be held in confidence by the Scholarship Committee and communicated internally only to those board members that would be involved in administering the scholarship.

5. A Scholarship Committee will exist of an odd number of Board members and will be charged with reviewing, administering, and maintaining a fund set aside for said purpose.
6. Any request for refund of registration fees prior to the start of the first practice session shall be honored and a refund given. Thereafter, upon the start of the first practice session, a no refund policy shall be in effect.
7. All refunds will be minus a registration fee set by the Board of Directors to cover costs incurred in preparation for the season. This fee will be evaluated along with the registration cost and noted on registration forms. If a player's jersey has been purchased, the player will be allowed to keep said jersey for the cost of purchase and shipping.

Section 3 – League Fees

League fees shall be paid to the TCYFL or any other football league that the Board of Directors has voted to participate in, according to their annual determination as voted on by their own Board of Directors.

Section 4 – Background Checks

1. All individuals that fill key positions or are in some way assigned a volunteer assignment that is deemed sensitive to the position will warrant a background check for behavior inappropriate to the mission of the GPH GRIZZLIES.
2. Background checks will be completed and recorded prior to the first day of practice. Any new board members or coaches must wait until the background checks are completed and recorded before operating in an official capacity for GPH GRIZZLIES. Background checks will not be performed on junior coaches (under the age of eighteen [18]).

Board members and coaches are qualified for consideration in positions with the GPH GRIZZLIES with the exception of the following:

1. Any felony convictions within the last fifteen (15) years;
2. Currently serving a sentence for any felony or serious misdemeanor conviction such as larceny, assault on female, injury to real property, or any criminal activity;
3. Any narcotic drug law offense within the last ten (10) years;
4. Violation of domestic abuse or child abuse laws;
5. Conviction of an offense related to sex or sexual misconduct;
6. Resignation or dismissal from GPH GRIZZLIES as a coach or board member;
7. Any other individuals with misdemeanor convictions or other issues will be reviewed by the current Board and voted on in closed-door session as to whether or not he will be allowed to serve in an official capacity with this organization;
8. Any individuals where the above applies will not be within 25 feet of any players or cheerleaders and any GPH GRIZZLIES practice or game. He/she will be in the stands with other spectators during any GPH GRIZZLIES games; and
9. Each year the Secretary will provide a list of all volunteer positions to the President and Secretary for the purpose of obtaining background checks. Each volunteer will sign a release to authorize a background check prior to GPH GRIZZLIES investigating with the
Illinois State Police and other local authorities.

Section 5 – Coaches

The responsibility for selection or retention of football and cheer coaches in GPH GRIZZLIES is vested in the Vice President of Football/Cheer and the Coaches Committee after a full review of each applicant applying for a coaching position. Past records, discipline issues, competing at a high level, and overall behavior will be factors for retention of football coaches. Any coach or

member that is dismissed, resigns, or leaves the program under questionable circumstances will not be retained under any circumstance. A list of those individuals to be regarded as not allowed to participate in this capacity in the future will be kept confidential by the Board and as an addendum to these articles. Any coach that violates the rules and regulations of TCYFL and GPH GRIZZLIES will be immediately dismissed from coaching.

1. Coaches Committee: a Coaching Committee will consist of all level heads, and the Director of Football.
2. The Coaches Committee will approve the names of all head coaches and assistant coaches and provide verification of appropriate required certification in accordance with TCYFL Bylaws. This shall be done prior to the first scheduled practice in July. It shall also be the responsibility of the Coaches Committee to work with all the head coaches to ensure that experience is evenly distributed throughout all teams in the league.
3. The Coaches Committee has the authority to reprimand and/or dismiss at any time any coach, after notice has been given to said coach; appeals may be granted to the full Board for review at the next scheduled Board meeting and all appeals will follow the standard practice for addressing the Board.

The Coaches Committee has the authority to immediately suspend any coach for actions that violate TCYFL rules, GPH GRIZZLIES rules, and for behavior that is not in keeping with the mission and purpose of GPH GRIZZLIES; the suspension from coaching will apply until the coaches committee has made a decision regarding the coach in question, this period will not exceed 48 hours and while suspended the coach in question will not be allowed to be on the field with the players and must remain in the stands with other parents.

4. Each team will be allowed one (1) head coach and upto (5) assistant coaches assigned to a team A minimum of one head coach and 1 assistance coach is required per team.
5. If a head coach resigns his position, it shall be the responsibility of the coaches committee to determine who shall be awarded that position.
6. Head coaches will not have the authority to remove an assistant coach without approval of the Board.

Section 6 – Players

1. All football players and parents must provide the GPH Youth Football and Cheer Association with the following and these items must be provided during registration and no player will be allowed to participate in the first scheduled practice until this requirement is met:

Cynthia Borgardt, Secretary - Date

I/We, the above signed, hereby certify this document as a duplicate original of the BYLAWS OF GILBERTS YOUTH FOOTBALL AND CHEER, INC. DBA GPH GRIZZLIES and to be a true and correct expression of the provisions adopted by the GPH GRIZZLIES Board.