

Bylaws of Williamston Youth Sports

Revised March 19, 2017

ARTICLE I

Purposes of the Corporation

1.01 Purposes. WILLIAMSTON YOUTH SPORTS is organized for the following purposes:

- a. Provide a safe and healthy environment for youth in order that they may develop athletic skills and advocate teamwork;
- b. Teach and promote fair play and good sportsmanship;
- c. Develop team spirit, camaraderie, and leadership skills through cheerleading;
- d. Offer youth athletes with training, coaching, and other related resources necessary for healthy competition;
- e. Encourage all those who desire and are able to participate;
- f. Provide a service for the betterment of the community; and
- g. Promote the development of the athlete as a total person, including but not limited to academics, sportsmanship, self-discipline, self-reliance, and teamwork. The Corporation is a nonprofit organization that will be financed under a general plan, which may include, without limitation, contributions from the general public, fund raising activities, loans and grants from third parties, and income from investments, as the Board of Directors shall deem necessary and appropriate to further the purposes of the Corporation. The Corporation is organized exclusively for charitable and educational purposes, including for such purposes, receiving and administering funds and making distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II

Location

2.01 Principal Office. The principal office of the Corporation shall be located in the City of Williamston, County of Ingham, and State of Michigan. Other corporate offices, either within or outside the State of Michigan, may be designated by the Board of Directors.

2.02 Registered Office. The registered office of the Corporation may also be, but need not be, the principal office named above. The registered office shall be maintained in the State of Michigan as required by the Michigan Nonprofit Corporation Act, and the address of such registered office may be changed from time to time by the Board of Directors.

ARTICLE III

Membership

3.01 Corporate Structural Basis. The Corporation is organized on a nonstock, membership basis within the meaning of section 2202(f) of the Michigan Nonprofit Corporation Act, as amended.

3.02 Membership Qualifications.

a. Membership is open to: 1. Youth athlete's parent(s) or legal guardian(s) who are 18 years of age or older and who have paid the yearly membership fee; and 2. Individuals, organizations, groups, or corporations that the Board of Director's deems to be deserving of recognition as an honorary member of the Corporation.

3.03 Membership Classes.

a. Family Membership A Family Membership shall consist of the parent(s) or legal guardian(s) a youth athlete involved in the Corporation's activities. Each household may only have one Family Membership. b. Individual Honorary Membership An Individual Honorary Membership may be conferred at any time by the Board of Directors to an individual whom the Board deems deserving of recognition for their interests in the Corporation.

c. Organizational Honorary Membership An Organizational Honorary Membership may be conferred at any time the Board of Directors to an organization, group, or corporation that the Board deems deserving of recognition for their interests in the Corporation.

3.04 Membership Year. The membership year shall begin July 1st and end June 30th. Under extenuating circumstances, late membership/ registration may be allowed until August 15th. No membership/ registration will be accepted after that date.

3.05 Membership Dues. Annual membership dues shall be established by the Board of Directors. Membership dues shall be paid at the time of registration. Dues waivers are available for those meeting specific qualifications. An application shall be made available online at the Williamston Youth Football website. The Registration Committee along with the Board President and Board Secretary shall implement the qualification guidelines and shall have full discretion over all applications.

3.06 Voting Rights.

a. Family Membership Each Family Membership is entitled to one (1) vote per child registered to participate in the Corporation's activities in the election for directors and on each matter submitted to the membership for a vote by the Board of Directors.

b. Individual Honorary Membership It is intended that individual honorary memberships are to be provided only to those individuals who are actively involved in the Williamston Youth Sports Program. Anyone being considered to be provided with an honorary membership may be submitted to a background check at the discretion of the Board Executive Committee prior to being awarded an honorary membership. Any item(s) discovered during the background check may be grounds for dismissing the candidate from honorary membership consideration. All potential nominees will first be brought to the Board Executive Committee for discussion and consideration, upon the Executive Committee's review; the Committee will bring forward the nominee for consideration by the board. At the board's discretion it may elect to award an individual Honorary Membership to the nominee.

Each Individual Honorary Membership is entitled to (1) one membership vote on each matter submitted to the general membership for vote by the Board of Directors.

Each Individual Honorary Membership is valid from July 1 to June 30 of each year and must be renewed by the Board each year.

An individual with an Honorary Membership is eligible to serve on the Board of Directors as long as the individual maintains their Honorary Membership status.

3.08 Disciplinary Procedures. Any member whose actions tend to injure the good name of the corporation, disturb its well being or hamper the corporation in its work may be censored, suspended, or expelled by the Board of Directors. Automatic suspension shall occur for any participant suspended from school, any criminal charges brought against a participant, coach or member shall be reviewed by the board on a case by case basis for determination of action. It shall be the board's responsibility or their designees to oversee the disciplinary procedures.

3.09 Transferability of Membership. Membership shall not be transferable and shall be terminated by death, resignation, expulsion, or failure to pay dues.

3.10 Annual Meeting. The annual meeting of the members for election of directors shall be held on the fourth Thursday of January each year. If the annual membership meeting is not held at that time, the Board shall cause the meeting to be held as soon thereafter as is convenient. Written notice of the time, place, and purpose of the annual meeting of members shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting.

a. The order of business at the annual meeting shall be:

1. Call to order;
2. Reading of minutes of last annual meeting;
3. Reading of current treasurer's report;
4. Executive reports;
5. Reports of standing committees;
6. Reports of special committees;
7. Report of nominating committee;
8. Nominations from the floor;
9. Election of Board of Directors;
10. Other business;
11. Adjournment.

3.11 Special Meetings. Special meetings of the members may be called by the Board of Directors or by the President. Such meetings shall also be called by the President or the Secretary at the written request of not less than twenty-five (25) percent of the members entitled to vote. The corporation by-laws may be amended by special meeting, with proper notice to the members.

3.12 Notice of Meetings. Written notice of the time, place, and purposes of a membership meeting shall be given not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice shall be given either personally, by email, or by mail to each member of

record entitled to vote at the meeting at his or her last address as it appears on the books of the Corporation. Alternatively, notice may be published in the Corporation's website provided that the notice is posted on the website not less than ten (10) day nor more than sixty (60) days before the date of the meeting.

3.13 Quorum. The quorum shall be determined by the members eligible to vote who are present at any given meeting for the transaction of business. No specific number of members is set to achieve a quorum.

3.14 Manner of Acting. When an action is to be taken by vote of the members, other than the election of Board members, it shall be authorized by a majority of the votes cast when a quorum is present. In an election of Board members the vote of the members shall be authorized by a plurality of the ballots cast.

ARTICLE IV

Board of Directors

4.01 General Powers. The business, property, and affairs of the corporation shall be managed by the Board of Directors.

4.02 Duties of the Board.

- a. To elect from the Board the officers of the Corporation;
- b. To manage the affairs of the Corporation;
- c. To determine playing rules and regulations;
- d. To appoint special committees as deemed necessary.

4.03 Number. There shall be not less than five (5) or more than fifteen (15) members on the Board of Directors as shall be fixed from time to time by the Board of Directors. The Directors shall be elected from the membership of the Corporation with no more than one (1) member serving as a Director from the same household, and not consisting of more than two-thirds active coaches.

4.04 Qualifications Requirements. To be eligible for election to the Board of Directors, an individual must be a member in good standing of the Corporation. All board members as well as all coaches shall undergo a background check and cooperate fully in providing the required information.

4.05 Election. Election of the Board of Directors shall take place at the annual meeting of the membership. Each member eligible to vote shall be entitled to one vote per child registered to participate in the Corporation's activities for each Board position being elected. One-third (1/3) of the Directors will be elected annually.

4.06 Tenure. Each Director will be elected for a three (3) year term, or for any unexpired term for which elected. A Director's term of office may be shortened by death, resignation, or removal. Any Director may stand for re-election, with the exception of any Director that has been removed with cause.

4.07 Resignation. Any Director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 4.09 of the Bylaws. Directors may hold office without being a resident of the State of Michigan.

4.08 Removal. Any board member may be removed with or without cause by a majority vote of the board members, of the Corporation entitled to vote.

4.09 Board Vacancies. A vacancy on the Board may be filled with a person selected by a majority vote of the Board of Directors. A vacancy may be filled by the Board for a term of office continuing only until the next annual membership vote for the election of Directors.

4.10 Regular Meetings. The Board of Directors shall hold regular meetings at a time and place determined by resolution of the Board. The Board of Directors may provide for other meetings by resolution.

4.11 Special Meetings. Special meetings of the Board may be called by the President or any two Directors at a time and place as determined by those persons authorized to call special meetings. Written notice of the time, place, and purpose of special meetings shall be given to each Director, at least seven (7) days before the meeting.

4.12 Statement of Purpose. Business shall be limited at a special meeting to only what is specified in the written notification.

4.13 Waiver of Notice. Directors may waive notice of any special meeting. Any Director attending a special meeting shall be deemed to have waived notice of the meeting unless attendance is for the express purpose of objecting to the transaction of any business because the meeting is not properly called or convened.

4.14 Meeting by Telephone or Similar Equipment. A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting under this section constitutes presence in person at the meeting.

4.15 Quorum. A majority of the Directors then in office constitutes a quorum for the transaction of business at any meeting of the Board. Actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board. (See exception to this clause: Section 4.08 and section 6.03 Removal).

4.16 Consent to Corporate Actions. Any action required or permitted to be taken by authorization of the Board may be taken without a meeting if, before or after the action, all Directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

4.17 Presumption of Assent. A Director of the Corporation shall be deemed to have assented to an action taken by the Board of Directors unless he or she makes his or her dissent known during the meeting at which action was taken and his or her dissent is recorded in the minutes of the meeting, or unless the dissenting Director, immediately after the meeting, shall send by registered mail, to the Secretary of the Corporation, a written dissent against the action. No Director who affirmatively votes for any action may later dissent to that action.

ARTICLE V

Committees

5.01. General Powers. The Board, by resolution adopted by a vote of a majority of its Directors may designate one or more committees, each committee consisting of one or more Directors; each committee may include non board members. The Board may also designate one or more Directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the Board shall serve at the pleasure of the Board. A committee designated by the Board may exercise any powers of the Board in managing the Corporation's business and affairs to the extent provided by resolution of the Board. However, no committee shall have the power to:

- a. Amend the Articles of Incorporation
- b. Adopt an agreement of merger or consolidation
- c. Amend the Bylaws of the Corporation: or
- d. Fill vacancies on the Board

5.02 Standing Committees. The President shall appoint one member from the Board or general membership to serve as chairperson of each standing committee. The membership of each committee shall be drawn from the Corporation's total membership; and whenever possible, the majority of a committee shall not be drawn from the Board of Directors. The Board of Directors will have the following committees to aid in its duty of conducting the affairs of the Corporation:

- a. Rules Committee. 1. Three (3) or more members;
 - 2. Assist and advise the Board in establishing game rules;
 - 3. Hear all protests;
 - 4. Ensure minimum play counts are recorded and maintained for the official record; and
 - 5. Perform other duties as may be delegated by the Board of Directors.
- b. Grounds committee.
 - 1. Three (3) or more members;
 - 2. Clean-up, care, and maintenance of game field and field equipment;
 - 3. Responsible for preparation of field for home games;
 - 4. Arrange for key personnel at home games; and
 - 5. Perform other duties as may be delegated by the Board of Directors.
- c. Equipment Committee.
 - 1. Three (3) or more members;
 - 2. Responsible for expendable assets of the Corporation;
 - 3. Responsible for the orderly letting out and collection of equipment; and

4. Perform other duties as may be delegated by the Board of Directors.

d. Ways and Means Committee.

1. Three (3) or more members;

2. Responsible for all concerns of a financial nature;

3. Common yearly fundraisers, such as concessions, sales, etc.;

4. Assist and advise the Board of Directors in establishment of fees; and

5. Perform other duties as may be delegated by the Board of Directors.

e. Registration Committee.

1. Three (3) or more members;

2. Responsible for all aspects of athlete registration;

3. Division of athletes to the various teams;

4. Assist and advise the Board of Directors in the establishment of criteria for participation in Corporation activities; and

5. Perform other duties as may be delegated by the Board of Directors.

f. Nominating Committee.

1. Three (3) or more members;

2. Recruitment of coaches, committee members, etc.;

3. Compile a slate of candidates for the three (3) Board of Director positions to be elected each year at the annual membership meeting;

4. Identify a parent representative for each team; and

5. Perform other duties as may be delegated by the Board of Directors.

g. Cheerleading committee.

1. Three (3) or more members;

2. Responsible for all matters pertaining to fielding cheerleading squads for each football team; and

3. Perform other duties as may be delegated by the Board of Directors.

h. Publicity committee.

1. Three (3) or more members;

2. Assist and advise the Board with publicity;

3. Act as liaison between the Corporation and the media;

4. Perform other duties as may be delegated by the Board of Directors.

I. League Representative committee.

1. Three (3) or more members;

2. Liaison and league voting representative;

3. Assist league with scheduling of all games; and

4. Perform other duties as may be delegated by the Board of Directors.

j. Finance Audit committee.

1. Three (3) or more members;

2. The President and the Treasurer can not be on this committee.

3. Receive and review monthly reports from the Treasurer to ensure proper record keeping of the financials.

4. Make sure that the WYS as an organization properly follows all laws regarding the filing of taxes and reporting of finances.

5. If the Board of Directors fails in their duty to oversee the finances in a legal and ethical manner then it is the duty and authority of this committee to call a special meeting of the membership and report their findings. The membership will then determine what action to take.

k. Coach and Parent Representative Oversight committee.

1. Three (3) or more members;

2. To be the primary contact for all coaches and parent representatives;

3. To provide standards and support for all coaches and parent representatives;

4. To oversee coaches.

L. Disciplinary Committee

1. Three (3) or more members;

2. To investigate allegations pursuant to 3.08

3. To make recommendations to the Board of Directors in a timely fashion regarding disciplinary actions for all members, participants and coaches.

5.03 Ad Hoc Committees. Additional committees may be established on a time-limited basis by a majority vote of the Board of Directors.

5.04 Committee Chairperson. The President shall appoint one member from the Board or general membership to serve as chairperson of each committee.

5.05 Committee Membership. The membership of each standing committee shall be drawn from the Corporation's total membership; and whenever possible, the majority of a standing committee shall not be drawn from the Board of Directors.

5.06 Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. The Board of Directors may require the members of the Executive Committee to post a bond for the faithful discharge of their duties in an amount and with sureties as determined by the Board of Directors.

a. The Executive Committee shall have the power to act for the Board of Directors on matters which require immediate attention and cannot wait for the next regular or special Board meeting;

b. A minimum of three (3) officers must vote on any action taken by the Executive Committee and it shall require a 2/3 vote of all officers attending to take action;

c. The Executive Committee shall meet as often as may be necessary to perform its duties to allow the smooth running of the Corporation;

d. All action taken by the Executive Committee shall be presented to the entire Board of Directors at the next scheduled regular board meeting for ratification.

5.07 Meetings. Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided in Article IV for meetings of the Board. Minutes shall be recorded at each committee meeting and shall be presented to the Board.

5.08 Consent to Committee Actions. Any action required or permitted to be taken by authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

5.09 Authority of Committees. All committees shall serve strictly in an advisory capacity and shall report all findings to the Board of Directors upon request of the Board and to the membership of the Corporation at the annual membership meeting. Any recommendations made by a committee must be approved by a majority vote of the Board of Directors.

5.10 Delegation of Authority to Committees. The President of the Board of Directors may delegate a specific duty to a committee.

ARTICLE VI

Officers

6.01 Number. The officers of the Corporation shall consist of a President, one or more Vice Presidents (to be determined by resolution of the Board of Directors), a Secretary, and a Treasurer. Any two or more offices, except for those of the President and Secretary, may be held simultaneously by the same person. The Board of Directors may elect officers or assistant officers as they deem necessary.

6.02 Election and Terms of Office. The Board of Directors shall annually elect the officers of the Corporation from the board members. All officer elections will be held annually at the first meeting of the Board of Directors held after the annual membership meeting for election of directors. An officer's term shall commence on their election by the Board. An officer shall continue to serve until a successor is elected, or until death, resignation, or removal of the officer.

6.03 Removal. The Board of Directors may, in its discretion, remove any officer by a majority vote of the Directors when, according to the Board's best judgment, the removal serves the best interest of the Corporation. The removal of an officer shall be without prejudice to the contract rights of the officer, if any. The election or appointment of an officer does not of itself create contract rights.

6.04 Vacancies. The Board of Directors may fill a vacancy in any office because of death, resignation, or removal of any officer of the Corporation. The officer filling the vacancy shall serve for the unexpired portion of the vacating officer's term.

6.05 President. The President is the chief executive officer of the Corporation and shall have authority over the general control and management of the business and affairs of the Corporation, subject to the control of the Board of Directors. The President may sign any instruments necessary to the operations of the Corporation, unless the signing of the documents has been delegated by the Board of Directors to some other officer of the Corporation, or unless the signing is prohibited by law to be so signed or required by law to be otherwise signed. The

President shall perform all other duties prescribed by the Board of Directors from time to time, and all other duties incident to the office of President.

6.06 The Vice President(s). The Vice President(s), if any, shall perform all duties assigned to the Vice President by the President or by the Board of Directors. The Vice President shall assume the duties of the President in the event of the President's death, resignation, removal, disqualification, or inability or refusal to act until the time as the Board of Directors can duly elect a new President. When more than one Vice President serves the Corporation, the Vice Presidents shall fill the vacancy of the office of President in the order designated at the time of their election, or in the absence of a designation, in the order of their election.

6.07 Secretary. The Secretary shall:

- a. Keep minutes of the meetings of the Board of Directors in the minutes book(s) provided for that purpose
- b. Be responsible for providing notice to each Director of all meetings as required by law, the Articles of Incorporation, or these Bylaws;
- c. Be the custodian of the corporate records and the Corporate Seal, and affix the seal to all documents, which require it
- d. Keep a register containing the address of each officer and Director, the address to be provided to the Secretary
- e. Sign any documents with the President or Vice President that the law requires the Secretary to sign; and
- f. Perform all duties incident to the office of Secretary, or any other duties assigned to the Secretary from time to time by the Board of Directors or the President.

6.08 Treasurer. The Treasurer shall:

- a. Be in charge of, have custody over, and be responsible for all the funds and securities of the Corporation;
- b. Receive an issue receipts for any money due and payable to the Corporation from any and all sources
- c. Deposit any and all money in the Corporation's name in accordance with Article VII of these Bylaws
- d. Assure that accurate books and records are kept of corporate receipts and disbursements; and
- e. Perform all duties incident to the office of Treasurer or any duties designated from time to time by the Board of Directors or the President. The Board of Directors may require the Treasurer to post a bond for the faithful discharge of the Treasurer's duties in an amount and with sureties as determined by the Board of Directors. The Board may also require that a bond be posted for any member who has access to corporate funds.

6.09 Assistant Secretaries and Treasurers. The Board of Directors may appoint or elect Assistant Secretaries or Treasurers as deemed necessary and in the best interest of the Corporation. The assistants shall perform the duties assigned to them by the Board of Directors or the President, and may be required to fulfill any conditions in sections 6.07 or 6.08 of these Bylaws that apply to the officer the assistants are appointed to assist.

ARTICLE VII

Contracts, Loans, Checks, and Deposits

7.01 Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter into contracts on behalf of and in the name of the Corporation. The Board of Directors may also authorize any officer or agent of the Corporation to execute and deliver any instrument in the name of and on behalf of the Corporation.

7.02 Loans. The Board of Directors may, by resolution, authorize that loans shall be contracted for or that evidence of indebtedness shall be issued in the name of the Corporation. This is the only manner by which loans or evidence of indebtedness shall be authorized. Authorization may be general or limited to specific instances.

7.03 Checks and Drafts. The Board of Directors shall determine, by resolution, which officer or officers, agent or agents of the Corporation shall have the authority and duty to sign all checks, drafts, or other orders for the payment of money issued in the name of the Corporation.

7.04 Deposits. Any funds of the Corporation not being used in any other manner for the benefit of the Corporation shall be deposited to the credit and in the name of the Corporation in a manner the Board of Directors shall select from time to time.

ARTICLE VIII

Indemnification

8.01 Nonderivative Actions. Subject to all of the other provisions of this article, the Corporation may indemnify any person, as described in (a) or (b) below, 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 formal or informal (other than an action by or in the right of the Corporation). The indemnification shall apply only to a person who was or is: a. A Director or officer of the Corporation, or b. serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person may be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding, if the 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. With respect to any criminal action or proceeding, the person must have 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 on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that: a. the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, or b. With respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

8.02 Derivative Actions. Subject to all of the provisions of this article, the Corporation may indemnify any person who was or is a party to, 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 because the person was or is: a. A Director or officer of the Corporation, or b. serving at the request of the Corporation as a director, officer, partner, joint venture, trust, or other enterprise, whether or not for profit. The person may be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

8.03 Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 8.01 or 8.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person may be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

8.04 Contract Right; Limitation on Indemnity. Any indemnification conferred in this article shall be a contract right and shall apply to services of a Director or officer as an employee or agent of the Corporation as well as in the person's capacity as a Director or officer. Except as provided in section 8.03 of this article, the Corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by the person without authorization by the Board. 8.05 Determination That Indemnification Is Proper. Any indemnification under sections 8.01 or 8.02 of this article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case. The Corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 8.01 or 8.02 whichever is applicable. Determination shall be made in any of the following ways:

8.05 Determination That Indemnification Is Proper. a. By a majority vote of a quorum of the Board consisting of Directors who were not parties to the action, suit, or proceeding, b. If the quorum described in clause (a) above cannot be obtained, then by a committee of not less than two disinterested Directors who are not parties to the action. c. By independent legal counsel in a written opinion.

8.06 Proportionate Indemnity. If a person is entitled to indemnification under sections 8.01 or 8.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

8.07 Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 8.01 or 8.02 of this article may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be an

unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

8.08 Nonexclusively of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the Corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

8.09 Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of Directors and officers of the Corporation.

8.10 Former Directors and Officers. The indemnification provided in this article continues for a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

8.11 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who was or is: a. A Director, officer, employee, or agent of the Corporation, or b. Serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify against such liability under this article or the laws of the State of Michigan.

8.12 Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the Corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that any change permits the Corporation to provide broader indemnification rights than the provisions permitted the Corporation to provide before the change.

ARTICLE IX

Compensation

9.01 Compensation. No compensation is contemplated for board members discharging their duty as a member or officer. Reasonable and necessary expenses incurred by any member in conducting activities on behalf of the Corporation may be reimbursed.

ARTICLE X

Fiscal Year

10.01 Fiscal Year, Generally. The Corporation's fiscal year shall begin on the first day of January and end on the 31st day of December of each and every year.

ARTICLE XI

Notice

11.01 Notice. When notice is required it shall be given in person, by email, by posting on the website, or by first class mail. 11.02 Waiver of Notice. A waiver of notice in writing, signed by the person entitled to notice, either before or after the time stated herein, shall be deemed the equivalent of the giving of notice when notice is required to be given to any Director under these Bylaws or the Articles of Incorporation of this Corporation or the Michigan Nonprofit Corporation Act.

ARTICLE XII

Amendments

12.01 Amendments. Only the voting membership at the annual membership meeting or special membership meeting, may alter, amend, or repeal these Bylaws and adopt new Bylaws by vote of a majority of the members present when the quorum requirement is met, if notice setting forth the terms of the proposal has been given in accordance with any notice requirements for a meeting of the membership.

ARTICLE XIII

Parliamentary Authority

13.01 Rules. The rules contained in the current Roberts Rules of Order, Newly Revised shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board may adopt.

ARTICLE XIV

Corporate Seal

14.01 Corporate Seal. If required, the corporate seal shall be circular in form, and shall contain the name of the Corporation, the state of incorporation, and the words "Corporate Seal" on its face. The Board shall determine and provide for the corporate seal.

Article XV

Coaches

15.01 Coach Selection. Coaches shall be selected pursuant to criteria and qualifications as established by the board. To be eligible for selection a coach or assistant coach must be a member in good standing of the Corporation, which may include honorary membership. All coaches will undergo an interview process with an independent committee of past Williamston Youth coaches as selected by the Board. The recommendations of the independent committee of past Williamston Youth coaches shall weigh significantly on the final selection of any coach.

15.02 Annual Selection. All coaches must reapply each and every year, and as part of that application undergo interview by the independent committee of past Williamston Youth coaches.

15.03 Disciplinary Procedures. Any coach whose actions tend to injure the good name of the Corporation, disturb its well-being or hamper the corporation in its work may be censored, suspended, or expelled by the Board of Directors. The Board does not intend to invest any contract right with any coach regarding his or her position and the Board may, with or without cause remove any coach at any time notwithstanding the foregoing.

15.04 Background Check. All coaches and assistant coaches must undergo a background check and shall cooperate fully with the Board or their designees in providing the necessary information to accomplish that background check.

15.05 Coaching Requirements. All coaches and assistant coaches will be provided with guidelines and requirements as promulgated by the board regarding coaching methods, expectations, and requirements. All coaches will also be required to attend training as mandated by the board and will be required to utilize offense and defense schemes for their teams as provided.

15.06 Coaching Assignments. Specific criteria regarding coaches and assistant coaches will be provided by the Board which will be utilized to limit the 'stacking' of individual teams. The Board shall develop criteria to accomplish a fair distribution of coaches and players to all teams.

15.07 Player Assignments. To the extent possible, the Board shall develop guidelines which will promote equality in the skill levels of each team. Players will be distributed between teams based upon the criteria established by the Board for each grade level.

15.08 League Rules. In addition to criteria established by this Board, all coaches are expected to follow league rules at all times, said rules to be provided to each coach.

15.09 Parent Communication. It is expected that all head coaches will facilitate open communication between themselves, the parents, and the players. Additional guidelines and requirements shall be set by the Board and distributed to the head coaches each year in a timely fashion.

Article XVI

Dissolution Clauses Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.