KILLINGLY YOUTH SOCCER, INC. d/b/a "KYS"

BY-LAWS

Adopted:	January 14, 2015	

ARTICLE 1: PRINCIPAL OFFICE

The principal office of the corporation shall be located at 159 Margaret Henry Rd., in the town/city of Killingly, Connecticut, or at such other place as shall be lawfully designated by the Board of Directors, hereinafter referred to as "Board", "the Board" or "Board members". The Board may designate such other offices, either within or without the State of Connecticut, as the Board may designate or as the affairs of the Corporation may require from time to time. The Corporation shall do business as "KYS."

ARTICLE 2: PURPOSE

- 2.1: <u>Purpose Statement</u>: The activities to be conducted by the Corporation, or the purposes to be promoted or carried out, are any and all acts in which a non-stock nonprofit corporation organized under the Non-stock Corporation Act of the State of Connecticut and operated exclusively for one or more of those purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or as any of those laws may be amended from time to time, may lawfully engage directly or indirectly which are necessary or proper to accomplish the following:
- 2.2: The mission of KYS shall be to organize and provide an environment for the youth of Killingly and surrounding communities to learn and play the game of soccer. The program is designed to teach soccer skills to youth of all ages and skill levels and to educate them on the rules of the game. KYS promotes sportsmanship, teamwork, respect, discipline, leadership, self-confidence, and fair play. By working together with coaches, parents and players, KYS seeks to provide an opportunity for youth to compete in a fun, encouraging, and positive atmosphere; AND
- 2.3: To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of principle of said fund(s) or the income(s) derived therefrom exclusively for charitable, religious, scientific, literary or educational purposes, either by direct contribution(s) or indirectly through contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as it now exist or may be amended from time to time in the future; AND
- 2.6: <u>Limitation of Activities and Powers:</u> The activities, powers and purposes of the Corporation shall be limited as follows:
 - (a). The Corporation shall be nonprofit, shall not have or issue shares of stock or pay dividends, and no part of the Corporation's net earnings or income is distributable to, nor shall inure to the benefit of, any of Its Directors or Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered for the benefit of the Corporation and to make payments and distributions in furtherance of the purposes set forth in the Certificate of Incorporation or these By-Laws.
 - (b). No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.
 - (c). Further, and notwithstanding any provision of these By-Laws, the Corporation shall NOT carry on any other activities which are presently, or in the future, prohibited to be carried on by corporations exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code or which are otherwise prohibited to be carried on by corporations to which contributions made are deductible under Section 170(c)(2) of the Internal Revenue Code, as those Codes may be amended from time to time.

ARTICLE 3: MEMBERS

There shall be one class of membership limited to persons who are interested in the purposes of and provide support to the Corporation. Members shall not be entitled to vote at meetings of the Corporation or take any part in its management or operation. The Board of Directors may act without the necessity of any prior action by the Board which would have otherwise been required by law if members of the Corporation were entitled to vote to approve or deny such action.

ARTICLE 4: BOARD OF DIRECTORS

- **4.1:** General Powers: The affairs of the corporation shall be managed by its Board of Directors. Directors shall be members of KYS. The Board may take any action which is permitted or required to be taken by members of a nonprofit corporation under Connecticut law by the affirmative vote of a majority of the entire Board.
- **4.2:** All Officers of the Corporation shall also be members of the Board of Directors. The Board of Directors shall consist of not less than five (5) persons. The Board of Directors may also expand the number of persons who may serve on the Board as provided for under these By-Laws.
- 4.3: Election: The procedure for electing the persons to serve on the Board of Directors shall be as follows:
 - (a). The Incorporators appoint the following persons as the initial Board of Directors of the Corporation:
 - (i) K. Christian Barnwell, President
 - (ii) Michael Gile, Vice President/Registrar
 - (iii) Jason Leveille, Director of Coaching
 - (iv) Bruce Disco, Treasurer
 - (v) ChrisMalarkey, Secretary
 - (vi) Killingly Parks and Recreation Department Liason (Non-voting seat)
 - (b). The terms of the initial Directors shall expire on <u>June 30, 2015</u>. Elections shall be held at the annual meeting where Directors shall be nominated and elected by a majority vote of the Board.
 - (c). Staggered Elections: The President and Secretary shall each be elected to 2 year terms at the annual meeting in EVEN numbered years. The Vice President, Registrar, and Treasurer shall be elected to 2 year terms in ODD numbered years.
 - (c). Additional persons, at the discretion of the initial Board of Directors, may be elected to the Board of Directors for one (1) year terms by a majority vote of the remaining Board members at any regular
- **4.4:** <u>Vacancies</u>: Vacancies occurring on the Board by death, resignation, refusal to serve, or otherwise, shall be filled for the unexpired term by majority vote of the remaining Board members at any regular or special meeting called by those Board members remaining.
- **4.5:** Resignation: Any Board member may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein, but if no time is specified, then the time shall be the time of acceptance, as determined by the Board of Directors.
- **4.6:** Removal: Any Director who substantially fails to meet his/her obligations to the Corporation, or for such other cause deemed by a majority vote of the remainder of the Board to be in the best interests of the Corporation, may be removed at any annual, regular or special meeting of the Board of Directors by a majority of the entire Board. Not less than five (5) days notice that this particular subject will be on the agenda shall be required to the entire Board before any such vote may be taken at any meeting.
- **4.7:** Annual Meeting: Except as otherwise provided by law, a meeting of the Board of Directors for the purpose of election of officers and the consideration of any other business that may be properly brought before it shall be held annually in the month of **June** at such place and time as the Board of Directors may designate. Notice of such meeting shall be given to each Director by mail at least seven (7) days prior to the date designated for such meeting.

- **4.8:** Consent Vote: Any action required or allowed by law to be taken at a meeting of a Board of Directors may be taken without a meeting, if a consent vote in writing setting forth the actions so taken shall be signed by <u>all</u> the Directors. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. A copy of each such written consent shall be filed with the minutes of the proceedings of the Board.
- **4.9:** <u>Participation Via Electronic Means:</u> Members of the Board of Directors, or any committee of the Board, may participate in any Board or committee meeting by means of a conference telephone call or other similar electronic communications device which would allow all persons participating in the meeting to hear each other, and participation by such means shall constitute presence at the meeting.
- **4.10:** Quorum: A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business, and a vote by the majority of the members in attendance at any Board meeting at which a quorum is present shall decide its action.
- **4:11:** Chairman of the Board of Directors: The President shall be the Chairman of the Board. The Chairman shall preside over all meetings of the Board of Directors, shall determine the agenda, and shall also be an ex-officio member of any Executive and other special committees created by the Board of Directors. The Chairman of the Board shall serve a term of one (1) year, or until a successor Chairman is elected by the Board, whichever is longer.

ARTICLE 5: COMPENSATION OF, LOANS TO, OR GUARANTEES FOR DIRECTORS

- 5.1: Directors shall not receive any compensation for their services as Directors of the Corporation, but the Board may, by resolution, authorize reimbursement of actual or expected expenses incurred or to be incurred by a Director in the performance of the Director's duties on behalf of the Corporation, provided that any advance reimbursement shall be repayable to the Corporation to the extent that the expected expenses were not actually incurred, and shall be repayable in full if at any time it is later discovered that the activity engaged in was not substantially the business of the Corporation. Any authorization for reimbursement may prescribe the procedure to be used for approval and payment of such expenses.
- **5.2:** A Director may not serve the Corporation in an employee capacity and be compensated therefore.
- **5.3:** The Corporation may not lend money to a Director, nor may the Corporation provide any guarantee or security for the obligation of a Director.

ARTICLE 6: EXECUTIVE AND OTHER COMMITTEES

- 6.1: The Board, by resolution adopted by a majority vote, may designate an executive committee consisting of members of the Board. Any such committee, and each member thereof, shall serve at the pleasure of the Board. The designation of any such executive committee and the delegation thereto of authority shall not relieve any Director of any responsibility imposed by law to the Corporation.
 - (a). No member of the executive committee may continue to be a member thereof after the person ceases to be a Director of the corporation.
 - (b). The Board of Directors shall have the power at any time to add to the number of members on an executive committee, to remove members, so long as there are never less than three (3), to fill vacancies, to change the function of the committee, or to terminate the existence thereof.
 - (c). During the intervals between meetings of the Board of Directors, and subject to such limitations as may be provided by law, these Bylaws, or resolution of the Board of Directors, an Executive Committee shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation. An Executive Committee shall make a full report of all actions it has taken at each meeting of the Board of Directors.
- **6.2:** Meetings of Executive and other committees may be held at such time and place as may be from time to time determined by the committee upon the giving of notice personally, by mail, email or other electronic means at least two (2) days prior to the day of the meeting.

- **6.4:** A majority of the entire Executive Committee shall be necessary to constitute a quorum for the transaction of the business, and the act of the majority of the members present at such meeting at which a quorum is present shall be the act of the Executive Committee.
- **6.5:** The Board of Directors may also create such other committees as the Board shall determine are necessary to carry on the business of the Corporation. Appointments to any such committee(s) shall be in the manner, for the time period provided, and with such responsibility, as the Board shall determine in its discretion.

ARTICLE 7: OFFICERS

7.1: Position, Term and Elections: The officers of the Corporation shall be as set forth below. Officers of the Corporation shall not receive any compensation for their service. The Board of Directors shall elect these officers from its own members upon nominations from the floor at its annual meeting or at any other meeting of the Board of Directors duly called when there is a vacancy. The term of office for an Officer shall be for one year. Officers of the Corporation must also be Directors, and no person shall hold more than one position at any time.

7.2: At its initial organizational meeting, the Board of Directors appoints the following as Officers of the Corporation:

(i). President: K. Christian Barnwell(ii). Vice President/Registrar: Michael Gile(iv). Director of Coaching: Jason Leveille

(v). Treasurer: Bruce Disco

(vi). Secretary: Christopher Malarkey

President - shall be the chief executive officer of the Corporation and, as such, shall exercise general supervision of all operations and personnel of the Corporation, shall represent the Corporation at all Connecticut Junior Soccer Association ("CJSA") meetings and with all other clubs, agencies and organizations with which the Corporation does business, shall attend the annual meeting of the CJSA, Northeast District Meetings, and all other related statewide or local meetings, and such other duties as the Board may direct from time to time.

Vice President/Registrar - shall render such assistance to the President as may be required by the Board of Directors and/or the President, shall take such direction and engage in such duties as directed by the President and/or the Board, and in case of the death, resignation, disability or absence of the President, shall perform the President's duties for the unexpired term. The Vice President shall also serve as the chair of any disciplinary committee that may need to be organized by the Board.

Registrar – shall coordinate all registration activities, maintain a database of all current KYS players, assure that the registration of all players is in compliance with the rules and regulation of the CJSA, Northeast District, or any other league or organization whose authority KYS and its players may fall under now and in the future, and shall, and shall provide reports and rosters for District filing.

Director of Coaching – shall be directly responsible for player development and program development for the soccer club, with emphasis placed on developing a club philosophy, cultivating a love of the game, recruiting and developing coaches, organizing tryouts, and coordinating equipment and fields.

Treasurer - shall be the custodian of the funds and assets of the Corporation, keep a record of the names of contributors, collect such funds as may accrue from investments or other sources, pay all bills within the annual budget or as directed by the Board of Directors, submit a report at each regular meeting of the Board and a full report of all receipts and expenditures and assets on hand at the annual meeting of the Corporation, sign any documents for the corporation as required by the Board of Directors, and perform such other duties as may be required by the Board of Directors.

Secretary - shall give proper notice or cause such proper notice to be given of all meetings of the Board of Directors, shall be ultimately responsible for maintaining or overseeing the maintenance of the corporate records, shall record or cause to be recorded minutes of all proceedings to be kept for the official record of corporation, shall maintain custody of the seal of the Corporation, engage in correspondence for the Corporation as the Chairman of the Board, Directors and other Officers of the Corporation shall request.

7.3: <u>Removal of Officer</u>: The Board of Directors may remove any Officer, at any time, with cause, at any regular or special meeting called for that purpose, by majority vote of the Board of Directors as provided for in these By-Laws.

ARTICLE 8: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- **8.1:** The Board of Directors may authorize any Officer or agent to enter into any contract or to 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. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, the limit on granting such authority, however, being that it shall be required that all checks, drafts or orders for payment of money in excess of Seven Hundred Fifty (\$750.00) Dollars shall be signed by two (2) Officers or agents of the Corporation in such manner as shall be determined by resolution of the Board of Directors.
- **8.2:** All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation with such banks, trust companies, or other depositories, as the Board of Directors may select, or as may be designated by the Officer(s) or agents of the Corporation to whom such power may be delegated by the Board of Directors. All funds of the Corporation shall for the sole benefit of the Corporation and its designated purposes, and no part thereof may be employed, used, donated or leveraged for the personal benefit of any Director, Officer, member or other person.
- **8.3:** Annually, or upon the request of any member of the Board of Directors, the accounts of the Corporation will be audited by a certified public accountant, whose report shall be submitted to each member of the Board.
- **8.4:** At the direction of the Board, any Officer(s) or employee(s) of the Corporation shall be bonded. The expense of furnishing any such bond shall be paid by the Corporation.
- **8.5:** Unless and until otherwise modified by the Board, the President and Treasurer shall be the authorized as individual signers for the Corporations checking account, however, any transaction in excess of seven hundred and fifty (\$750.00) dollars shall require the signatures of both to be considered a valid transaction of the Corporation.

ARTICLE 9: BOOKS AND RECORDS

- 9.1: The records of the Corporation shall be kept at its principal office, or such other place as the Board of Directors may designate where they may be recovered within two (2) business days.
- 9.2: Any records of the Corporation may be inspected by any Director, for any proper purpose, at any reasonable time.
- 9.3: All records of the Corporation may be maintained in written form, or may be processed into such electronic or other data form as long as they are capable of conversion to written form within five (5) business days.
- 9.4: The Corporation shall keep correct and complete records of the following:
 - (a). Permanent records of the minutes of all meetings of the Board of Directors, all actions taken by the Board without a meeting, and all actions taken by any committee of the Board acting in place of, or on behalf of, the Corporation;
 - (b). Appropriate and accurate accounting records;
 - (c). The Articles of Incorporation or restated Articles of Incorporation;
 - (d). The Bylaws, as they may be amended, altered or repealed from time to time:
 - (e). The financial statements and municipal and federal tax returns of the Corporation for the previous three (3) years;

- (f). A complete and current list of the names and business addresses of all Directors and Officers of the Corporation;
- (g). The most recent annual report(s) delivered to the Secretary of State; and
- (h). The most recent annual, semi-annual or otherwise regular report(s) or filing(s) required by any other Federal, State or municipal government or regulatory agency.

ARTICLE 10: FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of first day of August and end of the last day of July in the following year.

ARTICLE 11: NOTICE AND TIME REQUIREMENTS

- 11.1: In any case when notice to a Director is required or permitted, and unless otherwise specified under these Bylaws, the Articles of Incorporation, or any law, the notice may be written (including email, text message or other electronic means) or oral, and shall be given at least three (3) days prior to any regular or special meeting. Such notice need not specify the purpose of such meeting.
- 11.2: Notwithstanding the above, and unless otherwise specified by State or Federal law, a written waiver signed by the person entitled to such notice, whether signed before or after the time required for such notice, shall be deemed equivalent to giving such notice.

ARTICLE 12: SEAL

The Corporation shall have a seal which shall contain the words "Killingly Youth Soccer, Inc." and such seal shall be kept with the Secretary and shall be affixed to formal documents executed in the name of the Corporation where the affixing of such a seal is required by law or custom of the Corporation.

ARTICLE 13: INDEMNIFICATION

The Corporation shall indemnify Directors, Officers and such other persons acting on behalf of the Corporation as required in accordance with Section 33-454a of the Connecticut General Statutes.

ARTICLE 14: DISSOLUTION

- 14.1: Upon the dissolution of the Corporation, the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the Corporation, shall, at the discretion of the Board, dispose of all of the assets of the Corporation in a manner dedicated to one or more of the specific purposes listed in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), to another organization or organizations that also qualify as a exempt under Section 501(c)(3), or to the federal, state or local government for one or more public purposes. Unless otherwise prohibited by Section 501(c)(3), or other applicable law, the Board shall first consider disposing of all assets in equal proportions to those member soccer programs from the Alliance towns eligible to receive such a distribution under Section 501(c)(3).
- 14.2: Any asset(s) not disposed of as required above shall be disposed of by order of a court having competent jurisdiction in a manner consistent with those purposes allowed under Section 501(c)(3) and the goals and purposes of the Corporation.

ARTICLE 15: MODIFICATION OF BYLAWS

- 15.1: These Bylaws may be amended, modified or repealed by the Board at any regular meeting, or at any Special meeting called for that purpose, upon the affirmative vote of a two-thirds (2/3) majority of the Board of Directors.
- 15.2: Notice of any such proposed change to the Bylaws shall be given in writing to the Executive Committee of the Board of Directors, if applicable, which shall issue a written recommendation to the entire Board. The Executive Committee shall cause written notice of its recommendation, the proposed change to the Bylaws, and the proposed meeting date, to be delivered through the Secretary to all Directors at least seven (7) days prior to the scheduled meeting date. If there shall be no Executive Committee, however, the person(s) suggesting the change shall provide all other

members of the Board of Directors with a written copy of the proposed change(s), along with the reason(s) for each change, not later than seven (7) days prior to the scheduled meeting.

- 15.3: Voting on any proposed change to these Bylaws may be by written ballot or in person vote, as the Board may determine.
- 15.4: If a vote is taken by written ballot, each written ballot must: (a) contain a verbatim copy of each proposed modification, amendment or repeal; (b) state a deadline by which any written ballot must be received; (c) be postmarked or personally delivered to the Secretary on or before the stated deadline for written votes; and (d) contain the printed name and signature of the Director casting said ballot, or it shall be considered null and void and not be counted.
- 15.4: It shall be the sole responsibility of the Secretary to collect, total and report the results of any vote(s) to the entire Board. If all votes are taken in person, then the report shall be given immediately. If, however, any of the votes are cast by ballot, mail, or by such other means that they cannot be totaled at the time of the meeting, then the results of the vote(s) shall be provided in writing to all Directors, whether casting a ballot or not, within seven (7) days following the deadline for casting votes. A list of all Directors who voted, and how they voted, shall be maintained by the Secretary for a period of not less than six months following the deadline, and a copy thereof shall be sent to any Director who so requests in writing and provides a self-addressed stamped envelope with that request.

ARTICLE 16: CONFLICTS OF INTEREST

Notwithstanding any other language contained herein, no Officer or Director of the Corporation shall participate in any decision, nor make any efforts to directly or indirectly influence other Officers or Directors in making any decision, where said Officer or Director, their parent, spouse, sibling, sibling's spouse, spouse's parents or child has a material financial interest that will be impacted by the outcome of the decision. The term "material financial interest" means that the decision of the decision to be made by the Directors or Officers will have a direct impact, positively or negatively, on the individual's personal income, the income or revenues of an organization in which the individual holds any ownership interest, the salary or bonuses or other income the individual will earn from employment from an organization that will be effected by the decision, or the value of any asset owned by the individual, an organization in which the individual holds any ownership interest or from whom the individual receives income from employment. Additionally, no Officer or Director shall participate in any decision, nor make any effort to directly or indirectly influence any other Officer or Director in making any decision, on any matter where the Officer or Director has a such a close and substantial personal relationship with the person(s) who might be impacted by the outcome, or such a personal interest in the outcome of the decision, that the best interest of the Corporation might be compromised by his/her involvement.

 $\underline{ARTICLE~17; ADOPTION~OF~BYLAWS}$ The Board of Directors adopted these bylaws by their signatures hereto at their organization meeting held on the date show below:

Signature:	1/14/15
Printed Name: Michael Gile, Jr.	Date [']
Signature: Printed Name Jason Leveille	1/14/15 Date
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Signature: Chigh Many	1/14/15
Printed Name: Chr. topher Dalake	Date
Signature: Mut Barrell	1/14/2015
Printed Name: K- CHRISTIAN BARNWEL	Date
Signature: 45 a	1/14/15
Printed Name: Bouce E. Disco	Date
Signature:	
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