

Winthrop Viking Youth Cheer
By-Laws
Winthrop Viking Youth Cheer Corp

ARTICLE I - ORGANIZATION

Section 1 – General Provisions

The name of this organization is Winthrop Viking Youth Cheer. (hereinafter, “WVYC” or “the organization”). It is the intent and purpose of the organization to be and to operate as a non-profit, tax-exempt organization in accordance with appropriate federal and state laws and regulations. The principal office of WVYC will be in Winthrop, Massachusetts. WVYC may also have offices at such other places as the Board of Directors may from time to time appoint for the purposes WVYC may require.

Section 2 – Powers and Authority

WVYC shall have the following powers expressly or implicitly conferred on operating its programs:

- To make and enforce Rules and Regulations to govern itself on the local basis.
- To amend or add policies and procedures as needed.

Additional powers of the organization include solicitation of contributions, raising funds, setting participant fees, entering into contracts, and holding and owning Property and Equipment.

ARTICLE II - PURPOSE

Section 1 - Purpose

The purpose of WVYC is to foster, encourage, and promote the sport of cheerleading for the children of the residents of Winthrop (and other local communities when space is available) and to develop and promote the qualities of physical fitness, competitive spirit, team play, loyalty, and good sportsmanship in those who participate in the program.

Section 2 – Tax Exempt Purpose

WVYC is organized exclusively for charitable or educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Notwithstanding any other provision of these By-laws, the organization shall not continue any activities not permitted to be executed by an organization exempt from federal income tax. WVYC shall be operated for the purposes thus prescribed and shall not be operated for profit. No part of its net earnings shall inure to the benefit of any private individual. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section 1 of any future federal tax code, or shall be distributed for a public purpose as designated by a majority Board of Directors vote.

ARTICLE III – OPERATING & FISCAL YEAR

Section 1 – Operating/Fiscal Year

The operating year of WVYC will be considered a calendar year ending annually on December 31st.

Section 2 – Internal Audit

An annual audit, if deemed required by the Board, will be conducted by a qualified internal party, as nominated by the President, and approved by the Board, who is not otherwise associated with the day-to-day finances of WVYC. Such an “internal party” may be selected from the Board of Directors. The audit report shall be completed and available for presentation at the next scheduled monthly meeting after the audit is performed.

Section 3 – Financial Filing Requirements

Being a non-profit tax-exempt organization, WVYC is required to file for each fiscal year a federal Form 990 tax return and the state tax return Form PC. The filing date for both these returns is April 15th, following the end of the fiscal year.

ARTICLE IV - MEMBERSHIP

Section 1 - Eligibility

Membership in WVYC Board of Directors shall include the following:

- parents or guardians of registered WVYC participants
- volunteers over the age of eighteen (18) who serve WVYC in a specified role in the year for which they hold such a position, plus one consecutive year thereafter, and
- upon approval by more than half of the vote of the Board of Directors, and under such directions and regulations as may from time to time be provided by the Board of Directors, any other person actively interested in furthering the objectives of WVYC.

Section 2 – Voting Eligibility

All members of WVYC Board are deemed to be voting members unless otherwise voted on and indicated in the WVYC Board and Coach Roles & Responsibilities. At every meeting of WVYC Board of Directors, each voting member shall be entitled to vote and must do so in person. The Board of Directors are entitled to the right to choose to abstain from a vote by verbally communicating the reasonable conflict of interest. Continuous abstained votes should be reviewed for reasonability as to whether the individual should hold a board position.

Section 3 – Voting Right Termination

The right of a Board member to vote and all his/her rights, title, and interest in or to WVYC shall cease on the termination/expiration of his/her membership term.

ARTICLE V – BOARD OF DIRECTORS & OFFICERS

Section 1 – Establishment and Duties

The property, affairs, and business of WVYC shall be managed and conducted by its Board of Directors. The Board shall be responsible for the management of all properties, real and personal, belonging to WVYC and shall have the power in its discretion from time to time to acquire or dispose of WVYC property. The Board shall act on matters of policy and conduct any other business deemed necessary. Members of the Board of Directors shall serve without compensation except for reimbursement for actual expenses approved in advance of incurring an expense by the Board of Directors.

Each member of the Board of Directors is expected to attend every meeting of the Board of Directors. A member of the Board of Directors must contact the secretary or president in advance (barring extreme circumstances) of an inability to attend a board meeting. If the president and secretary receive too many absentee notices and a quorum cannot be established, the meeting shall be cancelled or rescheduled.

The secretary shall provide all board members with the prior meeting's minutes within one week of the prior meeting. All board members are required to review the meeting minutes then vote them into record at the next scheduled meeting of the Board of Directors.

Any situation or circumstance that arises that is not explicitly covered in these By-Laws or in the policies and procedures (i.e., Cheer Handbook, Code of Conducts, and/or supplement policies and procedures), shall be managed by the Board of Directors however they deem necessary at that time.

When it becomes clear that a situation requires a new, amended, or clarified written policy the Board of Directors will discuss, deliberate, and vote to formulate an acceptable policy, change, or clarification. Any member of the Board of Directors may submit a proposed policy or procedure on the subject, in writing, to all the other members of the Board of Directors, which shall be discussed, deliberated, and voted on at the next regularly scheduled meeting of the Board of Directors.

Roles and Responsibilities of each board member should be circulated at the Annual Meeting.

Section 2 – Number and Terms

The membership of the Board of Directors may vary in number from year to year, but at no point should the number of Board members be less than five (5). The Executive Board of WVYC shall be a President, Vice President, Secretary, and Treasurer. The Board of Directors shall include the four (4) Executive Board members, as well as additional director positions as deemed necessary by the Board of Directors by majority vote to adequately oversee the various functions of WVYC, including, but not limited to, cheerleading operations, fundraising, and communications. The Board of Directors shall hold office for a term of the current operating year and thereafter until their successors are elected. Starting in 2019, the term for President(s) will be 3 years. Vice President, Secretary, and Treasurer will be 2 years, and all remaining positions will be 1-year terms. President and Vice President should not expire at the same time. Vice President and Secretary will expire together; Treasurer expires on the year that the other three positions do not expire, unless otherwise voted to extend, or are removed from position due to sufficient cause. These members can deliberate but only the President can decide to overrule.

Board members have first priority in expressing interest in any open board position by the November board meeting. Majority votes by board members is still needed. Secret ballot is allowed in this scenario. If any board positions remain open after consulting existing board members, then those must be notified to cheer families (ahead of the December board meeting) for them to express interest or advise others of the open position.

Section 3 – Nomination and Election Process

The Board of Directors shall be elected by the incorporators at the meeting for incorporation and thereafter by majority vote at the annual meeting of members held in December. Nominations for Board of Director positions should be filed in writing (including email) with the WVYC President and Secretary no later than 5 days prior to the December annual meeting of the members and read at the annual meeting.

Section 4 – Vacancies

Whenever a vacancy occurs in the Board of Directors, through death, resignation, or any other cause, such vacancy shall be filled by appointment by majority vote from the Board of Directors, or appointed by the President; and such successor shall hold office for the unexpired term of the member whose place or unless another arrangement was agreed upon.

Section 5 – Removals

The Board shall have the power to suspend or expel any Board member, coach, cheerleader, or active volunteer for conduct it judges to be prejudicial to the good name and/or purpose of WVYC by more than half of the vote of the Board of Directors.

ARTICLE VI –MEETINGS

Section 1 – Board of Director Meetings

Regular meetings of the Board of Directors shall be held immediately following the Annual Meeting of members, and thereafter monthly to conduct its regular business. Additional meetings can be called at other times by the President, or at the request of three (3) or more members of the Board. All meetings of the Board of Directors shall be held at such place as the President shall designate and shall not be held outside of the Town of Winthrop without the consent of the members of the Board of Directors. All meetings and votes of the Board of Directors shall be conducted in person and not by mail, messenger, or electronic device unless agreed upon by the Board of Directors. When voting on issues raised to the board, a simple majority vote by the Board of Directors will determine the approval or rejection of any such issue.

Section 2 – Annual Meeting of Members

The Annual Meeting of WVYC shall be held during the month of January of each year. At this meeting, if requested by the President, reports shall be submitted by the Treasurer and Fundraising Director. Every member of the Board shall be notified at least ten (10) days prior to the holding of the Annual Meeting. A quorum at the Annual Meeting of members shall be five voting members. If at any meeting there is less than a quorum present, a majority of those present may adjourn the

meeting and reconvene at a later date, or when voting on issues raised, a simple majority vote of the members present will determine the approval or rejection of any such issue.

Section 3 – Special Meetings of Board Members

Special meetings of WVYC members may be called by the President at the request of three (3) members of the Board. The call for a special meeting shall set forth the purpose of the meeting and notice of the meeting shall be given.

Section 4 - Order of Business

The usual order of business of WVYC at all meetings shall be as follows: 1. Call to order by President or Presiding Officer if quorum is present. 2. Approval of the minutes of the previous meeting. 3. Treasurer's report. 4. Reports by Directors or Committees (if applicable). 5. Old business. 6. New business. 7. Adjournment.

ARTICLE VII – EQUIPMENT

WVYC shall own and maintain an inventory of equipment that is given out to registered participants at the beginning of the season and those participants are responsible for its return at the end of the season. WVYC shall contract for an appropriate space to store this equipment and to ensure its protection from damage. For the protection and safety of its youth participants, the organization is required to inspect all equipment after the playing season to determine the repairs, retrofitting, replacements, and new purchases needed to make the equipment ready for the next season.

ARTICLE VIII – COMMITTEES

The Board of Directors have the right to create such committees as its discretion as necessary for the successful operation of the organization. The President shall appoint a Chairperson/Event Manager for each Committee. At least one member of the Board of Directors will be assigned to each committee. Said board members shall report the status of the event/committee they represent at the monthly WVYC Board meetings.

ARTICLE IX – WHISTLEBLOWER POLICY

WVYC requires all board members and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities and practice honesty and integrity in fulfilling those responsibilities. This Whistleblower Policy is intended to encourage and enable all volunteers and others to raise serious concerns internally so that WVYC can address and correct inappropriate conduct and actions. It is the responsibility of all board members and volunteers to report concerns about violations of WVYC's code of ethics or suspected violations of law or regulations that govern WVYC's operations. It is contrary to the values of WVYC for anyone to retaliate against any board member or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of WVYC.

ARTICLE X - CONFLICTS OF INTEREST

Section 1 – Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the WVYC. 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 – Financial Interest

Any board member or volunteer who has a direct or indirect financial interest, through business, investment, or family, in any entity with which WVYC has a transaction or arrangement, is deemed an "interested person." Financial interest is not necessarily a conflict of interest but may be deemed as such by majority vote of the Board of Directors. 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 Board of Directors considering the proposed transaction or arrangement.

ARTICLE XI – INDEMNIFICATION

Section 1 – Directors, Officers, and Employees

WVYC shall, to the extent that the status of the corporation as an organization exempt under the Internal Revenue Code is not affected thereby and to the extent legally permissible, indemnify each of its current and former board members, coaches, and any other position which is appointed by the Board of Directors to carry out any function of the organization (each, an "Indemnitee"), against all expenses and liabilities, including reasonable counsel fees, incurred by or imposed upon the Indemnitee in connection with any claim, action, suit, or other proceeding or investigation, whether civil or criminal and including appeals, in which the Indemnitee may become involved, by reason of his or her having acted on behalf of the organization in any activity authorized by WVYC.

Section 3 – Insurance

The Board may authorize the purchase and maintenance of insurance in such amounts as the Board may from time to time deem appropriate, on behalf of any person who is or was an Indemnitee, against any liability incurred by such Indemnitee in any such capacity, or arising out of such person's status as Indemnitee, whether or not such person is entitled to indemnification by the organization pursuant to this Article or otherwise and whether or not the organization would have the power to indemnify the person against such liability.

ARTICLE XII – DISSOLUTION CLAUSE

Upon dissolution of the corporation, after paying or making provisions for the payment of all legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. All recurring payments must be cancelled, and appropriate documentation must be submitted to the Commonwealth of MA and any other institution showing appropriate dissolution.

ARTICLE XIII – AMENDMENTS TO BY-LAWS

Reviewed Jan 2025

These By-Laws may be altered, amended, or repealed by a two-third vote of the Board of Directors, or by a majority vote of the members at an annual meeting or special meeting called for said purpose. Amendments shall be presented in writing at least seven (7) days before the meeting called for said purpose and may be proposed by any WVYC member or any Director of the Board, and the language of the proposed.