

**CODE OF REGULATIONS
FOR
JG FLAG FOOTBALL AND CHEER, INC.
An Ohio Non-Profit Corporation**

**ARTICLE ONE
OFFICES**

Section 1.01 Code of Regulations

These Code of Regulations (*Regulations*) adopted pursuant to Sections 1702.10 and 1702.11 of the Ohio Revised Code and are intended to govern the operation of JG Flag Football and Cheer, Inc. (the *Corporation*).

Section 1.02 Name and Principal Office

The Corporation's name is JG Flag Football and Cheer, Inc. The Corporation's principal office in the State of Ohio is 200 N. Maysville Pike, Zanesville, Ohio 43701. The Board of Directors may change the principal office in the State of Ohio from time to time. The Board of Directors may establish branch or subordinate offices where the Corporation is qualified to conduct its activities.

Section 1.03 Purpose

The Corporation is a nonprofit corporation established under the laws of the State of Ohio and has, or intends to apply for, Section 501(c)(3) tax exempt status under the Internal Revenue Code.

The Corporation's purpose is to operate a youth flag football and cheer league for children in school grades kindergarten through 6th who live in East Muskingum School District and surrounding area. The Corporation is organized exclusively for charitable, educational, and other non-profitable purposes. The Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax.

The net earnings of the Corporation shall not inure to the benefit of any private shareholder or individual. However, nothing in these Regulations shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the Corporation.

In the event that the purpose clause of the Articles of Incorporation is amended, these Regulations shall be deemed amended to correspond.

ARTICLE TWO

MEMBERS

Section 2.01 Membership

The Members of the Corporation shall be comprised of those parents or legal guardians of children who are participating in the flag football and/or cheer leagues. Only those Members in good standing shall be entitled to vote or exercise any other rights under these Regulations. To be a Member in “good standing”, the Member must have at least one child who is a registered participant in the flag football and/or cheer leagues; have paid all league dues or fees in full; and abide by all rules and regulations applicable to the leagues.

Section 2.02 Dues and Fees

The amount, timing, and manner of payment of any dues and fees shall be determined by the Board of Directors.

Section 2.03 Suspension or Removal

A Member may be suspended or removed for cause by two-thirds (2/3) vote of all Directors then in office. The action will be taken at a regular meeting of the Board of Directors or at a special meeting called for that purpose. Any proposed suspension or removal must be announced in the notice and sent to the Directors at least seven (7) days before the meeting.

“Cause” means conduct by a Member which is illegal or criminal in nature; contrary to the Articles of Incorporation, these Regulations, or Chapter 1702 of the Ohio Revised Code; or is likely to harm, damage, or disparage the reputation of the Corporation.

Section 2.04 Member Voting

There will only be one vote per household, regardless of whether there is more than one parent, guardian, or participating child. For example, if John and Jane Doe have two children, Jimmy and Jenny, who are participating in flag football and cheer, respectively, then John and Jane shall only have one vote between them.

Section 2.05 Annual Meeting

The Members will hold their annual meeting in January for purposes of electing Directors for the ensuing year or term.

ARTICLE THREE

DIRECTORS

Section 3.01 General Power

The Board of Directors will manage the Corporation’s property and business affairs. The Board of Directors must act consistently with federal law, state law, the Articles of Incorporation, and these Regulations.

Section 3.02 Number

The Corporation's authorized number of Directors is at least three (3) but not more than seven (7) unless changed by an amendment to these Regulations by the Board of Directors. The Board of Directors will fix the number of Directors; this number will comprise the entire Board of Directors.

Section 3.03 Selection, Composition, and Term

Except for the initial Directors, which will be elected by the Incorporators, the Members will elect Directors at the annual meeting of the Members. If no election is held at the annual meeting, the election will be held as soon as conveniently possible after the scheduled meeting date. Each Director will serve for a term of two (2) years or until his/her death, resignation, or removal.

To be eligible to be a Director, an individual must be an Incorporator or a Member (as defined in Article Two). The Board of Directors shall consist of an equal number of Directors associated with flag football and with cheer. If there is an odd number of Directors, then the remaining Director shall be an individual associated with both flag football and cheer or with neither. In that case, the remaining Director can be, but does not have to be, an Incorporator or a Member.

For example, if there six (6) Directors, then three (3) shall be associated with flag football and three (3) shall be associated with cheer. On the other hand, if there are seven (7) Directors, then the seventh Director shall be associated with both flag football and cheer or with neither.

In the event there is an equal number of Directors who are deadlocked on a matter which is necessary to the operation of the Corporation, then the Directors shall appoint a neutral third-party to decide the matter. The third-party shall be entitled to indemnification under Section 7.

The intent and purpose of this Section is ensure that both flag football and cheer have an equal amount of input in the operation of the Corporation or as close to equal as reasonably possible.

The initial Directors of the Corporation, with a term beginning January 1, 2025, shall be:

- Director 1: Bryn N. Williams
- Director 2: Amanda K. Williams
- Director 3: Emmy Grubb
- Director 4: Meghan Chumney
- Director 5: Emily Cottrell

Section 3.04 Filling of Vacancies

Subject to the provisions of Section 3.03, if any vacancy is caused by death, resignation, or removal of a Director, the remaining Directors, by majority vote, will elect a successor to hold office for the remaining term of the Director whose place is vacant. The successor will serve as a Director until the next regular election of Directors.

If the number of Directors is increased as provided in these Regulations, the current Directors, by majority vote, will elect the appropriate number of additional Directors to hold office until the next regular election of Directors.

No reduction in the authorized number of Directors will have the effect of removing any Director before the expiration of his/her term.

Section 3.05 Resignation

Subject to the provisions of Ohio law, any Director may resign by giving written notice to the Secretary of the Board of Directors. The resignation will be effective when the Secretary receives the notice unless the notice specifies that the resignation will be effective on a later date. If the resignation is effective at a later date, a successor may be elected before that date but he/she will not take office until the resignation becomes effective.

Section 3.06 Removal

A Director may be removed for cause by two-thirds (2/3) vote of all Directors then in office. The action will be taken at a regular meeting of the Board of Directors or at a special meeting called for that purpose. The proposed removal must be announced in the notice and sent to the Directors at least seven (7) days before the meeting.

Section 3.07 Compensation of Directors

No stated salaries will be paid to the Directors for their services. Nothing in this Section precludes any Director from serving the Corporation in any other capacity and receiving compensation for his/her service in that capacity.

ARTICLE FOUR **MEETINGS**

Section 4.01 Place of Meeting

The Board of Directors will hold its meetings at the Corporation's principal office or at any place the Board of Directors may from time to time select by a majority vote or written consent of all the Directors.

Section 4.02 Annual Meeting

The Board of Directors will hold its annual meeting in January for purposes of electing Officers for the ensuing year and to transact other business that may be properly brought before the Board of Directors.

Section 4.03 Regular Meetings

The Board of Directors may hold regular meetings as determined by majority vote of the Board of Directors. The resolution may authorize the President to fix the specific date and place of each regular meeting, in which case notice of the meeting date and place must be given in the manner

provided in these Regulations. The notice need not specify the business to be transacted, nor the purpose of the meeting unless specifically required by Ohio law or these Regulations.

Section 4.04 Special Meetings

Special meetings of the Board of Directors may be called by any of the Officers, or by the President at the direction of not less than two Directors, or as otherwise provided by law. The Board of Directors may only transact the specific corporate business announced in the notice for the special meeting.

Section 4.05 Notice of Meetings

Except as may be otherwise specifically provided in these Regulations, the Secretary must give at least seven (7) days written notice of each regular or special meeting to all Directors at their post office address as shown by the Corporation's records, or by email, if provided. Any person entitled to notice of a meeting may waive notice in writing either before or after the time of the meeting.

The attendance of a Director at any meeting constitutes a waiver of notice, except if a Director attends a meeting for the express purpose of objecting to the transaction of business at the meeting because the meeting is not lawfully called or convened.

Section 4.06 Quorum

The presence of a majority of the Directors then in office constitutes a quorum to transact business at all meetings of the Board of Directors. But, if at any meeting less than a quorum is present, a majority of those present may adjourn the meeting to a different place and time.

Section 4.07 Meetings of Directors

If all of the Directors entitled to vote meet at any place and consent to hold a meeting, the meeting will be valid without call or notice, and any corporate action may be taken at the meeting.

Section 4.08 Meetings by Telephone

Any annual, regular, or special meeting may be held by conference telephone or similar communication equipment, if all Directors participating in the meeting can hear one another. All participating Directors will be considered present in person at the meeting for all purposes.

Section 4.09 Action without Meeting by Written Consents

If all of the Directors severally or collectively consent in writing to any action taken by the Corporation, whether before or after the action is taken, those consents will have the same force and effect as the unanimous vote of the Board of Directors at a duly called meeting. The Secretary shall file the consents with the minutes of the Board of Directors.

Section 4.10 Required Vote

Except as may be provided otherwise in these Regulations or the Articles of Incorporation, the action of a majority of the Directors at a meeting at which a quorum is present is the action of the Board of Directors.

ARTICLE FIVE **OFFICERS**

Section 5.01 Election, Tenure, and Compensation

The Officers of the Corporation are the President, Secretary, Treasurer, Flag Football Commissioner, Cheer Commissioner, and one or more vice-, co-, or assistant Officers as the Board of Directors may consider necessary.

The Board of Directors will elect the Officers at each annual meeting of the Board of Directors. If no election is held at the annual meeting, the election will be held as soon as conveniently possible after the scheduled meeting date. Each Officer will serve for a term of one (1) year or until his/her death, resignation, or removal.

Only Directors are eligible to become Officers unless the Board agrees otherwise by majority vote.

The same person may hold any two or more of the offices except the offices of President and Secretary. But no Officer may sign, acknowledge, or verify any instrument in more than one capacity if the law or these Regulations require the instrument be signed, acknowledged, or verified by any two or more Officers. The Board of Directors will fix the compensation or salary paid to all corporate Officers, if any, by majority vote.

If any office (other than an office required by law) is not be filled by the Board of Directors, or, once filled, later becomes vacant, the office and all references to the office in these Regulations will be treated as inoperative until the office is filled as provided in these Regulations.

All corporate Officers and agents are subject to removal at any time by the majority vote of the Board of Directors, except employees whose term is defined by written contract between the employee and the Board of Directors, in which case the removal is governed by the employment contract.

All Officers will be on the Board of Directors and will be entitled to vote.

Section 5.02 President

The President is the Corporation's principal executive Officer and has general charge and control over all of the Corporation's business affairs and properties. The President:

Shall preside at all meetings of the Board of Directors;

May opine on matters at meetings;

Shall cast the deciding vote if a tie occurs in a vote of the Board of Directors, but not otherwise;

May call a special meeting;

Shall be familiar with and enforce all rules;

Shall co-sign checks;

Shall execute all authorized bonds, contracts, or other obligations in the name of the Corporation; and

Shall perform any other duties assigned from time to time by the Board of Directors.

Unless otherwise specifically limited by the Articles of Incorporation and these Regulations, the President has all powers and authority otherwise permitted the president of a corporation under Ohio law. The President is an *ex-officio* member of all the standing committees.

Section 5.03 Vice President

The Vice President (if any):

Shall preside at all meetings of the Board of Directors, but only in the absence of the President;

May opine on matters at meetings;

May cast a vote at a meeting of the Board of Directors unless performing duties as President in the absence or disability of the President;

May call a special meeting; and

Shall perform any other duties assigned from time to time by the Board of Directors or by the President.

Unless otherwise specifically limited by the Articles of Incorporation and these Regulations, each Vice President has all powers and authority otherwise permitted the vice president of a corporation under Ohio law.

Section 5.04 Secretary

The Secretary:

Shall give notice of all meetings of Board of Directors and all other notices required by law, the Articles of Incorporation or by these Regulations;

Shall keep minutes of the meetings of the Board of Directors in books provided for that purpose;

May opine on matters at meetings;

May cast a vote at a meeting of the Board of Directors; and

May call a special meeting; and

Shall perform any other duties assigned from time to time by the Board of Directors or by the President.

Unless otherwise specifically limited by the Articles of Incorporation and these Regulations, the Secretary has all powers and authority otherwise permitted the secretary of a corporation under Ohio law.

Section 5.05 Treasurer

The Treasurer:

Shall have custody of all the funds and securities of the Corporation;

Shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation;

Shall deposit all moneys and other valuables in the Corporation's name and credit in those depositories as the Board of Directors may designate from time to time;

Shall pay bills and disburse the funds of the Corporation as ordered by the Board of Directors after taking proper vouchers for such disbursements;

Shall co-sign checks;

Shall furnish to the President and the Board of Directors, whenever either of them requests, an account of transactions as Treasurer and of the Corporation's financial condition;

Shall prepare an annual report;

Shall furnish to the Board of Directors and to the donors of the Corporation within 60 days from the date that the Corporation's 990-PF is filed a written report of the Corporation's activities, receipts, and disbursements during the tax year for which the 990-PF was filed;

May opine on matters at meetings;

May cast a vote at a meeting of the Board of Directors; and

May call a special meeting.

Unless otherwise specifically limited by the Articles of Incorporation and these Regulations, the Treasurer has all powers and authority otherwise permitted the treasurer of a corporation under Ohio law.

Section 5.06 Flag Football and Cheer Commissioners

There shall be two Commissioners, one for flag football and one for cheer. The Commissioners:

- Shall recommend coaches for approval for all divisions;
- Shall schedule league sign-ups;
- Shall present rules to the Board of Directors for approval at the annual meeting;
- Shall be familiar with all rules;
- Shall conduct player drafts;
- Shall distribute and collect all equipment;
- Shall hold a coaches' meeting prior to the start of each season;
- Shall appoint assistants (if desired) with Board of Directors approval;
- Shall follow Board of Directors recommendations for all-star and coach approval;
- May opine on matters at meetings;
- May cast a vote at a meeting of the Board of Directors; and
- May call a special meeting.

ARTICLE SIX **COMMITTEES**

Section 6.01 Committees of Board of Directors

The Board of Directors may, by majority vote, designate one or more committees. Each committee must consist of at least two Directors and, to the extent provided in the majority resolution, may exercise the powers of the Board of Directors.

The designation of committees and delegation of authority to the committees will not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed on the Board of Directors or any individual members by law.

Section 6.02 Term of Office

Each committee member will serve until his/her successor is appointed unless the committee is terminated sooner by the Board of Directors, or the member is removed or resigns from the

committee. Unless otherwise provided in the resolution of the Board of Directors designating a committee, each committee member will serve at the pleasure of the Board of Directors.

Section 6.03 Chair

Unless otherwise provided in the resolution of the Board of Directors designating a committee, each committee shall appoint a chairperson by majority vote of the committee.

Section 6.04 Vacancies

Vacancies in the membership of any committee may be filled by appointments in the same manner as the original appointments were made.

Section 6.05 Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, two-thirds (2/3) of committee members constitutes a quorum to transact business at all committee meetings.

ARTICLE SEVEN **LIABILITY AND INDEMNIFICATION**

No Director or Officer of the Corporation will be personally liable for the payment the Corporation's debts and liabilities except as any Director or Officer may be liable by reason of his/her own conduct or acts. But relief from liability for the Corporation's debts will not apply in any instance where that relief is inconsistent with any provisions of the Internal Revenue Code applicable to organizations described in Section 501(c)(3).

Subject to the previous paragraph, the Corporation shall indemnify every Director or Officer and his/her heirs, executors, and administrators, against expenses actually and reasonably incurred by him/her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he/she may be made a party because of his/her role as a Director or Officer of the Corporation.

This indemnification is being given since the Directors will be requested to act by the Corporation for the Corporation's benefit.

This indemnification is exclusive of all other rights to which a Director may be entitled.

ARTICLE EIGHT **FINANCIAL MATTERS**

Section 8.01 Delegation by Board of Directors

The Board of Directors may authorize any Officer, employee, or agent to enter into any contracts or to sign and deliver any instruments in the name of the Corporation. The authority granted by the Board of Directors may be general or confined to specific instances.

Section 8.02 Authority over Certain Funds

If at any time the Corporation is a beneficiary of a charitable lead trust, a charitable remainder trust, or other similar trust (*charitable trust*), and the charitable trust was established by a Director, an Officer, or a substantial contributor to the Corporation, the Director, Officer, or substantial contributor who established the charitable trust is prohibited from acting on matters concerning funds coming to Corporation from the charitable trust.

The Director who establishes a charitable trust for the benefit of the Corporation may not be counted when establishing a quorum to vote on matters relating to those funds. The Director is prohibited from voting on any matters relating to the funds received or anticipated to be received from the charitable trust, including voting on any disbursements or grants of the funds.

Any funds received from a charitable trust must be segregated into a separate account in the Corporation's books as provided in Section 8.07.

For all purposes concerning any funds received from a charitable trust described above, the term *substantial contributor* has the same meaning as provided in Internal Revenue Code Section 507(d)(2)(A).

Section 8.03 Deposits

All Corporation funds will be deposited to the credit of the Corporation at those banks, trust companies or other depositories selected by the Board of Directors. But the Board of Directors may authorize any Officer, employee, or agent to select the banks, trust companies or other depositories into which the funds of the Corporation will be deposited.

Section 8.04 Checks and Drafts

All checks, drafts, and other orders for payments of money, notes, or other evidence of indebtedness by the Corporation must be signed by those Officers, agents, or employees selected by the Board of Directors, and in the manner determined by majority vote of the Board of Directors.

Section 8.05 Loans

The Corporation is prohibited from making any loans or borrowing any funds unless specifically authorized by a resolution of the Board of Directors. The authority granted by the Board of Directors may be general or confined to specific instances. The Corporation will not make any loans to its Directors or Officers.

Section 8.06 Investments

The Corporation's funds may be invested in any investments selected by the Board of Directors or any investment manager appointed by the Board of Directors for that purpose. In making any investments, the Board of Directors or investment manager (as the case may be)

should give due regard to balancing the need to preserve principal, to produce income and capital gains, and to achieve long-term growth of the Corporation's assets.

Section 8.07 Separate Account

The Corporation must segregate any funds received from a charitable trust established by a Director of, an Officer of, or a substantial contributor to the Corporation into a separate account in the Corporation's books. The Corporation shall administer the separate account in such a manner as to allow tracing of the funds into and out of that account. The separate account must be administered and distributed by a separate fund committee, and the Director, the Officer, or the substantial contributor who established the charitable trust from which the Foundation received the funds may not possess any power over this account or this separate fund committee.

Section 8.08 Expenses

The Board of Directors will pay all expenses of the Corporation including, but not limited to, custodian, investment management fees, legal fees, and accounting fees and charges first from income and then from the principal assets of the Corporation.

ARTICLE NINE **MISCELLANEOUS PROVISIONS**

Section 9.01 Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31.

Section 9.02 Reference to Laws

All general or specific references to the Internal Revenue Code are to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Ohio are to the laws of the State of Ohio as now in force or later amended.

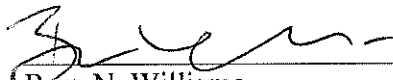
ARTICLE TEN **AMENDMENTS**

The Board of Directors may amend, alter, or repeal these Regulations or any specific provision of these Regulations, and may from time to time make additional Regulations, as determined by a two-thirds (2/3) vote of all Directors then in office.

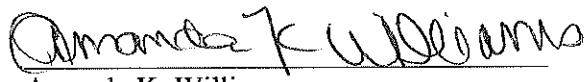
CERTIFICATE OF INCORPORATORS

KNOW ALL MEN BY THESE PRESENTS:

In accordance with Section 1702.10 of the Ohio Revised Code, that the undersigned do hereby certify that the undersigned are the Incorporators of JG Flag Football and Cheer, Inc., a non-profit corporation duly organized and existing under and by virtue of the laws of the State of Ohio; that the above and foregoing Regulations of said Corporation were duly adopted by the Incorporators of the Corporation; and that the above and foregoing Regulations are now in full force and effect.


Bryn N. Williams
Incorporator

12-2-24.
Date


Amanda K. Williams
Incorporator

12-2-24
Date

