

**BYLAWS**  
  
**OF**  
  
**SOUTHEASTERN YOUTH FOOTBALL, INC.**

I certify that the following bylaws, consisting of four pages, each of which I have initialed for identification, are the Bylaws adopted by the Board of Directors of Southeastern Youth Football, Inc. (the "Corporation"), a Kentucky non profit corporation, by written consent in lieu of an organization meeting dated July 21, 2014.

  
Whitney G. Cvengros, Secretary

**BYLAWS**  
**OF**  
**SOUTHEASTERN YOUTH FOOTBALL, INC.**

1. Meetings of Directors

1.1 The annual meeting of the Board of Directors of the Corporation shall be held at the time and date to be set by the Board of Directors.

1.2 The annual meeting of the Board of Directors shall be held at a place designated by the Board of Directors or, if the Board of Directors does not designate a place, then at a place designated by the Secretary or, if the Secretary does not designate a place, at the Corporation's registered office.

1.3 Special meetings of the Board of Directors shall be held at a place designated by the Board of Directors, if the special meeting is called by the Board of Directors. If the special meeting is not called by the Board of Directors, the meeting shall be held at the Corporation's registered office.

2. Board of Directors

2.1 The exact number of directors may be fixed, increased or decreased, from time to time by a resolution adopted by the vote of the shareholders who are present in person or by proxy at the meeting held to elect directors.

2.2 Meetings of the Board of Directors may be called by the President or by any director.

2.3 Unless waived as permitted by the Kentucky Business Corporation Act, notice of the time, place and purpose of each meeting of the Board of Directors shall be either (a) telephoned or personally delivered to each director at least two (2) days before the time of the meeting, or (b)

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mailed to each director at his/her last known address at least four (4) days before the time of the meeting.

### 3. Officers

3.1 The Corporation shall have a President, Vice President, a Secretary and a Treasurer and may have one or more other officers, all of whom shall be elected by the Board of Directors. The Corporation may also have such assistant officers as the Board of Directors may deem necessary, all of whom shall be elected by the Board of Directors or chosen by an officer or officers designated by it.

3.2 The President or if there is more than one President, the Presidents shall:

- (a) Have general charge and authority over the business of the Corporation, subject to the direction of the Board of Directors;
- (b) Have authority to preside at all meetings of the Board of Directors;
- (c) Have authority acting alone, except as otherwise directed by the Board of Directors, to sign and deliver any document on behalf of the Corporation; and
- (d) Have such other powers and duties as the Board of Directors may assign to him/her.

3.3 The Vice President, or if there is more than one Vice President, the Vice Presidents in the order of their seniority by designation (or if not designated in the order of their seniority of election), shall perform the duties of the President in his/her absence. The Vice Presidents shall have such other powers and duties as the Board of Directors or the President may assign to them.

3.4 The Secretary shall:

- (a) Issue notices of all meetings for which notice is required to be given;

(b) Keep the minutes of all meetings and have charge of the corporate record books; and

(c) Have such other duties and powers as the Board of Directors or the President may assign to him/her.

3.5 The Treasurer shall:

(a) Have the custody of all funds and securities of the Corporation;

(b) Keep adequate and correct accounts of the Corporation's affairs and transactions; and

(c) Compile and keep a record of the financial state of the company, including, but not limited to, accounts receivables and accounts payable.

(d) Prepare and present a monthly report of the financial condition of the Company to the President.

(e) Make such financial recommendations and deliver such financial advice to the Board of Directors as the Treasurer sees fit.

3.7 Other officers and agents of the Corporation shall have such authority and perform such duties in the management of the Corporation as the Board of Directors assigns to them.

4. Purpose

4.1 Organization. The organization is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

4.2 Dissolution: 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 of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### 5. Original Board of Directors

5.1 The original Board of Directors shall consist of the following individuals:

Joseph Kirk

Kenneth Kirk

Jennifer Castle

Amanda Bockelman

The Board may, by majority vote, elect such other members to the Board of Directors as it sees fit.

5.2 The Board hereby appoints the following officers to the Company:

Joseph Kirk-President

Kenneth Kirk-Vice President

Kenneth Kirk-Treasurer

Whitney G. Cvengros-Secretary

5.3 The first meeting of the Board of Directors shall be July 21, 2014 and shall be held at the location designated by the Officers.

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