

**CODE OF REGULATIONS  
OF  
BELLBROOK WEE EAGLES, INC.**  
An Ohio Non-Profit Corporation

ARTICLE I

**MEMBERS AND MEETINGS OF MEMBERS**

Section 1.     Membership. The Members of the Corporation shall consist of any parent or guardian with a child within the grades of Kindergarten through sixth, who is eligible to participate in the Sugarcreek Local School District.

Section 2.     Rights of Members. Each Member of the Corporation shall have the right to vote on all actions which Members shall have a right to vote. Each Member shall cast one vote for each meeting attended in the prior year. New Members shall have the right to cast one vote for each meeting attended during his or her first year of membership. The right of a Member to vote shall cease on the termination of his or her membership. No Member shall be entitled to share in the distribution of Corporation assets upon the dissolution of the Corporation.

Section 3.     Removal of Members. Any Member may be removed from membership by the affirmative vote of a majority of the full membership, registered in person, at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Corporation.

Section 4.     Resignation of Members. Any Member may resign from the Corporation by delivering a writing resignation to the President or the Secretary of the Corporation.

Section 5.     Annual Meetings. The annual meeting of the Members of the Corporation shall be held on the third Monday in January, if not a legal holiday, or if a legal holiday, then on the next succeeding day not a holiday, for the purpose of electing directors and transacting such other business as may properly come before the meeting.

Section 6.     Special Meetings. Special meetings of the Members may be called at any time by the President, and shall be called by the President or the Secretary at the written request of a majority of the Board of Directors, or by the written request of ten percent (10%) of the Members of the Corporation.

Section 7.     Place of Meetings. All meetings of the Members shall be held at the Community Room of the Bellbrook City Office, or at such other place as the Board of Directors may select, and as shall be designated in the notice of such meetings.

Section 8.     Notice of Meetings. Notice of the annual, or any special meeting of the Members, stating the purpose or purposes of the meeting and the time and place where it is to be held, shall be posted at Bellbrook City Hall, not less than ten (10) days nor more than thirty (30) days before the meeting.

Section 9.     Quorum. At any meeting of the Members of the Corporation, the presence in person of three (3) Members entitled to vote at such meeting shall be necessary to

constitute a quorum for all purposes except as otherwise provided by law, and the actions of a majority of the Members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these by-laws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the Members present in person without notice other than by announcement at the meeting and without further notice to any absent Member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 10. Voting. Except as otherwise provided in the By-Laws, the vote of a least a majority of the members present in person and entitled to vote at a meeting of the Members with respect to a question or matter brought before such meeting shall be necessary and sufficient to decide such question or matter.

## ARTICLE II DIRECTORS

Section 1. Number. Until changed in accordance with the provisions of this Section, the number of Directors shall be determined pursuant to law and by resolution of the Members, but shall not be less than three (3). The number of Directors may be fixed at three (3) or changed by resolution at any meeting or any special meeting called for that purpose, but no reduction shall have the effect of removing any Director prior to the expiration of his or her term of office. The initial number of Directors is hereby fixed at three (3).

Section 2. Vacancies. In the event of the occurrence of any vacancy or vacancies on the Board of Directors, however, caused, said vacancy may be filled by a majority vote of the then remaining Directors until an election to fill such vacancy is held. Any Director elected to fill such vacancy shall serve until the next annual election of Directors or until a successor is elected and qualified. Any Director may resign at any time by oral statement to that effect made at a meeting of the Board or in writing to that effect delivered to any Director, and such resignation shall take effect immediately or at such other time as the Director may specify.

Section 3. Election and Term of Office. Directors shall initially be elected to terms of one year, two years and three years. At each annual meeting of the Directors thereafter, elections shall be held to elect Directors to serve for a full three-year term to succeed those whose terms expire. Each Director elected shall hold office until his or her successor is elected and qualified, or until his or her earlier resignation, removal from office by the Directors or death; provided, however, that no person shall serve more than three consecutive terms as a Director. The Directors then in office, though less than a majority of the whole authorized number of Directors, shall by the vote of a majority of their number, fill, for the unexpired term, any vacancy in the Board of Directors or any Director's office that is created by an increase in the authorized number of Directors or the resignation, removal from office or death of an Director.

Section 4. Meetings. The annual meeting of the Board of Directors shall be held, at the Community Room of the Bellbrook City Office or at such other place as may be designated by the Directors on the third Monday in January each year. Any other meetings may be held at such other times and places as the Board may designate.

Meetings of the Board of Directors, other than the annual meeting, may be called by any Director, by written notice given at least thirty (30) days before the date of such meeting, to each Director, by mail, at his or her address as it appears on the records of the Corporation. Notice of the time, place and purpose of such meeting may be waived in writing, either before or after the holding of such meeting, by any Director. Such waiver shall be filed or entered upon the records of such meeting. The attendance of any Director at any meeting of the Board without protest, prior to or at meeting. The attendance of any Director at any meeting of the Board without protest, prior to or at the commencement of the meeting, shall be deemed a waiver by trustee of such notice of meeting.

Section 5. Quorum. A majority of the Directors shall constitute a quorum for any meeting, regardless of the number of members of the Board present.

Section 6. Powers and Duties. The powers of this Corporation shall be exercised, its business and affairs conducted and its property controlled by the Board of Directors, except as otherwise provided in the Articles of Incorporation, or the applicable laws of the State of Ohio.

### ARTICLE III

#### OFFICERS

Section 1. Officers. The Board of Directors shall elect a President, Vice President, Secretary and Treasurer, and at its discretion may create any other offices as it may determine necessary. An officer may not serve in the capacity of both President and Secretary at any one time.

Section 2. Term. The Officers of the Corporation shall hold office for a term of one (1) year and at the pleasure of the Board of Directors, until their successors are elected and qualified. The Board of Directors may remove any Officer at any time, with or without cause, by a majority vote. A vacancy in any office, however created, shall be filled by the Board of Directors.

Section 3. Duties of President. The President shall preside at all meetings of the Board of Directors, sign the records thereof, and perform generally all of the duties usually performed by presidents of similar corporations and such other and further duties as shall be from time to time required of him or her by the Board of Directors.

Section 4. Duties of Vice President. The Vice President shall perform all of the duties of the President in case of the President's absence or as may be assigned to him or her from time to time by the President or the Board of Directors, and when so acting, shall have the same power and authority as the President.

Section 5. Duties of Secretary. The Secretary shall keep minutes of all of the proceedings of the Board of Directors of this corporation and make a proper record of the same, which shall be attested by him or her, and generally shall perform such other duties as may be required from time to time of him or her by the Board of Directors.

Section 6. Duties of Treasurer. The Treasurer shall receive and have charge of all monies and property belonging to this Corporation, and shall disburse, or otherwise deal with, the same as shall be directed by the Board of Directors. He or she shall keep an accurate account of all money or property received or disposed of by him or her, and shall perform all such other duties as may be required of him or her by the Board of Directors.

#### ARTICLE IV

#### INDEMNIFICATION

The Corporation shall indemnify any person to the extent permitted under Section 1702.30 of the Ohio Revised Code as now stated or hereafter revised, including, but not limited to, any person 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 civil, criminal, administrative, investigative or by or in the right of the Corporation by reason of the fact that the person was or is a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

The indemnification authorized herein is not exclusive of, and is to be in addition to; any other rights granted such persons.

The Corporation shall have the power to purchase and maintain insurance or furnish similar protection on behalf of or for any such persons, whether or not the Corporation would have the power to indemnify such persons under the provisions of this Article.

#### ARTICLE V.

#### FISCAL YEAR

The fiscal year of this Corporation shall begin on the 1<sup>st</sup> day of January of each year and shall end on the 31<sup>st</sup> day of December of that year. The fiscal year may be changed by a majority vote of the Board of Directors.

#### ARTICLE VI

#### AMENDMENTS

This Code of Regulations may be amended, adopted or repealed by the affirmative vote of a majority of the Directors empowered to vote therein at a meeting called and held for that purpose, or without a meeting by the written consent of a majority of the Directors of this Corporation.

**MINUTES OF THE MEETING OF  
THE MEMBERS AND BOARD OF DIRECTORS OF  
BELLBROOK WEE EAGLES, INC.**

Pursuant to proper notice given, a meeting of the Members and Board of Directors of Bellbrook Wee Eagles, Inc. was held on the 16<sup>th</sup> day of June, 2003, at 6:00 p.m. at the Community Room of the Bellbrook City Office. The Members and Directors in attendance to wit:\_\_\_\_\_.

A number of items were discussed including, increasing the number of Directors to five (5) and appointing the additional Directors and appointing the officers of the Corporation.

After discussion of each of the items set forth above, and upon motions duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the Directors believe it to give the best interest of the Corporation To increase the number of Directors to serve on the Board of Directors from three (3) to five (5). Therefore, in addition to the initial Directors, the following shall Serve as a Director of the Corporation:

Jon Bucher  
Paul Guess

FURTHER RESOLVED, that following is a list of all the Directors of the Corporation. The initial term each Director shall serve is set opposite their Respective name. Each individual shall serve as a Director such until the Expiration of his term and until his successor is duly elected and qualified:

Dave Geis	-	1 year
Mike Licher	-	1 year
Eric Keeton	-	1 year
Jon Bucher	-	1 year
Paul Guess	-	1 year

RESOLVED, that the following be, and they hereby are, elected to the offices set Opposite their respective name, to serve as such until the next annual meeting of The Board of Directors of this Corporation or until their successors is duly Elected and qualified:

Mike Licher	-	President
Jon Bucher	-	Vice President
Paul Guess	-	Secretary
Dave Geis	-	Treasurer
Eric Keeton	-	Past President

\_\_\_\_\_  
Paul Guess, Secretary

ATTEST:

\_\_\_\_\_  
Mike Licher, President

**ACTION BY WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS OF  
BELLBROOK WEE EAGLES, INC.**

Pursuant to the authority of Section 1701.54 of the Ohio Revised Code, the undersigned being all the members of the Board of Directors of the Corporation, do hereby take the following actions and adopt the resolutions set forth herein, as of the 15<sup>th</sup> day of December, 2003.

RESOLVED, that it has been determined to be in the best interest of the Corporation to amend the Code of Regulations of this Corporation as originally Adopted on May 27, 3003, as follows, and all other provisions of the Code of Regulations shall remain the same:

“ARTICLE I\*\*\*

Section 5. Annual Meetings. The annual meeting of the Members of the Corporation shall be held on the third Monday in June, if not a legal holiday, or if a legal holiday, then on the next succeeding day not a holiday, for the purpose of electing directors and transacting such other business as may properly come before the meeting.\*\*\*”

“ARTICLE II\*\*\*

Section 3. Election and Term of Office. Directors shall be elected to terms of one year. At each annual meeting of the Directors thereafter, elections shall be held to elect Directors to serve for a full one-year term to succeed those whose terms expire. Each Director elected shall hold office until his or her successor is elected and qualified, or until his or her earlier resignation, or removal from office by the Directors of death. The Directors then in office, though less than a majority of the whole authorized number of Directors, shall by the vote of a majority of their number, fill, for the unexpired term, any vacancy in the Board of Directors or any Director’s office that is created by an increase in the authorized number of Directors or the resignation, removal form office or death of any Director.”

\_\_\_\_\_  
Dave Geis

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Mike Licher

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Eric Keeton

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Jon Bucher

\_\_\_\_\_  
Paul Guess

**ACTION BY VERBAL AND WRITTEN CONSENT OF THE BOARD OF  
DIRECTORS OF BELLBROOK WEE EAGLES, INC.**

Pursuant to the authority of Section 1701.54 of the Ohio Revised Code, the undersigned being all the members of the Board of Directors of the Corporation, do hereby take the following actions and adopt the resolutions set forth herein, as of the 18<sup>th</sup> day of February, 2008.

RESOLVED, that it has been determined to be in the best interest of the Corporation to amend the Code of Regulations of this Corporation as originally adopted on May 27, 2003, as follows, and all other provisions of the Code of Regulations shall remain the same:

**MISSION STATEMENT**

The Wee Eagle Corporation provides a positive developmental instruction in programs such as Cheerleading, Basketball, Football, Volleyball and Wrestling for those students who reside in the Bellbrook/Sugarcreek school district and are in grades K-6.

**ARTICLE I**

Section 8 Notice of the annual meeting and regular board meetings of the Members, stating the purpose or purposes of the meeting and the time and place where it is to be held, shall be posted on the Bellbrook Wee Eagle website [www.BellbrookWeeEagles.com](http://www.BellbrookWeeEagles.com) . Special emergency meetings do not need to be posted.

Section 11 Regular Meetings. Regular Wee Eagle Board Meetings of the Members of the Corporation shall be held on the third Monday of every month, if not a legal holiday, or if a legal holiday, then on the next succeeding day not a holiday, for the purpose of updates of the following programs: cheerleading, basketball, football, volleyball and wrestling. Updates will also be given by the Treasurer. Other business may be transacted during any regular meeting.

**ARTICLE III**

Section 1 Officers. The Board of Directors shall elect a President, Vice President, Past President, Secretary and Treasurer, and at its discretion may create any other offices as it may determine necessary. An officer may not serve in the capacity of both President and Secretary at any one time.

Section 7 Duties of Past President The Past President shall perform all the duties of the President in case the President and Vice President's absence or as may be assigned to him/her from time to time by the President or the Board of Directors, and when so acting, shall have the same power and authority as the President.

**ARTICLE VII**

Section 1 Programs The Wee Eagle Corporation governs over the following programs for grades K-6 for those who reside in the Bellbrook/Sugarcreek school district: Cheerleading, Basketball, Football, Volleyball and Wrestling. Each program will be executed by a director.

Section 2 Director of Programs Each program will have one Director with the exception of Cheerleading. Those interested in being a Director can interview and be voted on by the Wee Eagle Board of Directors. The Director of programs must be a parent or guardian of a child participating in the Wee Eagle Program.

Section 3      Coaches of Programs Each program will consist of a head coach, assistant coaches and high school helpers. To be a head coach or an assistant coach, you must be a parent or guardian of a child participating in the Wee Eagle Program. A person who wishes to coach and not a parent or guardian of a child in the program must be interviewed and voted on by the Board of Directors. High School helpers are those students who have knowledge of the program they are assisting and are students of the Bellbrook/Sugarcreek school district.

Section 4      Term of Coaches Each head coach, assistant coach and high school helper are a one year assignment. Each head coach, assistant coach and high school helpers will be asked to serve another year at the beginning of the registration season based on their performance from the previous year. Not all coaches will be asked back. A list of all coaches will be submitted to the Board of Directors prior to the start of the programs season.

### **ARTICLE VIII**

Section 1      Scholarships The Wee Eagle Corporation would like to make the opportunity for all students in grades K-6 to have an opportunity to participate. The Wee Eagle Corporation will need in writing from the Director of the said Program the name of the child and reason for scholarship. There is no set number of scholarships, but not to exceed 2 per program a calendar year. The scholarship may or may not cover a uniform expense. All coaches and directors are expected to pay the program fee.

Voted in 2008