

**AMENDED BYLAWS OF
WOLVES ATHLETIC ASSOCIATION, DBA WOLVES, INC.**

These Amended Bylaws shall replace in their entirety the previously adopted Bylaws and Code of Regulations.

ARTICLE 1 – GENERAL

Section 1. Name. The name of this Ohio non-profit charitable corporation is Wolves Athletic Association, dba Wolves, Inc. (hereinafter WAA).

Section 2. Location. The principal office of WAA shall be located and maintained at Worthington Kilbourne High School, 1499 Hard Road, Columbus, Ohio 43235, or at such other place as the Trustees may decide from time to time.

Section 3. Members. The “Voting Members” of WAA shall be the current Trustees, appointed or elected as hereinafter provided, and a representative from each of the Athletic Team and Band Booster Groups, and the Voting Members shall have all of the rights, privileges and obligations of Voting Members as provided by law.

Section 4. Trustees. The Board of Trustees shall be elected as hereinafter provided and shall be charged with the management of WAA.

Section 4. Property. WAA may accept gifts, grants, donations, bequests, membership fees and contributions of every kind and description; receive gross receipts from admission fees, sales of merchandise, performance of services, concession sales, or furnishing facilities; and may purchase, lease, acquire, manage, and donate property and monies in furtherance of its Purpose.

ARTICLE II – PURPOSE

Section 1. Purpose. The “Purpose” of WAA shall be to provide and encourage cooperative educational, economic, and other community support to supplement athletic and other team programs and activities of Worthington Kilbourne High School through its participation with Athletic Team and Marching Band Booster Groups (“Booster Groups”) that have been sanctioned by Worthington Kilbourne High School. In furtherance of its Purpose, WAA shall, in cooperation with the Worthington High School Principal and Athletic Director and the Booster Groups, implement or coordinate fund-raising and other programs and activities to: recognize scholar-athletes; educate student athletes about drug and alcohol abuse; recognize individual and team athletic achievements; recognize the contributions of coaches and others to the growth and development of student athletes; and provide supplemental athletic equipment, property and other resources that are not otherwise be provided by the Worthington City School District.

ARTICLE III – BOARD OF TRUSTEES

Section 1. Management. The Board of Trustees shall be the governing body of WAA and shall be responsible for the management of its affairs, programs, and activities in furtherance of its Purpose.

Section 2. Number and Composition of Board of Trustees. The Board of Trustees (“Trustees”) shall consist of nine (9) Trustees and shall be comprised of the following: The President, the Vice-President, the Secretary, the Treasurer, and five (5) Trustees. The Trustees shall not be compensated for his or her service as a Trustee, but Trustees may be reimbursed for expenses incurred in furtherance of the Purpose of WAA as authorized and approved by the Board of Trustees.

Section 3. Term and Number of Terms of Trustees. The term for each Trustee shall be two (2) years and a Trustee may serve for no more than two (2) consecutive terms. The terms of the Trustees shall be staggered so that the terms of no more than five (5) Trustees shall end in the same year. Unless a Trustee is filling a vacancy term, each term year shall begin on July 1 and end on June 30.

Section 4. Election of Board of Trustees. Trustees for the open positions for the Board of Trustees shall be elected by a majority vote of the Members at the Annual Meeting at which a quorum is present.

Section 5. Ex-Officio Member of the Board of Trustees. The Worthington Kilbourne High School Athletic Director shall be an ex-officio member of the Board of Trustees. In addition, the Trustees may encourage the participation of individuals from the community by appointing them as members ex-officio of the Board of Trustees. Ex-officio members shall not be counted for purposes of determining the presence of a quorum and shall have no vote.

ARTICLE IV - VOTING MEMBERS

Section 1. Composition. The Voting Members shall consist of the representatives appointed from each of the Athletic Team and Band Booster Groups.

Section 2. Number of Voting Members. Each Athletic Team and Band Booster Group may appoint one Voting Member to serve as its representative to WAA.

Section 3. Authority of Voting Members. The Voting Members shall be responsible for the election of the Trustees and shall attend each of the Regular Meetings of the Members as well as any Special Meeting of the Members.

ARTICLE V - MEETINGS

Section 1. Annual Meeting. An Annual Meeting shall be held during the month of May at a time and place designated by the President.

Section 2. Regular Board of Trustees' Meetings. The Board of Trustees shall meet at least four times a year in August, November, February, and May, at a time and place designated by the President.

Section 3. Regular Members' Meetings. The Members shall meet with the Board of Trustees at least four (4) times each year in August, November, February, and May, which meetings shall coincide with and follow the four Board of Trustees' meetings.

Section 4. Special Meetings of the Board of Trustees. Subject to Section 7 of this Article V, "Special Meetings" of the Board of Trustees may be held at any time upon the call of the President or at the request of three (3) members of the Board of Trustees.

Section 5. Special Meetings of the Members. Subject to Section 7 of this Article V, "Special Meetings" of the Members may be held at any time upon the request of three (3) Members.

Section 6. Emergency Meetings. Where immediate action is required, "Emergency Meetings" of either the Board of Trustees or the Members may be held at any time upon the call of the President or, as appropriate, at the request of three (3) members of the Board of Trustees or at the request of three (3) Members.

Section 7. Notice of Meetings. Except for Emergency Meetings, written and/or electronic notice of any Meeting of the Board of Trustees of the Members shall be given to the Trustees of the Members at least three (3) days prior to such meeting and the notice shall state the purpose of the Meeting.

Section 8. Quorum. The minimum number of Members or Trustees necessary to constitute a quorum for the purpose of conducting business shall be a majority of the Members or Trustees, as appropriate; provided, however, that a quorum shall not be required to adjourn a meeting if a quorum is not present.

Section 9. Voting. All matters submitted to a vote at any meeting of the Members or at any meeting of the Trustees shall be determined by a majority of the Members, if at a Members' Meeting, or by a majority of the Trustees, if at a Trustees' Meeting, provided in either situation that a quorum is present, and unless otherwise provided in these Bylaws. Additionally, Members and Trustees may vote on any manner by any electronic or other means, including but not limited to email, as established by the Board of Trustees from time to time.

ARTICLE VI - OFFICERS AND DUTIES

Section 1. In General. The Board of Trustees shall elect from among the Elected Trustees a President, a Vice President, a Secretary, and a Treasurer.

Section 2. President. The President shall preside at all Meetings, shall appoint the chairman of each Committee, and may appoint the members of the Committees, which do not have to be Trustees or Members, and shall perform such duties as are customary to the office of President, and such duties as from time to time may be assigned by the Board of Trustees. The President shall have served as a Trustee for at least one year prior to taking office.

Section 3. Vice President. The Vice President shall preside at all meetings in the absence of the President, and shall have such other duties as from time to time may be assigned by the President or the Board of Trustees.

Section 4. Secretary. The Secretary shall keep or cause to be kept a written record of all meetings and official records, except financial records, of WAA, shall give notice to Trustees and Members of all meetings, and shall have such other duties as from time to time may be assigned by the President or the Board of Trustees.

Section 5. Treasurer. The Treasurer shall keep or cause to be kept the funds, financial records, and accounts of WAA; shall prepare or cause to be prepared federal income tax returns or other financial record filings required by law; and shall make a report thereof at the Annual Meeting, and at Board of Trustees' and Members' meetings. In addition, the Treasurer shall forward an annual financial report to the Worthington City School District Board of Education through the Worthington High School Athletic Director.

Section 6. Terms of Office. The term of office for each officer shall be one (1) year. The number of terms an officer may serve shall not be limited, subject to the term limits for Trustees contained in Section 3 of ARTICLE III above.

Section 7. Officer Vacancies. Vacancies that occur in any office shall be filled by the Board of Trustees for the remainder of the vacant term.

ARTICLE VII - COMMITTEES

Section 1. In General. In the appointment of the chairman and members of Committees, reasonable efforts shall be made to include a wide range of representation from among various Booster Groups. Committee members shall be appointed either by the President or by the chairman of the Committee and such Committee members may members of the Board of Trustees or members of the Booster Groups, or both. The Worthington Kilbourne High School Athletic Director shall be an ex-officio member of each Committee.

Section 2. Nominating Committee. At least ten (10) days prior to any meeting at which an election of Trustees and/or Officers is to occur, a Nominating Committee, comprised of at least three (3) Trustees, shall be appointed to prepare and present a slate of proposed Trustees and/or Officers for election.

Section 3. Program Committee. The Program Committee shall be responsible for the coordination, preparation, and publication of a combined "Sports Program" containing pictures and other information about athletic teams, athletic team members, related organizations, and Booster Groups and containing paid advertising the solicitation of which shall be coordinated by said Committee.

Section 4. Concessions Committee. The Concessions Committee shall be responsible for the operation of a concession stand during certain athletic events, including the coordination and scheduling of Booster Groups and their members to work in the concession stands.

Section 5. Scholar-Athlete/Student Recognition Committee. The Scholar-Athlete/Student Recognition Committee shall be responsible for the implementation of programs and other activities to recognize scholastic achievement on the part of Worthington High School student athletes, and for the implementation of programs and other activities to recognize the athletic achievements of students, particularly in multiple sports.

Section 6. Special Committees. WAA may have "Special Committees" to perform such functions as the Board of Trustees may authorize, from time to time, as it deems appropriate.

ARTICLE VIII - ELECTION OF OFFICERS

Section 1. Procedure. After the Nominating Committee has prepared and presented a slate of candidates setting forth one nominee for election to each office or for each vacancy on the Board of Trustees, such slate shall be presented to the Board of Trustees at the Annual Meeting or at any meeting called for the purpose of filling a vacancy. After accepting nominations from the floor, the President shall call for a voice or written ballot, as he or she shall deem appropriate. Each Trustee shall be entitled to cast one vote for each office or each vacancy on the the Board of Trustees for which such election is being held. The candidate for each office or vacancy on the Executive Committee receiving the most votes shall be elected.

ARTICLE IX - BOOSTER GROUPS

Section 1. Annual Membership. Each athletic and band booster group shall be a member of WAA on an annual basis commencing on July 1 and concluding on June 30 of each year.

Section 2. Representation. Each Booster Group shall have the right to one vote which may be exercised by a representative appointed to serve as a Member of WAA.

Section 3. Support of Booster Groups. The Board of Trustees shall assist with the creation and/or continuation of Booster Groups for each varsity athletic team, and shall assist each Booster Group with the establishment and maintenance of such Booster Groups, including but not limited to the filing of any documentation necessary to establish bank accounts for the Booster Groups and the filing of the tax return with all of the Booster Groups' income and account information.

ARTICLE X - NON-DISCRIMINATION

Section 1. WAA shall be committed to and comply with local, State, and Federal law regarding non-discrimination and, therefore, shall not discriminate in the implementation of its programs and activities, in the appointment of its Board of Trustees, in the election of its officers, in the appointment of its officers, in the appointment of its Committees, in admission to membership, or in any other respect on the basis of race, color, religion, sex, national origin, disability, age or ancestry.

ARTICLE XI - DISSOLUTION

Section 1. WAA may be dissolved by three-fourths majority vote of the Board of Trustees. Upon the dissolution of WAA, the Board of Trustees shall, after paying or making provisions for the payment of all liabilities of the WAA, dispose of all remaining assets of the WAA, exclusively for the Purpose of WAA in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or recreational purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Trustees shall determine.

ARTICLE XII - INDEMNIFICATION

Section 1. In addition to such indemnification as may be authorized by the Ohio Revised Code, the Board of Trustees may indemnify or agree to indemnify any current or former Trustee or officer against expenses, judgments, decrees, fines, penalties, or amounts paid in settlement in the defense of any pending, threatened, or concluded action, suit or proceeding, criminal or civil, to which such Trustee or officer is or may be made a party by reason of his holding such a position with WAA: provided that the Board of Trustees finds or it is otherwise determined that (1) such person was not grossly negligent or guilty of misconduct in the performance of his or her duties for WAA; (2) such person acted in good faith in what he or she reasonably believed to be in the best interests of WAA, and (3) such person had reasonable basis to believe that his conduct was unlawful.

ARTICLE XIII - WHISTLEBLOWER POLICY

Section 1. Purpose. WAA requires the Trustees, Members, and Committee members to observe high standards of business and personal ethics in the conduct of their duties and responsibilities, and all Trustees, Committee members and Members to comply with all applicable laws and regulatory requirements.

Section 2. Reporting Responsibility. WAA seeks to have an “Open Door Policy” and encourages Trustees, Members, and Committee members to share their questions, concerns, suggestions or complaints regarding the organization and its operations with someone who can address them properly. In most cases, a Trustee, Member, or Committee member should present his or her concerns to the President of the Board, or, if appointed by the President, a compliance officer or chair of the compliance committee. The President is generally in the best position to address an individual’s area of concern. However, if a Trustee, Member, or Committee member is not comfortable speaking with the Board President or is not comfortable with the President’s response, the individual is encouraged to speak with any of the Trustees with whom the individual is comfortable in approaching, or to directly contact the Worthington Kilbourne High School Athletic Director or Principal.

Section 3. No Retaliation. No Trustee, Member, or Committee member who in good faith reports a violation of a law or regulation requirement shall suffer harassment, retaliation or adverse employment consequence. A Trustee, Member, or Committee member who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including removal from the Board of Trustees, revocation of Membership, or removal from the Committee. This Whistleblower Policy is intended to encourage and enable persons to raise serious concerns within WAA prior to seeking resolution outside WAA.

Section 4. Requirement of Good Faith. Anyone filing a complaint concerning a violation or suspected violation of the law or regulation requirements must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Section 5. Confidentiality. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 6. Handling of Reported Violations. The President, or the person responsible for carrying out the President’s role with respect to a reported or suspected violation, will acknowledge receipt of the reported violation or suspected violation by writing a letter (or e-mail) to the complainant within five business days. All reports will

be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

ARTICLE XIV - DOCUMENT RETENTION POLICY

Section 1. Purpose. The WAA takes seriously its obligations to preserve information relating to litigation, audits, and investigations. The information listed in the retention schedule below is intended as a guideline and may not contain all the records the WAA may be required to keep in the future. Questions regarding the retention of documents not listed in this chart should be directed to the President. From time to time, the President may issue a notice, known as a “legal hold,” suspending the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings. No records specified in any legal hold may be destroyed, even if the scheduled destruction date has passed, until the legal hold is withdrawn in writing by the President.

File Category	Item	Retention Period
Corporate Records	Bylaws and Articles of Incorporation	Permanent
	Corporate resolutions	Permanent
	Board and committee meeting agendas and minutes	Permanent
Finance and Administration	Financial statements	7 years
	Check register and checks	7 years
	Bank deposits and statements	7 years
	General ledgers and journals (includes bank reconciliations)	7 years
	Contracts and agreements	7 years after all obligations end
	Correspondence — general	3 years
Insurance Records	Policies	Permanent
	Accident reports	7 years
	Claims (after settlement)	7 years
Tax	IRS exemption determination and related correspondence	Permanent
	IRS Form 990s	7 years
Technology	Software licenses and support agreements	7 years after all obligations end

Section 2. Electronic Documents and Records. Electronic documents will be retained as if they were paper documents. Therefore, any electronic files that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an “archive” computer file folder. Backup and recovery methods will be tested on a regular basis.

Section 3. Document Destruction. The President is responsible for the ongoing process of identifying its records, which have met the required retention period, and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding. Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

Section 4. Compliance. The President and Board of Trustees will periodically review these procedures to ensure that they are in compliance with new or revised regulations.

ARTICLE XV - CONFLICT OF INTEREST POLICY

Section 1. Whenever a Trustee has a financial or personal interest in any matter coming before the Board of Trustees, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Trustees determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XVI - MISCELLANEOUS

Section 1. Organizational and Fiscal Years. The WAA organizational and fiscal years shall commence on July 1 and conclude on June 30 of each year.

Section 2. Fidelity Bond. The Board of Trustees may, but is not required to, bond all members and Officers of the Board of Trustees.

Section 3. Audit. The President may, but is not required to, appoint an Audit Committee to audit its fiscal records and report to the Board of Trustees.

ARTICLE XVII - AMENDMENT OF BYLAWS

Section 1. These Bylaws may be amended by the Board of Trustees upon the affirmative vote of a majority of Trustees at a regular or Special Meeting of the Board of Trustees, provided that a quorum votes whether at the meeting, by proxy or by electronic vote, and provided that the text of any proposed amendment was included in the notice of the meeting.

Adopted this _____ day of June, 2016.

These Bylaws were prepared by Stephen S. DeWeese, Attorney, 7737 Olentangy River Road, Columbus, Ohio 43235