CHEYENNE YOUTH SPORTS LEAGUE, INC.

Board of Directors

RESOLUTION NO. 2026-001

A RESOLUTION OF THE BOARD OF DIRECTORS OF CHEYENNE YOUTH SPORTS LEAGUE, INC. ADOPTING THE INITIAL BYLAWS OF THE CORPORATION, CONFIRMING THE INITIAL DIRECTORS AND OFFICERS, ADOPTING RELATED GOVERNANCE POLICIES, AND RATIFYING ORGANIZATIONAL ACTIONS

WHEREAS, Cheyenne Youth Sports League, Inc. (the "League") was incorporated as a Wyoming public benefit nonprofit corporation by filing Articles of Incorporation with the Wyoming Secretary of State. The League has no members; and

WHEREAS, W.S. 17-19-206(a) provides that the incorporators or the board of directors of a corporation shall adopt the corporation's initial bylaws. W.S. 17-19-205 provides that the organization of the corporation, including appointing officers and adopting bylaws, is completed at an organizational meeting; and

WHEREAS, proposed Bylaws were prepared on September 18, 2026, and revised on September 26, 2026. The revision reflects that the League applied for recognition of tax exemption on the full IRS Form 1023, based on a first-year operating budget of about $75,000. A copy of the Bylaws was given to each director before this meeting; and

WHEREAS, the Board has reviewed the Bylaws and finds that they are consistent with the Articles of Incorporation, the Wyoming Nonprofit Corporation Act, and the requirements for an organization described in Section 501(c)(3) of the Internal Revenue Code, and that they are in the best interests of the League;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Cheyenne Youth Sports League, Inc. as follows:

Section 1. Adoption of Bylaws

The Board adopts the Bylaws of Cheyenne Youth Sports League, Inc., revised September 26, 2026, attached as **Exhibit A**, as the initial Bylaws of the League. The Bylaws consist of Articles I through XV.

Section 2. Completion of Bracketed Items

For purposes of adoption, the bracketed items in the Bylaws are completed as follows:

Bylaws Provision	Bracketed Item	Adopted Value
Article VIII(4) — Internal controls	Disbursements above [$500] require two authorizations	**$500**
Title page and certification	Date of adoption	The date of this Resolution

The Secretary is directed to remove the brackets and the drafting guidance boxes ("How to use this draft" and similar explanatory notes) from the final Bylaws kept in the corporate records book. Removing these items does not change the substance of the Bylaws.

Section 3. Articles of Incorporation

The Board acknowledges the Articles of Incorporation as filed with the Wyoming Secretary of State. The Secretary will keep a certified or file-stamped copy of the Articles with the Bylaws. If any provision of the Bylaws conflicts with the Articles, the Articles control, as stated in Bylaws Article XV(3).

Section 4. Confirmation of Initial Directors

Under Bylaws Section 3.2(2), the Board confirms that the initial directors of the League are:

Director	Term
Heidi Ware	Two years from the date of this Resolution, or until the Annual Meeting nearest that date
Charity Campfield	Two years from the date of this Resolution, or until the Annual Meeting nearest that date
Sheree Syracuse	Two years from the date of this Resolution, or until the Annual Meeting nearest that date

Section 5. Confirmation of Initial Officers

Under Bylaws Article IV(3), the Board confirms the following officers. Each serves a one-year term until a successor is elected at the Annual Meeting:

Office	Name
President	Heidi Ware
Secretary	Charity Campfield
Treasurer	Sheree Syracuse

The Board confirms that the offices of President and Treasurer are held by different people, as Bylaws Article IV(4) requires.

Section 6. Governance Policies Adopted Concurrently

As provided on the certification page of the Bylaws and in Bylaws Article X, the Board adopts the following documents, each in the form presented to the Board:

1. Conflict-of-Interest Policy and Annual Disclosure Statement
2. Code of Ethics for Directors and Officers
3. Code of Conduct for Coaches and Team Volunteers
4. Code of Conduct for Parents and Guardians
5. Code of Conduct for Players

Each director and officer will sign the Code of Ethics and the Conflict-of-Interest disclosure within **thirty (30) days** after this Resolution is adopted, and every year after that, as Bylaws Section 3.3 and Article VII(7) require.

Section 7. Fiscal Year and Principal Office

The Board confirms the following:

(a) Fiscal year. The League's fiscal year ends **December 31**, under Bylaws Article VIII(1).

(b) Principal office. The League's principal office is **3158 Bluff Pl, Cheyenne, Wyoming 82009**, under Bylaws Article I(5).

Section 8. Ratification of Organizational Actions

The Board ratifies, confirms, and adopts as actions of the League all lawful actions taken in good faith by the incorporator, directors, and officers on behalf of the League before this Resolution was adopted. These include:

1. Preparing and filing the Articles of Incorporation;
2. Designating the League's registered agent and registered office;
3. Obtaining the League's federal Employer Identification Number (EIN);
4. Preparing and filing IRS Form 1023, Application for Recognition of Exemption, and paying the required user fee; and
5. Preparing the League's registration forms, waivers, sponsorship agreement, and first-year budget.

Any organizational expenses paid personally by a director or officer may be reimbursed under the League's Purchasing and Expenditure Policy. To be reimbursed, the expense must be documented with receipts and approved as required by that Policy.

Section 9. Order of Adoption

This Resolution is adopted **before** the following resolutions, which rely on the Bylaws:

- the Resolution Adopting Purchasing and Expenditure Policy FIN-01;
- the Resolution Designating the Official Meeting Notice Posting Location; and
- the Resolution Increasing the Number of Directors to Seven.

Section 10. Implementation

The Secretary is authorized and directed to:

(a) Certify the Bylaws. Sign the certification on the final page of the Bylaws and place the adopted Bylaws, this Resolution, and the Articles of Incorporation in the corporate records book, as required by Bylaws Article XII and W.S. 17-19-1601.

(b) Distribute copies. Provide copies of the adopted Bylaws to each director and officer.

(c) Respond to the IRS. If the IRS asks for the League's adopted bylaws while reviewing the Form 1023, provide a signed and dated copy, along with any explanation of changes from the version submitted with the application.

(d) Post on the website. Post the adopted Bylaws on the League website so participant families and supporters can see them.

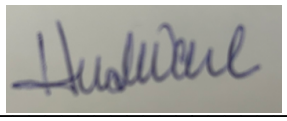
The officers are authorized to take any other reasonable action needed to carry out this Resolution.

Section 11. Effective Date

This Resolution and the Bylaws take effect immediately upon adoption.

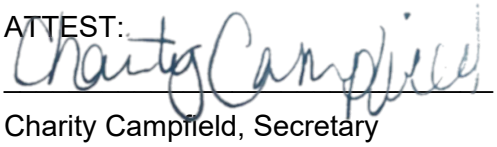
ADOPTED by the Board of Directors of Cheyenne Youth Sports League, Inc. at its organizational meeting held on October 8, 2026, where a quorum was present, by the following vote:

Director	Yes	No	Abstain	Absent
Heidi Ware	☒	☐	☐	☐
Charity Campfield	☒	☐	☐	☐
Sheree Syracuse	☒	☐	☐	☐



Heidi Ware, President

ATTEST:

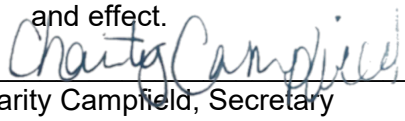


Charity Campfield, Secretary

Secretary's Certificate

I, Charity Campfield, certify that I am the duly elected Secretary of Cheyenne Youth Sports League, Inc. I further certify that:

1. The above is a true and correct copy of a Resolution adopted by the Board of Directors on October 8, 2026, at a meeting where a quorum was present.
2. The Bylaws attached as Exhibit A are the Bylaws adopted by that Resolution.
3. The Resolution and Bylaws have not been amended or rescinded and remain in full force and effect.

 Date: October 8, 2026

Charity Campfield, Secretary

Alternative: Unanimous Written Consent in Lieu of Organizational Meeting

(Use this if the Board adopts the Resolution without a meeting. Delete the vote table and "ADOPTED" block above.)

The undersigned, being all of the directors of Cheyenne Youth Sports League, Inc., consent in writing to the adoption of the above Resolution in lieu of an organizational meeting. This consent is effective on the date the last director signs and will be filed with the minutes.

Director	Signature	Date
Heidi Ware		
Charity Campfield		
Sheree Syracuse		

Exhibit A: Bylaws of Cheyenne Youth Sports League, Inc. (revised September 26, 2026)

CHEYENNE YOUTH SPORTS LEAGUE, INC.

Bylaws

A Wyoming Public Benefit Nonprofit Corporation

Adopted by the Board of Directors on October 8 , 2026 • Draft prepared September 18, 2026

Article I — Name, Purposes, and Offices

1. Name. The name of the corporation is Cheyenne Youth Sports League, Inc. (the "League").
2. Type. The League is a public benefit nonprofit corporation organized under the Wyoming Nonprofit Corporation Act, W.S. 17-19-101 et seq.
3. Purposes. The League is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Its specific purpose is to provide safe, inclusive, accessible, and affordable amateur youth volleyball and baseball programs for youth ages six through eighteen in Cheyenne, Wyoming, and surrounding communities, and to promote physical fitness, sportsmanship, teamwork, confidence, leadership, and character development through organized instruction, practice, league play, competition, tournaments, and clinics.
4. Program flexibility. The Board may add, modify, suspend, or discontinue individual sports or programs as community need and resources allow, provided each program remains within the purposes stated in the Articles of Incorporation.
5. Principal office. The principal office is located at 3158 Bluff Pl, Cheyenne, Wyoming 82009. The Board may change the principal office by resolution without amending these Bylaws.
6. Registered agent. The League shall continuously maintain a registered agent and registered office in Wyoming as required by law.

Article II — No Members

1. The League shall have no members as that term is defined by the Wyoming Nonprofit Corporation Act.
2. All corporate powers shall be exercised by or under the authority of the Board of Directors, and the affairs of the League shall be managed under the Board's direction.
3. The League may recognize participants, families, volunteers, sponsors, and supporters as non-voting "participating families" or "supporters" for program and recognition purposes only. Such designations confer no voting rights, no statutory membership rights, and no property or financial interest in the League.

Article III — Board of Directors

Section 3.1 — Powers and general duties

1. The Board of Directors shall manage the business and affairs of the League, set policy, approve the annual budget, oversee finances, and ensure the League operates consistently with its exempt purposes.
2. Each director shall discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interests of the League.

Section 3.2 — Number, qualifications, and terms

1. The Board shall consist of no fewer than three (3) and no more than seven (7) directors. The exact number within that range may be fixed from time to time by Board resolution, provided the number never falls below three.
2. The initial directors are Heidi Ware, Charity Campfield, and Sheree Syracuse.
3. Directors shall be natural persons at least eighteen (18) years of age. Directors need not reside in Wyoming.
4. Directors shall serve two-year terms and may be re-elected to successive terms without limit. In no event shall a director's term exceed five (5) years, consistent with W.S. 17-19-805.
5. The Board may stagger terms so that approximately half of the director positions are filled each year, in order to preserve continuity of governance.
6. A director whose term has expired continues to serve until a successor is elected and qualified, or until the number of directors is decreased.
7. Directors shall be elected by majority vote of the directors then in office.

Section 3.3 — Expectations of directors

Each director shall:

- Support the mission of the League and act in its best interests rather than the interests of any individual team, coach, family, or participant, including the director's own child;
- Sign and comply with the Code of Ethics for Directors and Officers and the Conflict-of-Interest Policy annually;
- Complete any youth-protection training and background screening required by Board policy;
- Attend Board meetings regularly and come prepared;
- Promptly disclose actual, potential, or perceived conflicts of interest; and
- Maintain the confidentiality of participant, family, personnel, and financial information.

Section 3.4 — Compensation

1. Directors shall serve without compensation for their service as directors.
2. A director may be reimbursed for reasonable, documented, pre-approved expenses incurred on behalf of the League.

3. A director shall not receive compensation as a coach, contractor, or employee of the League unless the arrangement is approved in advance by the disinterested directors under Article VII and documented in the minutes.

Section 3.5 — Resignation and vacancies

1. A director may resign at any time by delivering written notice to the President or Secretary. The resignation is effective on delivery unless it specifies a later effective date.
2. A vacancy, including a vacancy created by an increase in the number of directors, may be filled by majority vote of the remaining directors even if that number is less than a quorum.
3. A director filling a vacancy serves for the balance of the unexpired term being filled.

Section 3.6 — Removal of directors

1. Grounds for removal include breach of fiduciary duty; violation of the Code of Ethics or Conflict-of-Interest Policy; an undisclosed or unresolved conflict of interest; three consecutive unexcused absences from regular Board meetings; misuse of League funds or property; harassment, discrimination, or retaliation; conduct endangering the safety or well-being of a youth participant; or other conduct materially harmful to the League.
2. Each director shall be given at least seven (7) days written notice that removal of a director will be voted upon at a Board meeting, as required by W.S. 17-19-822(c) for corporations without members. Notice may be waived only as permitted by W.S. 17-19-823.
3. The director whose removal is proposed shall receive written notice of the grounds and a reasonable opportunity to be heard by the Board before the vote.
4. Removal requires the affirmative vote of two-thirds (2/3) of the disinterested directors then in office. The director whose removal is under consideration shall not vote and shall not be counted in determining the number of disinterested directors.
5. A director may be immediately suspended from all League activities by the President, pending a removal vote, where the allegation involves the safety of a youth participant or the misappropriation of funds. Suspension is not removal and does not by itself terminate the director's office.

The seven-day notice rule is statutory, not optional

Because the League has no members, W.S. 17-19-822(c) requires at least seven days written notice to every director before the Board may validly act to remove a director — or approve anything that would require member approval if the League had members. A removal vote taken on shorter notice is not valid. This is the single easiest governance mistake for a small volunteer board to make, so Section 3.6(2) states the rule explicitly.

Article IV — Officers

1. The officers of the League shall be a President, a Secretary, and a Treasurer. The Board may create a Vice President and such other offices as it considers appropriate, including a Tournament Coordinator or Registrar.

2. Officers shall be elected by the Board from among the directors and shall serve one-year terms, renewable without limit, until a successor is elected or the officer resigns or is removed.
3. The initial officers are Heidi Ware as President, Charity Campfield as Secretary, and Sheree Syracuse as Treasurer.
4. The same individual may hold more than one office, except that the offices of President and Treasurer shall not be held by the same individual, so that no single person both authorizes and records a disbursement.
5. Any officer may be removed from office, with or without cause, by majority vote of the directors then in office. Removal from office does not by itself remove the individual as a director.

Section 4.1 — Duties of officers

Officer	Principal duties
President	Presides at Board meetings; serves as principal spokesperson; signs contracts and instruments as authorized by the Board; appoints committees with Board approval; may suspend a participant, volunteer, coach, or director pending Board review where safety or funds are at risk.
Vice President	Performs the President's duties in the President's absence or inability to act; other duties as assigned by the Board. (Optional office.)
Secretary	Prepares and maintains minutes of all Board meetings and all actions taken without a meeting; authenticates League records; gives required notices; maintains the Articles, Bylaws, policies, signed acknowledgment forms, and the current list of directors and officers. This satisfies the delegation required by W.S. 17-19-840(b).
Treasurer	Maintains custody of funds and complete accounting records; presents a written financial report at each regular Board meeting; prepares the draft annual budget; ensures the annual IRS Form 990-series return and the Wyoming annual report are filed on time.

Article V — Meetings of the Board

1. Regular meetings. The Board shall hold at least four (4) regular meetings each calendar year, including an annual meeting at which officers are elected and the annual budget is approved. Regular meetings may be held without notice if the Board has fixed the schedule by resolution.
2. Special meetings. The President, or twenty percent (20%) of the directors then in office, may call a special meeting. Special meetings require at least two (2) days notice to each director of the date, time, and place, consistent with W.S. 17-19-822(b). Removal of a director requires the seven-day notice described in Section 3.6.
3. Notice. Notice may be given personally, by telephone, by mail, or by electronic mail to the address each director has provided to the Secretary. A director may waive notice in writing before or after the meeting, and attendance constitutes waiver unless the director objects to the lack of notice at the outset.
4. Quorum. A majority of the directors in office immediately before the meeting begins constitutes a quorum. In no event shall a quorum be fewer than the greater of one-third of the directors in office or two directors.

5. Voting. If a quorum is present, the affirmative vote of a majority of directors present is the act of the Board, except where these Bylaws, the Articles, or Wyoming law require a greater number. Directors shall not vote by proxy.
6. Remote participation. A director may participate in any meeting by telephone or video conference, provided all participating persons can hear one another simultaneously. Such participation constitutes presence in person.
7. Action without a meeting. The Board may act without a meeting if all directors consent in writing to the action. Written consent, including consent by electronic mail, shall be filed with the minutes and has the effect of a unanimous vote.
8. Minutes. The Secretary shall keep minutes recording the date, attendance, motions made, votes taken, conflict disclosures and recusals, and actions approved. Minutes shall be approved at the following meeting and retained permanently.
9. Open portions and executive session. The Board may meet in executive session to discuss personnel matters, individual participant discipline, allegations involving youth safety, or matters subject to attorney-client privilege. Any formal action arising from executive session shall be taken and recorded in open session.

Article VI — Committees

1. The Board may establish standing or ad hoc committees by resolution specifying each committee's purpose, composition, and authority.
2. A committee exercising the authority of the Board shall consist of two or more directors. Committees that only advise, gather information, or make recommendations may include non-directors such as coaches, parents, or community volunteers.
3. No committee may amend the Bylaws, elect or remove directors or officers, approve the annual budget, approve compensation of a director or officer, or authorize dissolution.
4. Committees shall report to the Board, and actions taken by a committee exercising Board authority shall be recorded and retained as permanent records.

Article VII — Conflicts of Interest

1. Purpose. This Article protects the League's interests when it considers a transaction or arrangement that might benefit the private interest of a director, officer, coach, employee, contractor, volunteer, or a family member or affiliated business of any of them.
2. Duty to disclose. An interested person shall disclose the existence and all material facts of the conflict to the Board before the matter is discussed or voted upon.
3. Recusal. The interested person shall leave the meeting during deliberation and voting, except that the disinterested directors may ask the interested person to provide factual information before they deliberate.
4. Determination. The disinterested directors shall determine whether a conflict exists and whether the transaction is fair, reasonable, and in the League's best interests. Where practical, they shall consider alternatives and obtain comparability information.

5. Compensation. No director or officer shall vote on, or be present during deliberation on, their own compensation or that of a family member. Compensation for coaches or staff shall be approved in advance by disinterested directors, supported by reasonable comparability information where available, and documented in the minutes.
6. Documentation. The minutes shall record the disclosure, the recusal, the alternatives considered, the basis for the determination, and the vote.
7. Annual disclosure. Each director and officer shall sign an annual conflict-of-interest disclosure statement, which the Secretary shall retain.
8. Violations. If the Board has reasonable cause to believe a person has failed to disclose a conflict, it shall inform the person of the basis for that belief and afford an opportunity to explain before taking corrective action.

Where conflicts actually arise in a youth league

The realistic conflicts are not vendor kickbacks — they are a director voting on their own child's team assignment, playing time, tournament selection, or scholarship award, or a director's spouse being paid to coach. Article VII covers all of these because "family member" is included. Practically: when the discussion turns to your own child, leave the room and say so in the minutes.

Article VIII — Finances and Tax Compliance

1. Fiscal year. The fiscal year ends December 31 unless changed by Board resolution.
2. Annual budget. The Treasurer shall prepare and the Board shall approve an annual budget before the start of each fiscal year. Expenditures materially exceeding a budgeted line require Board approval.
3. Bank accounts and signers. Accounts shall be maintained in the League's legal name. The Board shall designate authorized signers, ordinarily the President and the Treasurer.
4. Internal controls. Disbursements above [$500] require two authorizations. Bank statements shall be reviewed monthly by a director who is not an authorized signer. All registration fees, donations, and fundraising proceeds shall be deposited to a League account promptly and shall never be held in a personal account. Two unrelated individuals shall count and record cash collected at any gate, concession, or fundraising event.
5. Financial reporting. The Treasurer shall present a written financial report at each regular Board meeting comparing actual results to budget.
6. Annual review. The Board shall arrange an annual independent review or audit of the League's financial records when the Board determines it is warranted or when required by a funder or by law.
7. No private inurement. No part of the League's net earnings shall inure to the benefit of any director, officer, or other private person, except that the League may pay reasonable compensation for services actually rendered and make payments in furtherance of its exempt purposes.
8. Prohibited activities. The League shall not participate or intervene in any political campaign for or against any candidate for public office, and no substantial part of its activities shall consist of attempting to influence legislation. The League shall not carry on activities not permitted to an organization exempt under Section 501(c)(3).

9. Loans. The League shall not make loans to any director or officer.
10. Required filings. The Treasurer shall ensure that the applicable annual IRS Form 990-series return and the Wyoming annual report are filed on time. Failure to file a Form 990-series return for three consecutive years results in automatic revocation of exempt status.
11. Gross receipts monitoring. So long as the League relies on its Form 1023-EZ eligibility representations, the Treasurer shall monitor combined gross receipts against the $50,000 threshold and alert the Board before that threshold is approached.
12. Scholarships. Registration scholarships and fee assistance shall be awarded under written criteria adopted by the Board, based on objective financial need, documented in the records, and administered so that no director participates in a decision benefiting their own family.

Article IX — Youth Protection and Safety

1. Screening. Every director, officer, coach, assistant coach, team parent, official, and adult volunteer who will have contact with participants shall complete an application and a criminal background check before that contact begins, and shall be rescreened at least every two years.
2. Disqualification. Any conviction or pending charge involving violence, sexual misconduct, offenses against children, or crimes of dishonesty involving an organization's funds disqualifies a person from a position with participant contact.
3. Training. Adults in positions of participant contact shall complete youth-protection and concussion-awareness training as required by Board policy before the season begins.
4. Two-adult rule. No adult shall be alone and out of sight with a participant who is not that adult's own child. At least two screened adults shall be present at practices, games, and team activities.
5. Communication. Adult-to-participant communication regarding League activities shall be sent to the group or copied to a parent or guardian. One-to-one private messaging between an adult and a participant is prohibited.
6. Transportation and lodging. Adults shall not transport a participant who is not their own child without written parental permission and a second adult present. At overnight tournaments, adults shall not share sleeping quarters with a participant who is not their own child.
7. Mandatory reporting. Wyoming law requires any person who knows of or has reasonable cause to believe or suspect that a child has been abused or neglected to immediately report it to the child protective agency or local law enforcement. Every director, officer, coach, volunteer, and parent is individually subject to this duty. Reports shall be made directly to authorities first; internal notification to the President or Board does not satisfy or replace the legal duty, and no person shall be discouraged or delayed from reporting.
8. Response. Any adult who receives a report or observes conduct endangering a participant shall report to authorities as required above and notify the President as soon as possible. The person whose conduct is in question shall be immediately suspended from all participant contact pending resolution.
9. Non-retaliation. The League shall not retaliate against any person who in good faith reports a safety concern, suspected abuse, ethics violation, or financial irregularity.

10. Insurance. The League shall obtain and maintain general liability insurance, and shall consider accident, abuse, and directors-and-officers coverage, before programming begins.
11. Emergency procedures. The Board shall adopt written emergency, injury-response, severe-weather, and return-to-play procedures, and shall require a completed medical and emergency contact form for each participant before participation.

Wyoming is a universal mandatory reporting state

Unlike states that list specific professions, W.S. 14-3-205 places the reporting duty on "any person" who knows of or reasonably suspects child abuse or neglect. Every coach, board member, and parent in your League carries that duty personally. The statute also provides that notifying the person in charge of an institution does not relieve the individual of their own obligation to report. Section 9.7 is written to reflect that, because well-meaning organizations often tell volunteers to "report it up the chain," which is not what the law requires.

Article X — Codes of Conduct and Discipline

1. The Board shall adopt and maintain a Code of Ethics for Directors and Officers, a Code of Conduct for Coaches and Team Volunteers, a Code of Conduct for Parents and Guardians, and a Code of Conduct for Players. Each is incorporated into these Bylaws by reference.
2. Every director and officer shall sign the Code of Ethics annually. Every coach and adult volunteer shall sign the Code of Ethics, the Code of Conduct for Coaches and Team Volunteers, and the Code of Conduct for Parents and Guardians before their first contact with participants and annually thereafter. Each participant and at least one parent or guardian shall sign the applicable codes as a condition of registration.
3. Progressive discipline for violations may include a verbal warning, a written warning, a game or event suspension, suspension for a season, removal from a position, or permanent exclusion from League activities.
4. Conduct that threatens the safety of a participant, involves abuse or harassment, or involves misappropriation of League funds warrants immediate suspension and may warrant permanent exclusion without progressive steps.
5. A person subject to suspension for a season or longer, or to permanent exclusion, may request Board review by written request within ten (10) days. The Board's decision after review is final. Registration fees are not refunded for removal resulting from a code violation unless the Board determines otherwise.

Article XI — Indemnification and Insurance

1. The League shall indemnify its directors and officers against liability and reasonable expenses incurred in a proceeding arising from their service, to the fullest extent required or permitted by the Wyoming Nonprofit Corporation Act, W.S. 17-19-852 through 17-19-858.
2. The League may advance reasonable expenses to a director or officer as permitted by law, upon receipt of a written affirmation of good faith and an undertaking to repay the advance if indemnification is ultimately unavailable.

3. The League shall not indemnify any person for conduct involving willful misconduct, knowing violation of law, receipt of an improper personal benefit, or conduct endangering a youth participant.
4. The League may purchase and maintain insurance on behalf of its directors, officers, employees, and volunteers, whether or not the League would have power to indemnify them directly.

Article XII — Records and Documents

The League shall keep as permanent records, consistent with W.S. 17-19-1601, and shall maintain at its principal office:

- Minutes of all Board meetings and records of all actions taken without a meeting, including committee actions;
- Appropriate and complete accounting records;
- The Articles of Incorporation and all amendments currently in effect;
- These Bylaws and all amendments currently in effect;
- A current list of the names and addresses of directors and officers;
- The most recent annual report delivered to the Wyoming Secretary of State;
- The EIN confirmation, the filed Form 1023-EZ or Form 1023, and the IRS determination letter, retained permanently;
- Signed conflict-of-interest disclosures, code acknowledgments, background-check confirmations, and training records;
- Participant registration, medical release, and emergency contact forms, retained securely and confidentially; and
- Filed Form 990-series returns, which the League shall make available for public inspection as required by law.

Article XIII — Nondiscrimination

1. The League shall not unlawfully discriminate in participation, program access, employment, volunteer service, or governance on the basis of race, color, national origin, ancestry, religion, sex, sexual orientation, gender identity, age, disability, or any other characteristic protected by applicable law.
2. The League shall make reasonable accommodations to allow participation by youth with disabilities where practical and consistent with participant safety.
3. No qualified youth shall be excluded from participation solely because of inability to pay. Fee assistance shall be available under Section 8.12 and shall be administered confidentially.

Article XIV — Dissolution

Upon dissolution, after paying or making provision for the League's debts and liabilities, the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to a federal, state, or local government for a public purpose, consistent with Article III of

the Articles of Incorporation. No assets shall be distributed to any director, officer, coach, volunteer, or private individual. Assets not so disposed of shall be distributed by a court of competent jurisdiction in the county in which the League's principal office is then located.

Article XV — Amendments

1. These Bylaws may be amended or restated by the affirmative vote of two-thirds (2/3) of the directors then in office.
2. Written notice of the substance of a proposed amendment shall be given to each director at least seven (7) days before the meeting at which it will be considered.
3. No amendment shall be adopted that would cause the League to fail to qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code, or that conflicts with the Articles of Incorporation. In the event of a conflict between these Bylaws and the Articles, the Articles control.
4. The Secretary shall retain each adopted amendment with these Bylaws in the corporate records book.

Certification of Adoption

The undersigned, serving as Secretary of Cheyenne Youth Sports League, Inc., certifies that the foregoing Bylaws were adopted as the Bylaws of the League by the Board of Directors on the date indicated below, and that they have not been amended or rescinded as of the date of this certification.



Charity Campfield, Secretary

October 8, 2026

Date

Date of adoption by the Board of Directors: October 8, 2026

Adopted concurrently: Conflict-of-Interest Policy and annual disclosure form; Code of Ethics for Directors and Officers; Code of Conduct for Coaches and Team Volunteers; Code of Conduct for Parents and Guardians; Code of Conduct for Players.

Authorities Referenced

- Wyoming Nonprofit Corporation Act — Directors and Officers, W.S. 17-19-801 through 17-19-858: https://law.justia.com/codes/wyoming/title-17/chapter-19/article-8/
- W.S. 17-19-803, Number of directors (minimum of three): https://law.justia.com/codes/wyoming/title-17/chapter-19/article-8/section-17-19-803/
- W.S. 17-19-805, Terms of directors (maximum five years): https://law.justia.com/codes/wyoming/title-17/chapter-19/article-8/section-17-19-805/
- W.S. 17-19-822, Call and notice of meetings (two days for special meetings; seven days for director removal in corporations without members): https://law.justia.com/codes/wyoming/title-17/chapter-19/article-8/section-17-19-822/
- W.S. 17-19-824, Quorum and voting: https://law.justia.com/codes/wyoming/title-17/chapter-19/article-8/section-17-19-824/
- W.S. 17-19-840, Required officers: https://law.justia.com/codes/wyoming/title-17/chapter-19/article-8/section-17-19-840/

- W.S. 17-19-1601, Corporate records: https://law.justia.com/codes/wyoming/title-17/chapter-19/article-16/section-17-19-1601/
- W.S. 14-3-205, Reporting of child abuse or neglect by any person: https://law.justia.com/codes/wyoming/title-14/chapter-3/article-2/section-14-3-205/