

**BYLAWS OF
SOUTHEASTERN MICHIGAN YOUTH FOOTBALL ASSOCIATION (SMYFA)**

A non-profit corporation organized under the laws of the State of Michigan.

**ARTICLE I
TITLE & OFFICE**

- 1.01 *Title.* The name by which this corporation (hereinafter "League") shall be known is SOUTHEASTERN MICHIGAN YOUTH FOOTBALL ASSOCIATION or SMYFA
- 1.01 *Principal Office.* The principal office of the corporation (hereinafter "League") shall be at such place within the State of Michigan as the Board of Directors may determine from time-to-time.
- 1.02 *Other Offices.* The Board of Directors may establish other offices in or outside the State of Michigan.

**ARTICLE II
MEMBERS**

- 2.01 *Eligibility for Membership.* To be eligible for membership in the League, an entity must satisfy the following requirements:
- a. Have Flag, Freshman, Junior Varsity and Varsity Football teams with sufficient numbers to meet minimum League roster requirements by the date prescribed by League Rules.
 - b. Adopt and comply with all League Rules.
 - c. Maintain and be able to evidence upon request by any Board member, financial solvency with assets sufficient to cover all expenses incidental to participation in the League, including but not limited to officiating, insurance and other game fees.
 - d. Be approved for membership by 2/3 of the existing members of the League.
- 2.02 *Membership Dues.* The Board of Directors shall establish the initial and annual dues for membership in the League. The billing and collection of dues shall be in a manner prescribed by the Board of Directors.
- 2.03 *Termination of Membership.* Membership may be terminated by the Board of Directors on the occurrence of any of the following events:
- a. Failure to pay dues within 60 days after written notice of payment due.
 - b. Failure to satisfy the requirements of section 2.01 of this Article.
 - c. Upon vote of 2/3 of the existing members of the League.

- 2.04 *Annual Meeting.* The annual meeting of the members shall be held on a date set by the Board of Directors which shall be no later than December 15th. At each annual meeting, the Board of Directors shall be elected and any other business shall be transacted that may come before the meeting.
- 2.05 *Special Meeting.* Special meetings of the members of the League may be called by any two (2) Directors or by the League President at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each Director in any manner at least three days before the meeting.
- 2.06 *Place of Meetings.* All membership meetings may be held at the principal office or at any place determined by the Board of Directors and stated in the notice of the meeting.
- 2.07 *Notice of Meetings.* Except as otherwise provided by statute, written notice of the time and place shall be given not less than 7 days nor more than 90 days before the date of the meeting. Notice shall be given either personally, by U.S. Mail and/or electronic mail (email) to each Director of record entitled to vote at the meeting at his or her last address/email as maintained by the League Secretary and/or President.
- 2.08 *List of Members.* The Secretary and/or President of the League having charge of the membership records of the League shall make and certify a complete list of the Directors entitled to vote at a membership or other meeting. The list shall be produced at the request of any Board member and be prima facie evidence of the members entitled to examine or vote at the meeting.
- 2.09 *Quorum.* Unless a greater or lesser quorum is required by statute, members present in person or by proxy who, as of the record date, represent seventy-five (75%) percent of the members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.
- 2.10 *Proxies.* A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by hand or electronically by the member or the member's authorized agent or representative and shall not be valid after the expiration of one-year, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.
- 2.11 *Voting.* Each member is entitled to one vote on each matter submitted to a vote. A vote may be cast verbally, in writing or electronically. When an action, other than the election of directors or members, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote unless a greater vote is

required by statute or by this Bylaws. Directors shall be elected by a plurality of votes cast at any election.

- 2.12 *Meeting by Telephone or Similar Equipment.* A member may participate in a membership meeting by teleconference, video conference or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to his section constitutes presence in person at the meeting.

ARTICLE III BOARD

- 3.01 *General Powers.* The business, property, and affairs of the League shall be managed by the Board of Directors. The initial board shall consist of not more than three (3) representative from each of the following teams: Commerce Charges, Livonia Blue Jays, Livonia Eagles, Livonia Falcons, Livonia Orioles, Northville Colts, Northville Stallions, and Walled Lake Braves.
- 3.02 *Number.* There shall be not less than one (1) director and no more than three (3) directors from each member unit/teams on the Board as shall be fixed from time to time by the Board of Directors.
- 3.03 *Tenure.* Directors shall be elected at each annual membership meeting to hold office until the next annual meeting. Each Director of the League shall hold office until the Director's death, resignation, or removal.
- 3.04 *Resignation.* Any Director may resign at any time by providing written notice to the League Secretary and/or President. The resignation will be effective on receipt of the notice or at a later time designated by the resignation. A successor shall be appointed as provided in section 3.06 of the Bylaws.
- 3.05 *Removal.* Any Director may be removed with cause by the remaining Directors on the Board. The removal shall be approved by a simple majority vote of the remaining Directors.
- 3.06 *Board Vacancies.* A vacancy on the Board may be filled with a person selected by the team whose director's resignation, removal or inability to act causes the vacancy. The remaining directors of the Board shall approve the appointment by simple majority vote.
- 3.07 *Annual Meeting.* An Annual meeting of the Board of Directors shall be held pursuant to section 2.04 of these Bylaws.

- 3.08 *Regular Meetings.* Regular meetings of the Board shall be held no less than four (4) times a year at the time and place as determined by resolution of the Board without notice other than the resolution.
- 3.09 *Special Meetings.* Special meetings shall be held pursuant to section 2.05 of these Bylaws.
- 3.10 *Statement of Purpose.* Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need to be specified in the notice for that meeting.
- 3.11 *Waiver of Notice.* The attendance of a Director at a Board meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the Director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.
- 3.12 *Meeting by Telephone or Similar Equipment.* A Director may participate in a Board meeting by teleconference, video conference or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to his section constitutes presence in person at the meeting.
- 3.13 *Quorum.* Directors present in person or by proxy who, as of the record date, represent seventy-five (75%) percent of the members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized action of the board unless a greater vote is required by statute or by this Bylaws.
- 3.14 *Consent to Corporate Actions.* Any action required or permitted to be taken pursuant to authorization of the Board may be taken without a meeting if, before or after the action, all Directors' consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

ARTICLE IV COMMITTEES

- 4.01 *General Powers.* The Board, by resolution adopted by a vote of a majority of its members, may designate one or more committees, each committee consisting of one or more Directors. The Board may also designate one or more Directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee member in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the Board.

A committee designated by the Board may exercise any powers of the Board in managing the League's business and affairs, to the extent provided by resolution of the Board. However, no committee shall have the power to:

- a. Amend the articles of incorporation.
- b. Adopt an agreement of merger or consolidation.
- c. Amend the Bylaws of the League.
- d. Fill vacancies on the Board.
- e. Fix compensation of the Directors for serving on the Board or on a Committee.
- f. Recommend to members the sale, lease or exchange of all or substantially all of the League's property and assets.
- g. Recommend to the members a dissolution of the League or a revocation of a dissolution.
- h. Terminate memberships.

4.02 *Meetings.* Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided in Article III for meetings of the Board. Minutes shall be record at each committee meeting and shall be presented to the Board.

4.03 *Consent to Committee Actions.* Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE V OFFICERS

5.01 *Number.* The officers of the corporation shall be appointed by the Board. The officers shall be a president, a secretary, and a treasurer. There may also be a chairperson, vice president and such other officers as the Board deems appropriate. An officer shall not be a separate voting member of the Board, but any officer who is also a member of the Board of Directors under Article III, may exercise his or her right to vote pursuant to these Bylaws.

5.02 *Term of Office.* Each officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the League. Notice of resignation is effective on receipt or at a later time designated in the notice of resignation.

5.03 *Removal.* An officer appointed by the Board may be removed with or without cause by vote of a majority of the Board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

- 5.04 *Vacancies.* A vacancy in any office for any reason may be filled by the Board by simple majority vote.
- 5.05 *President.* The president shall be the chief executive officer of the League and shall have authority over the general control and management of the business and affairs of the League. The president shall have power to appoint or discharge employees, agents, or independent contractors, and to determine their duties. The president shall sign all corporate documents and agreements on behalf of the League, unless the president or the Board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the Board to delegate any specific power to any other officer of the League. Further, any issue of compensation, expense, cost to the League must be approved by a majority of the members.
- 5.06 *Vice President.* The vice president, if any, shall have the power to perform duties that may be assigned by the president or the Board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the Board directs otherwise. The vice president shall perform all duties incident to the office.
- 5.07 *Chairperson.* The chairperson, if elected, shall preside at all Board meetings. The chairperson shall have the power to perform duties as may be assigned by the Board. If the president is absent or unable to perform his or her duties, the chairperson shall perform the president's duties until the Board directs otherwise. The chairperson shall perform all duties incident to the office.
- 5.08 *Secretary.* The secretary shall (a) keep minutes of Board meetings; (b) be responsible for providing notice to each member and Director as required by law, the Articles of Incorporation, or these Bylaws; (c) be the custodian of League records; (d) keep a register of the names and addresses of each member, officer and Director; and (e) perform all duties incident to the office and other duties assigned by the president or the Board.
- 5.09 *Treasurer.* The treasurer shall (a) have charge and custody over League funds and securities; (b) keep accurate books and records of League receipts and disbursements; (c) deposit all moneys and securities received by the League at such depositories in the League's name that may be designated by the Board; (d) complete all required corporate filing; and (e) perform all duties incident to the office of and other duties assigned by the President or the Board.

**ARTICLE VI
CORPORATE DOCUMENT PROCEDURE**

- 6.01 *League Documents.* All League/corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board or by these Bylaws.

**ARTICLE VII
FISCAL YEAR**

- 7.01 The fiscal year of this corporation shall commence on January 1st and end on December 31st.

**ARTICLE VIII
AMENDMENT OF BYLAWS**

- 8.01 These Bylaws may be amended, added to, or repealed by a majority vote of the Board of Directors or their written proxies at any regular or special meeting of the Board. This meeting shall include a specification of the proposed amendment thereof, addition thereof, or repeal thereof, in suitable form.

The President shall be responsible for forming a committee as necessary to review and make recommendations to the Bylaws. The committee shall present any changes to the Board of Directors for approval. The Secretary will be responsible for keeping the Bylaws updated based on any approved amendments/motions.