

AMENDED AND RESTATED BYLAWS OF THE MICHIGAN YOUTH FOOTBALL
AND CHEER CONFERENCE, INC.

Adopted: February 21, 2011

Amended: April 18, 2011

ARTICLE I - TITLE

The name of this non-profit corporation is the Michigan Youth Football and Cheer Conference, Inc., to also be known as "The MYFCC." This organization shall be registered as a Non-Profit Corporation under the laws of the State of Michigan.

ARTICLE II - OFFICE

The registered office shall be at the home address of the person who serves as Secretary of the Michigan Youth Football and Cheer Conference or as otherwise designated by the Executive Board.

ARTICLE III – PURPOSE OF THE ORGANIZATION

Section 1: To promote the physical, mental and moral development and well being of boys and girls, without regard to their sex, race, creed, color or religion, in sports and athletic endeavors in order that they may enhance their capabilities as individuals, improve their physical, mental and moral well being and develop a sense of fair play, honesty and good sportsmanship. It shall provide for an equal and competitive standard, which emphasizes participation rather than winning so that the emotional health and welfare of the boys and girls involved, is practiced.

Section 2: Michigan Youth Football and Cheer Conference shall ensure that its membership provides competent and skilled coaching staffs, adequate and safe practice and game facilities, and satisfactory and approved protective equipment to protect the physical health and welfare of all participants involved.

Section 3: To raise funds to promote the purposes as stated in this Article.

Section 4: To establish, monitor, and enforce uniform rules and a code of conduct for all members and participants of Michigan Youth Football and Cheer Conference mandated activities.

Section 5: To schedule participation and competition of members on an equitable basis.

Section 6: To provide Michigan High School Athletic Association (MHSAA) sanctioned

officials for all football games and competent officials for all cheer competition activities.

Section 7: To perform such other functions as are necessary or required to promote the purposes, as stated above, and not feasible to be performed by the members.

ARTICLE IV - Membership

Section 1: The membership of the Michigan Youth Football and Cheer Conference shall consist of organizations that: (A) are duly certified by the Michigan Corporation and Securities Commission as a Non-Profit Corporation; (B) have filed Articles of Incorporation with the Michigan Corporation and Securities Commission; and (C) are in good standing with the Michigan Corporation and Securities Commission. Each such organization having satisfied this Article IV Section 1 and all other relevant Sections of Article IV of these By-laws shall be referred to as a "member" of the Michigan Youth Football and Cheer Conference.

Section 2: Membership shall be obtained by a majority vote of all the then existing members of the Michigan Youth Football and Cheer Conference, after having established that such organization has met all of the requirements set forth in Article IV Section 1 of these By-laws and such other rules and regulations of the Michigan Youth Football and Cheer Conference.

Section 3: Each member organization, in good standing and in full compliance with the rules and regulations of the Michigan Youth Football and Cheer Conference, shall be entitled to one (1) vote per organization on any membership voting matter that relates to this Corporation.

Section 4: Membership shall be for one (1) year and shall be renewed at the February annual meeting. The members of the Michigan Youth Football and Cheer Conference shall vote to renew each member. Renewal is based on a vote of the members present. A team will be removed from the Michigan Youth Football and Cheer Conference by a vote of three quarters (75%) of the voting members.

Section 5: No new memberships shall be granted after May 1st of any year and memberships are non-assignable.

Section 6: No membership shall be granted unless the sponsoring organization presents and maintains a complete unit. The unit is defined as consisting of: (A) a minimum of three (3) Football teams: (i) a Varsity level football team, (ii) a Junior Varsity level football team, (iii) a Freshman level football team; and (B) at least one (1) Cheerleading squad. A member shall use best efforts to field: (a) cheerleading squads to cheer for all levels of football (other than Jr. Freshmen level) and to compete at an annual Michigan Youth Football and Cheer Conference cheer competition, and (b) a Jr. Freshmen level football team.

Section 7: A member may field more than one team per level if approval is granted by the Executive Board.

Section 8: At no time during the Michigan Youth Football and Cheer Conference's scheduled competition season, shall any football member compete or participate in any other football conference or league other than the Michigan Youth Football and Cheer Conference.

Section 9: A membership fee, established for each year at the February meeting, shall be paid at the March regularly scheduled meeting of the Michigan Youth Football and Cheer Conference. The membership fee shall include, but not limited to: Corporation filing fees, banking fees, and any other reimbursement fees.

Section 10: An operational fee, to be established by the members from year to year, shall be paid on or before the regularly scheduled March meeting of the Michigan Youth Football and Cheer Conference. The operation fee shall include, but not be limited to: insurance fees, referee fees, playoff and cheerleader rally fees. The operational fees will be established pursuant to the annual budget prepared by the Corporation Treasurer. The members shall vote to approve the annual budget by no later than the regularly scheduled March meeting.

Section 11: Additional fees (and any operational fees that are not ascertainable prior to the regularly scheduled March meeting of the Michigan Youth Football and Cheer Conference) may be collected as necessary throughout the year to cover any Michigan Youth Football and Cheer Conference expenses not covered by the membership fee and the operational fee.

Section 12: Any fee that is not paid within thirty days (30) of such due date shall be subject to an additional 10% per month late fee unless otherwise waived by the Executive Board. Any member who shall be thirty (30) or more days in default of payment of the franchise fee, operational fee, any additional fees or fines shall by action of the Executive Board be immediately suspended from all privileges of membership and must be re-instated by the Executive Board on a vote only after all outstanding fees have been paid in full.

Section 13: The By-laws for the members shall include purposes substantially in accord with the purposes of the Michigan Youth Football and Cheer Conference. The members shall annually provide a true copy of By-laws for their organization with the Secretary of the Corporation.

Section 14: A true copy of the member's "Michigan Annual Report - Non-Profit Corporation" shall be filed with the Secretary of the Corporation, by the April Meeting, for the then current year.

Section 15: If a member organization fails to pay the annual membership fee, the operational fee, or any additional fees, by any member, by the regularly scheduled meetings of the current year, the member organization will automatically be notified in writing by the Corporation that its membership may be terminated at the next regularly scheduled meeting of the Corporation or special meeting convened by the President. This termination will be based on a simple majority vote of the members present (in person or by proxy). The target member shall abstain from all voting rights until such fees and assessed fines are paid in full.

Section 16: In the event that any member of the Michigan Youth Football and Cheer Conference shall commit any act which reflects negatively or discredits itself or the Michigan Youth Football and Cheer Conference or shall refuse or neglect to comply with the By-laws, rules, regulations and philosophy adopted by the Michigan Youth Football and Cheer Conference, the member may be suspended from all Corporation and competition related activities by a simple majority vote of the members (the target member shall abstain from voting) at the next regular meeting or a special meeting called for by the President or Vice President for such purpose. A notice of proposed removal and reasons must be submitted to the Executive Board in writing. Notice must be given to each member with time and date and reason of the meeting. The Member involved will be given the opportunity to be present and to be heard at the meeting.

Section 17: Each member shall have the responsibility of financing its own unit; no member shall receive financial assistance from the Michigan Youth Football and Cheer Conference.

Section 18: Members shall promulgate, monitor, and enforce such rules and regulations as it deems necessary for eligibility and registration of players and cheerleaders, scheduling of teams or conferences (as the case may be), uniformity of playing rules, requirements for membership and such related matters pertaining to the successful operation of the Michigan Youth Football and Cheer Conference; no such rules or regulations shall be repealed, altered or amended after the May meeting of the members.

Section 19: Members shall approve and cause to be published whatever literature or other materials may be required to promote the growth of the Michigan Youth Football and Cheer Conference's program and for the information and guidance of the membership, participants, or other interested parties.

Section 20: The membership, together with the Executive Board, shall hold an Annual Meeting in the month of February of each year for the following purposes:

- A. Renewal of memberships;
- B. Establishing the annual membership fee to be voted upon by the members;
- C. To receive the yearly reports of both the Football Director and Cheerleading Director
- D. To consider any other business deemed worthy and in order.

Section 21: The Members, in consultation with the Executive Board, shall establish the amount of the membership fee and operational fees and any other fees to be paid by members for furtherance of Corporation purposes.

Section 22: The members shall also hold at least one regular meeting during the months of March, April, May, June, July, August, September, October, November and December of each year. Further, special meetings may be called by the President or upon written request by a majority of the members in the Corporation or as otherwise set forth in

these By-laws.

Section 23: A Rules Committee meeting will be held in February (but not on a day prior to the February membership and Executive Board meeting) of each year to consider any changes to the football and cheerleading rules for the year concerned for consideration and approval or amendment by the members at the regularly scheduled April member meeting:

- A. All Rules and Regulations pertaining to the eligibility for players and cheerleaders shall be formulated by this committee and submitted to the members for approval.
- B. All Rules and Regulations pertaining to the playing of games, cheering and their environment shall be formulated by this committee and submitted to the members for approval.
- C. A maximum of two (2) representatives from each member organization shall be entitled to attend and participate at this meeting.

Section 24: Each member shall provide at least four (4) names, addresses and telephone numbers of directors of their respective organization to the Secretary of the Corporation by the February meeting. Each member shall also provide the name and address of the person to which Corporation documents and notifications are to be sent.

Section 25: Each member shall have a minimum of two (2) representatives at each Corporation meeting, excluding those representatives which are Executive Board members of the Michigan Youth Football and Cheer Conference, and fines for the failure to attend Corporation meetings shall be established by the Executive Board for membership approval.

Section 26: Members not represented at any meeting shall be held to the decisions made by the other members or Executive Board, as the case may be, with their voice not being heard, unless submitted by proxy.

Section 27: Except where otherwise provided for herein, a majority of members present, in person only, shall constitute a quorum at any meeting of the members and a majority vote of the members present, shall govern.

Section 28: In the event a member meeting is convened and an even number (e.g. 6 or 8) of members shall be in quorum, the President of the Executive Board shall cast the deciding vote for any voting matters that, but for the vote of the President, would have ended in a tie.

Section 29: Prior to any meeting, each member will receive an agenda concerning the matters to be discussed at such meeting and such meeting shall follow Roberts Rules of Order:

- (A) Roll Call;
- (B) Agenda;
- (C) Proof of notification;
- (D) Reading of minutes of the last meeting;

- (E) Reports from the President, Treasurer, Rule and Eligibility Chairperson, Football Director, and Cheerleading Director;
- (F) Election of Directors and other Officers;
- (G) Other business; and
- (H) Adjournment

ARTICLE V – Executive Board

Section 1: The government, control, regulation and management of this Corporation shall be vested in the Executive Board unless otherwise stated in the By-laws and or rules and regulations of the Michigan Youth Football and Cheer Conference.

Section 2: The Executive Board of the Michigan Youth Football and Cheer Conference shall consist of a: President; Vice-President; Secretary; Treasurer; Rules & Eligibility Director; Football Director; and Cheerleading Director and such other officer as the members may elect in compliance with the By-laws of the Corporation and the general Corporation Laws of the State of Michigan.

Section 3: The Executive Board (President, Vice-President, Secretary, Treasurer, Rules & Eligibility Director, Football Director and Cheerleading Director) shall be elected at the December member meeting by the members in accordance with the procedures established by the By-laws and the Executive Board. His/her term will be for two (2) years or until a successor can be elected. Any eligible Executive Board member may be re-elected

Note: For the 2010 fiscal year, to stagger the Executive Board positions, the position of Vice President, Secretary and Football Director will expire at the end of the 2010 fiscal year. The named positions will be elected in December 2010 for the 2011 fiscal year as outlined in Article V Section 3.

Section 4: In the event that an Executive Board position becomes vacant during the course of the year, the Executive Board has the power to vote and fill the vacant position(s) as it deems necessary. Any member filling a vacated position on the Executive Board shall assume the vacated position for the remaining term of that position. There will be a minimum of a thirty (30) day period from the initial meeting that a resignation is accepted, to the point of time that a new board member can be voted on by the board. Nominations can be accepted anytime within the 30-day period.

Section 5: Unless otherwise agreed upon by the members, each member organization shall only be allowed to fill one (1) of the following Executive Board positions. In the event the number of members in the Corporation shall be less than the number of Executive Board positions, a member organization shall be permitted to hold more than one (1) Executive Board without member approval. Each Executive Board position will consist of the following responsibilities:

A. President

- i. Chief Executive Officer
- ii. Call all regular and special meetings of the members and Executive Board and to preside over all such meetings as a neutral person.
- iii. To be an ex-official member of all member meetings.

B. Vice-president

- i. To assist the President in the performance of his or hers duties.
- ii. To perform the duties of the President in the absence of the President.

C. Secretary

- i. Record and maintain minutes of all Executive Board meetings, regular and special meetings.
- ii. Receive and answer all official correspondence.
- iii. Submit all Annual Reports, including a report to the Michigan Corporation and Securities Commission.
- iv. Preserve and maintain records and correspondence of the Corporation and any member submission to the Corporation and perform all other duties as may be assigned by the Executive Board to the office.
- v. In consultation with the Cheerleader Director, shall appoint an Assistant Cheerleader Secretary whose responsibility it shall be to:
 - a. Record minutes of all Cheerleading related meetings.
 - b. Submit the minutes of all Cheerleading related meetings to the Secretary for preserving and maintaining the same in accordance with all other Corporation minutes.

D. Treasurer

- i. Receive and deposit in an accredited bank all funds accruing to the Corporation and shall maintain and preserve accurate and adequate financial records of receipt and expenditures.
- ii. Shall submit to the members all bills and invoices against the Corporation and promptly pay all such bills and invoices, upon approval of the Executive Board. Failure of an Executive Board member to respond to a request for approval of Corporation expenditure within 10 days of notice of same from the Treasurer shall be deemed an approval of such Executive Board member for payment of such expenditure.
- iii. Shall prepare and render a budget for approval by the members by no later than the February member meeting.
- iv. Shall prepare and render current financial statements at each regular meeting of the members and Executive Board;
- v. Shall prepare the annual financial statement to be rendered at the annual meeting in February of each year which report will be included in the report of the Secretary to the Michigan Corporation and Securities Commission. All such financial statements shall be made available to all members.

- vi. File any and all state and federal related tax forms in a timely manner.
- vii. The Treasurer shall be bonded in the amount of not less than \$20,000.

E. The Rule and Eligibility Chairperson

- i. Shall be the Chairmen of the Rules Committee
- ii. In consultation with the Rules Committee, shall compile all the rules and regulations pertaining to: football practice and games; cheer practice and competition; and regulations pertaining to the eligibility and registration of players and cheerleaders.
- iii. Shall aid in the investigation of any rule or regulation violation.
- iv. The Rule and Eligibility Chairperson, along with the Executive Board, shall prepare a monetary and suspension guideline for each rule violation and submit it to the Executive Board for approval. If a monetary or suspension guideline for a rule violation is not listed, it can not be enforced without Executive Board approval.
- v. The Rule and Eligibility Chairperson along with the Executive Board, through a joint decision, shall have the authority to suspend any member coach, player or cheerleader whose conduct they consider detrimental to the well being of the boys and girls involved, or to the program as a whole. Upon such suspension, the Rule and Eligibility Chairperson shall notify the member President of such action taken. The suspension is to take effect immediately until it is brought up at a regular meeting or a special meeting, at which time the suspension may be appealed by such member.
- vi. Shall propose any new specifications of safety and protective equipment for member approval.

F. The Football Director

- i. Shall be responsible for football operations in all aspects of the administration of the Corporation's football program including, but not limited to:
 - a. Preparing a game schedule and submitting same to the Executive Board for approval.
 - b. Along with the Executive Board, shall establish procedures for the submission of, consideration of, and reporting on decisions regarding (and penalties to the) violation of rules and regulations by any member organization.
 - c. Along with the Executive Board, shall interpret all playing and eligibility rules during the season; provided however, that involved members may appeal any such decision to the Executive Board.
 - d. Informing the Rule and Eligibility Chairperson of any coach or player whose conduct they consider detrimental to the well being of the boys and girls involved, or to the program as a whole.
 - e. Shall assist the Rule and Eligibility Chairperson concerning all football related rules and regulations.
 - f. Shall participate on the Rules Committee.

- g. Shall assist the Rule and Eligibility Chairperson in preparing a monetary and suspension guideline for each rule violation and submit it to the Executive Board for approval.
- h. Shall be a representative on (and implement) all rules governing play-offs and championship game planning.
- i. Shall assist in coordinating football camps/clinics, external public relations, education and development of coaches.

G. The Cheerleader Director

- i. Shall be responsible for Cheerleading operations in all aspects of the administration of the Corporation's Cheerleading program including, but not limited to:
 - a. Preparing a cheer competition schedule and submitting same to the Executive Board for approval.
 - b. Along with the Executive Board, shall establish procedures for the submission of, consideration of, and reporting on decisions regarding (and penalties to the) violation of rules and regulations by any member organization.
 - c. Along with the Executive Board, shall interpret all cheerleading and eligibility rules during the season; provided however, that involved members may appeal any such decision to the Executive Board.
 - d. Informing the Rule and Eligibility Chairperson of any coach or cheerleader whose conduct they consider detrimental to the well being of the boys and girls involved, or to the program as a whole.
 - e. Shall assist the Rule and Eligibility Chairperson concerning all cheerleading related rules and regulations.
 - f. Shall participate on the Rules Committee.
 - g. Shall assist the Rule and Eligibility Chairperson in preparing a monetary and suspension guideline for each rule violation and submit it to the Executive Board for approval.
 - h. Shall be a representative on (and implement) all rules governing game day cheering and cheer competitions.
 - i. Shall assist in coordinating cheerleader camps/clinics, external public relations, education and development of coaches.
 - j. Propose specifications for membership approval regarding safety and well being of all cheerleaders.

Section 5: Any Executive Board member may be removed from office only by a 2/3 affirmative vote of the present members constituting a quorum at any regular or special meeting.

Section 6: The Executive Board may also convene on matters considered by the President to be of an emergency nature on at least twenty-four (24) hours notice; or to interpret and act on the By-laws in case of an emergency; to investigate and determine compliance for renewal

or expulsion of membership in the Corporation and make a report to the membership of the Corporation.

Section 7: Except where otherwise provided for herein, a majority of Executive Board present, in person only shall constitute a quorum at any meeting of the Executive Board and a majority vote of the Executive Board members present, shall govern.

Section 8: In the event an Executive Board meeting is convened and an even number (e.g. 4 or 6) of Executive Members shall be in quorum, the President will abstain from voting on any such matters brought to vote before the Executive Board. In the event there is a tie in any matters brought to vote during such Executive Board meeting the President shall cast the deciding vote.

ARTICLE VI - Execution of Instruments

Section 1: All checks, drafts and orders for payment of money shall be signed in the name of the Corporation by the Treasurer and shall be countersigned by any Executive Board member designated for that purpose.

Section 2: The execution of any contract or conveyance that has been approved by the membership or Executive Board may be signed by any Executive Board member.

ARTICLE VII - Indemnification

Any Executive Board member who is (i) involved in litigation, arbitration, mediation or any other similar legal or regulatory process by reason of his or her position as a Executive Board member of this Corporation shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation broader indemnification rights).

ARTICLE VIII – Fiscal Year

The fiscal year for the corporation shall be from January 1 to December 31.

ARTICLE IX - Amendments

The membership shall have the power to repeal, add to or amend any of these By-laws by a majority vote of a quorum, provided that written notice of such changes shall be mail by the Secretary to each member, at least seven (7) days prior to the date of the meeting at which the proposed changes shall be submitted to a vote.