



BYLAWS (revised as of April 2008)
Hometown Football League Inc.
(A Michigan Non-Profit Corporation)

Article 1. Name

Section 1. This body shall be known as the Hometown Football League Inc. The “Hometown Football League”, “the HFL, Inc” or, equivalently, “the HFL” or shall equally refer to as Hometown Football League Inc.

Article 2. Purpose

Section 1. The purpose of the HFL is to offer the best possible youth football experience for each youth player. Through participation in playing in football games or by cheerleading in them. Competition shall be viewed not merely as a vehicle for winning, but also as a healthy source of skill development, personal challenge, and an opportunity to learn and practice sportsmanship. The HFL is committed to creating an atmosphere, in which both boys and girls can participate, compete, and develop equally at all levels of age and competition. The HFL shall be established as a non-profit and educational organization forever.

Article 3. Membership

Section 1. Membership in the HFL shall be restricted to all organizations that register through the HFL in the current playing year (January 1 through December 31). As of 2008, the HFL is made up of permanent franchises from Almont, Anchor Bay, Armada, Capac, Imlay City, Macomb, New Haven, North Branch, and Oxford.

Section 2. New Membership must apply in person or by written application to the Board of Directors and/or President of the HFL. The first year will be a probationary year. A vote will be taken by the Board in the first annual meeting following the football season to become a permanent member of the HFL.

Section 3. Voting: Each returning member has one vote, and only one vote. Any new members will not have voting rights until after their organization has competed in one full season and has been voted on to become a permanent member of the Board.

Section 4. Each organization of the HFL will be responsible for their own equipment, getting fields for games and practices, and to register their participants.

Section 5. All members of the HFL must get there insurance through the HFL.

Section 6. No person shall be excluded from membership by reason of age, race, color, creed, sex, national origin, or religion.

Article 4. Annual Meeting/Special Meetings

Section 1. The annual meeting of the members of the HFL shall be held at such place within the State of Michigan as may from time to time be designated by the Board of Directors, during January or February of each year, at a time as determined by the Board, for the purpose of electing Directors and for the transaction of such other business as may properly be brought before the meeting.

Section 2. Special meetings of members may be called by the President or one of the Vice Presidents and shall be called by President at the direction of the Board, or at the request in writing of any 2 members of the HFL entitled to vote at the meeting or as may otherwise be provided by law. Notification of special meetings shall show the time, place and agenda for the meeting.

Section 3. Notice of time, place and purpose of each meeting of the members, signed by the President or one of the Vice Presidents and stating the authority upon which issued, shall be served either personally or by mail or email upon each member entitled to vote at the meeting not less than ten (10) nor more than sixty (60) days before the meeting; provided that no notice of adjourned meeting need be given unless the Board fixes a new record date for the adjourned meeting. If mailed, the notices shall be directed to each member entitled to notices at its address as it appears on the books of the HFL unless it shall have filed with the President a written request that notices be mailed to some other address, in which case it shall be mailed to the address designated in the request. Such further notice shall be given as may be required by law. Meetings may be held without notice if all members entitled to vote are present in person or if those not present waive notice of the time, place and purpose of the meeting in writing by email, mail, or fax, either before or after the meeting.

Section 4. Quorum. A majority of the membership present in person, shall, except as otherwise provided by law or by the Articles of Incorporation of the HFL as from time to time amended, constitutes a quorum at all meetings of members. There shall be no voting by proxy. Only the properly authorized representative of a member may represent the member at a meeting. The members present in person at such meetings may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, a majority of the members present may adjourn a meeting from time to time to a future date without further notice other than the announcement at the meeting; and when a quorum shall be present upon the adjourned day, any business may be transacted which might have been transacted at the meeting as originally called.

Section 5. Conduct of Meetings. Meetings of members shall be presided over by a chairperson of the meeting who shall be the President or, if the President is not present, by the one of the Vice Presidents, if there is no such officer or if neither is present by a chairperson to be chosen at the meeting. In the absence of the President, a person will be chosen to act as secretary of the meeting. All elections and all questions shall be decided by a majority vote of the members present at the meeting, unless otherwise provided by law, the Articles of Incorporation, or by these Bylaws. All meetings of the HFL shall be conducted in accordance with Roberts Rules of Order (latest edition). A Parliamentarian shall be appointed.

Section 6. Inspectors of Election. Whenever any member present at a meeting of the members shall request the appointment of inspectors, the chairperson of the meeting shall appoint one or more inspectors, who need not be members. The inspectors shall be a Credentials Committee. The President may appoint a Credentials Committee on a more permanent basis. The Credentials Committee shall determine the number of members present at the meeting, the existence of a quorum, and shall receive votes, ballots or consents hear and determine challenges and questions arising in connection with the right to vote, count and tabulate votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote, with fairness to all members. Upon request of the chair-person of the meeting or a member entitled to vote, the Credentials Committee shall make and execute a written report to the person presiding at the meeting of any of the facts found and matters determined by them. Until disproved the report is evidence of the facts stated and of the vote as certified by the Credentials Committee

Section 7. Action by Unanimous Written Consent. If and when all the members shall severally or collectively consent in writing to any action to be taken by the HFL, the consent shall have the same effect as a unanimous vote of members and shall be a valid corporate action as though it had been authorized at an Annual or Special meeting of the members. The written consent shall be filed with the minutes of the proceedings of the members.

Article 5. Directors and the Board

Section 1. Number and Qualifications. Its Board and Board of Directors shall manage the property, business and affairs of the HFL. The Board of Directors shall consist of the President, Vice President of Operations, and the Vice President of Personnel, which shall be elected by the members of the Board at the second meeting of the year. The Board consists of the Board of Directors and a Commissioner or Representative of each permanent organizations of the HFL.

Section 2. Election of Directors. The Directors shall be elected by the members of the HFL at the second meeting of the year. The President and Vice Presidents shall be elected for two-year terms. The President shall be elected in even-numbered years. The Vice Presidents shall be elected in odd-numbered years. Directors elected by the Board or appointed to fill vacancies shall hold office, unless sooner displaced, through February after the annual meeting at which their respective successors are to be elected and thereafter until their respective successors have been elected and qualified. The Board of Directors shall have power to fill any vacancy in any office occurring for any reason, subject to affirmation by the Board at the following meeting with a Roll Call vote.

Section 3. Quorum. A majority of the Board then in office shall constitute a quorum for the transaction of business and the action of a majority of the Board present at a meeting at which a quorum is present shall be the action of the Board, except as action by a majority of the Board then in office may be specifically required by other sections of these bylaws. A Board member may participate in a meeting by means of a conference telephone or similar communication equipment, by means of which all persons participating in the meeting can hear each other, and their participation shall constitute presence at the meeting. If at any meeting of the board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained.

Section 4. Action by Unanimous Written Consent. If and when the Board shall severally or collectively consent in writing to any action to be taken by the HFL either before or after the action is taken, that action shall be as valid corporate action as though it had been authorized at a meeting of the Board. Written consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 5. Vacancies. Whenever any vacancy shall have occurred in the Board of Directors by reason of death, resignation, removal, or otherwise, a majority of the Board then in office, though less than a quorum, may fill the vacancy at any meeting, and the person so elected shall be a director until affirmed by the Board as provided in Article 5 Section 2. The resignation of a director shall be effective upon receipt by the HFL or at a subsequent time as set forth in the notice of resignation. A director may be removed, with or without cause, by a vote of the majority of the Board entitled to vote at an election of directors. If an Officer or Board member misses three (3) [to be consistent with A6.8] meetings without approval or without just cause, these absences constitute an implied resignation by that member; therefore, the vacancy shall be filled by the Board in accordance with this Article 5 Section 5.

Section 6. Regular Meetings. Regular meetings of the Board may be held monthly and may be held without notice at such other times or intervals and at such places within the State of Michigan as may from time to time be determined by resolution of the Board. The resolution may authorized the President to fix the specific date and place of each regular meeting, in which case, notice of the time and place of such regular meetings shall be given in the manner hereinafter provided with respect to Special Meetings of the Board. A regular meeting of the Board shall be held without notice immediately after the Annual General meeting at the same place as that meeting was held for the purpose of organizing the HFL for the ensuing year.

Section 7. Special Meetings. Special meetings of the Board may be held at any time or place upon the call of the President or by one of the Vice Presidents at the direction of not less than two Board members then in office. Oral, telegraphic or written notice of the time, and place of all special meetings of the Board shall be duly served on or sent, emailed, mailed or telegraphed to each Board member not less than two (2) nor more than ten (10) days before the meeting, but no notice of adjourned meetings need be given. Meetings may be held at any time without notice, if all the Board members are present or if those not present waive notice of the time, place and purpose of the meeting by telegram, radiogram, cablegram, or other means confirmed in writing, either before or after the meeting.

Section 8. General Powers as to Negotiable Paper. The Board of Directors shall, from time to time prescribe the manner of making, signatures or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instrument for the payment of money and shall designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the HFL.

Section 9. Powers as to Other Documents. The Board may authorize any officer or officers, agent, or agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of the HFL, and such authority may be general or confined to specific instances. When the execution of any contract, conveyance or other instrument has been authorized without specification of the officers authorized to execute, the President or any Vice President may execute the same on behalf of the HFL.

Article 6. Elections

Section 1. The President shall manage a Nominations Committee. The President shall appoint, and the Board approves, additional members of the Nominations Committee.

Section 2. The Nominations Committee will publicize the opening of the election process by written notice to all HFL members. Such notice may appear in a letter, a newsletter, a newspaper, or other suitable public media. The notice will identify the offices to be filled by election, and solicit nominations from the HFL membership. All nominations will close one calendar month before elections.

Section 3. Having given public notice that nominations are open, the Nominations Committee shall develop a slate of candidates for all elected offices for the HFL Board of Directors. The Nominations Committee shall give careful consideration to nominations received from the membership. The committee shall also receive the consent of all persons named on the slate.

Section 4. The Nominations Committee shall prepare a slate of candidates for elected offices, and shall publish the slate of officers before the annual meeting. A simple majority of the votes cast by the Board shall elect an officer.

Section 5. All elected officers serve a two-year term. The Nominations Committee may nominate one or more officers for an additional two-year term two consecutive times, so that any one officer may serve as many as three consecutive terms in the same office.

Section 6. The Board members shall elect members of the Board of Directors on the following schedule:

- Even-numbered years: President.
- Odd-numbered years: Vice President of Operations and Vice president of Personnel.

Section 7. A term runs from March 1 through February 28. A newly elected member of the Board of Directors, although elected in the annual meeting, shall begin the term of office on March 1. Between elections and the beginning of the term on March 1, the member(s) of the Board of Directors voted out of office shall complete their terms, and shall serve as mentors to the newly elected person(s) who will replace them.

Section 8. Removal of Board Members. If a board member misses three board meetings in one fiscal year without approval or just cause, these absences constitute an implied resignation by that member; therefore the vacancy shall be filled by the Board in accordance with Article 5, Section 3.

Article 7. Officers

Section 1. Election or Appointment. The officers of the HFL shall be a President, a Vice President of Operations and A Vice President of Personnel who shall be elected as provided in Article 5 of these bylaws. The Board may also appoint such other officers and agents, as it may deem necessary for the transaction of the business of the HFL.

Section 2. Term of Office. The term of office of all officers shall commence on March 1, following their election and shall continue as provided in Article 5. Any officer may be removed from office only by the affirmative vote of a majority of the Board at a meeting called for that purpose, if in the judgment of the members, the interests of the HFL will be served thereby. An officer may resign by written notice to the Board or at a time specified in the resignation.

Section 3. The President shall be the chief executive officer of the HFL and shall have general and active management of the activities of the HFL, and shall see that all orders and resolutions of the Board are carried into effect. The President is also responsible for the minutes of each meeting. The President shall preside at all meetings. The president shall execute all authorized conveyances, contracts, or other obligations in the name of the HFL except where required by law to be otherwise signed and executed and except where the signing and the execution thereof shall be expressly delegated by the Board to some other officer or agent of the HFL.

Section 4. The Vice President of Operations, in the absence of the President, shall preside at all meetings of the Board. The vice president shall have such other powers and the Board may from time to time prescribe duties as. The VP of operations will also be in charge of scheduling of regular season games.

Section 5. Vice President of Personnel, in the absence of the President of the Board and other Vice President, shall preside at all meetings of the members and of the Board. The Vice President of operations shall have such other powers and the Board may from time to time prescribe duties as. The V.P. will also be responsible for getting bids for insurance for the HFL.

Section 6. The Commissioners. The Commissioners shall attend all meetings, vote on Board of Directors, and have input on rule changes. Each organization in the HFL shall have one Commissioner appointed by that franchise. The Commissioner shall make sure that the rules of the HFL are followed.

Section 7. Restrictions on Officers. No officer of the HFL shall be a paid employee of the HFL. If a business in which an officer of the HFL has an interest wishes to participate in the bidding process to provide goods, such business must do so by sealed competitive bid, all bids to be opened at the same time and place, and such officer may not participate in the decision to award the bid.

Section 8. Expenses. The Officers of the HFL, as such, shall not be compensated for the performance of services for the HFL, but may be reimbursed for expenses incurred on behalf of the HFL, including but not limited to expenses for attendance at meetings of the Board.

Article 8. Meetings of the Board

Section 1. Meetings of the Board of Directors shall be called by the President, the Vice President of Operations or by the Vice President of Personnel or by a majority of the members of the Board.

Section 2. Notice of any meetings of the Board shall be distributed to committee members prior to the day of the meeting. The time and place of meetings of the Board shall be as announced in the notice of the meeting. The meeting notice shall include an agenda of known business items to be covered in the meeting.

Section 3. At meetings of the HFL Board, a quorum shall consist of at least five board members.

Section 4. In the absence of the President at a Board of Directors meeting, one of the Vice Presidents shall serve as chair for the meeting. In the absence of the President and both Vice Presidents, the officers present shall designate a temporary chair for the meeting.

Section 5. If the officers present at a meeting cannot reach consensus on a particular issue, a majority vote of those present will decide the issue.

Article 9. Committees

Section 1. Procedures. All Committees, and each member thereof, shall serve at the pleasure of the Board. The Board shall have the power at any time to increase or decrease the number of members of any committee, to fill vacancies, to change any member and to change the functions or terminate the existence of any committee. The Board of Directors may designate one or more directors or other persons as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. In the absence or disqualified member of a committee, the members present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of an absent or as a qualified member. The Special Committee and all other committees, if the Board shall not have designated a chairperson thereof, shall elect a chairperson from their membership. All committees shall elect a secretary who need not be a member of the committee and who shall keep minutes of all meetings of the committee, which shall be submitted to the next meeting of the Board for approval. Regular or special meetings of any committee may be held in the manner provided in these bylaws for regular or special meetings of the Board, and a majority of any committee shall constitute a quorum at any meeting.

Section 2. Committee Action Without Meeting. If and when the members of the Special Committee or other committee shall severally or collectively consent in writing to any action authorized to be taken by the committee, either before or after the action is taken, the action shall be as valid committee action and the written consent shall be filed with the minutes of the proceedings of the committee.

Section 3. Scheduling Committee—The Vice President of Operations shall preside over this committee. The committee shall schedule games each season for any youth teams registered through the HFL, or as directed by its Board. Shall cooperate, as necessary, with other leagues in scheduling games on fields.

Article 10. Appointed Positions

Section 1. The HFL President shall appoint, and the Board approves, such individual positions as necessary to perform its duties and carry out its programs.

Section 2. At all times, all appointed persons are accountable to the President and the Board. The Board, as necessary, may replace one or more appointed persons at any time.

Article 11. Amendments

Section 1. Proposals to amend, alter, add to, or repeal these Bylaws may be made by the HFL Board present at any meeting if notice of such amendment, alteration, addition, or repeal were contained in the notice of such meeting. Proposals to amend, alter, add to, or repeal these Bylaws must receive a two-thirds majority vote of the HFL Board at the meeting to be effective.

Article 12. Dissolving of the Organization

Section 1. Should the Hometown Football League dissolve, all assets and real personal property will revert to another 501 (c) 3 organization as directed by the board.