**MISSISSIPPI VALLEY YOUTH FOOTBALL LEAGUE**

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**ARTICLE I**

**NAME AND OFFICE**

 1.1 Name. This organization shall be known as the Mississippi Valley Youth Football League (“Association”). The Association is a non-profit Illinois corporation.

 1.2 Registered Office and Agent. The Association shall continuously maintain in the State of Illinois a registered office and business office located at 13279 Plocher Way, Highland, Illinois. The initial registered agent of the Association shall be Jeffrey A. Mollet. Such registered agent and office may be changed as allowed herein or by operation of law.

 1.3 Fiscal Year. The fiscal year shall run January 1 through December 31.

**ARTICLE II**

**PURPOSES**

 2.1 General Purpose. The purpose of the Association shall be to promote the game of football in the area, to inspire children to practice good health, citizenship, and character, to bring area children together through the means of a common interest in sportsmanship, fair play, and fellowship, and to impart to the game elements of safety, sanity, intelligent supervision, and to keep the welfare of the children first.

 2.2 Additional Purposes. In addition to the above general purposes, specific purposes are as follow:

 A. To acquaint the children with the fundamentals of the game, running, passing, kicking, blocking, and tackling.

 B. To teach through the game sportsmanship, love of the game, and the ability to take a few knocks and bumps.

 C. To promote safe play by encouraging children to play with their own weight and age division and preventing unsportsmanlike conduct.

**ARTICLE III**

**ASSOCIATION MEMBERSHIP**

 3.1 Members/Teams. The Association shall be composed of no less than four (4) organizations whose teams have met the eligibility requirements listed in these by-laws or as may otherwise be required by any rules, regulations, or policies adopted by the Association.

 3.2 Charter Members. All original member organizations will be Charter Members. Each Charter Member shall have one (1) vote on all matters of the Association unless otherwise provided in these Bylaws.

 3.3 Additional Members. The affirmative vote of two-thirds (2/3) of the Charter Member shall be required for the admission of any additional members.

 3.4 Limitations and Removal. No current Association team will be allowed to play in a association, league, or similar group which is not affiliated with an organized school system. Violation of this provision will result in the removal of that organization from the Association.

 3.5 Classes of Members. The Association shall have one class of membership.

 3.6 Voting. All members shall have one (1) vote on all matters of the Association unless otherwise limited or provided in these Bylaws.

 3.7 Termination of Membership. The Board of Directors by affirmative vote of two-thirds (2/3) of all of the then serving members of the Board of Directors may suspend, expel a member for cause after an appropriate hearing, and may thereafter, by a majority vote of those then serving members of the Board of Directors present at any duly constituted board meeting, terminate the membership of any member who becomes ineligible for membership for any reason.

 3.8 Resignation. Any member may resign by filing a written resignation with the Secretary of the Association, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

 3.9 Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the then serving members of the Board of Directors reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

 3.10 Transfer of Membership. Membership in the Association is not transferable or assignable and may not be pledged in any manner.

 3.11 No Membership Certificates. No membership certificates of the Association shall be required.

**ARTICLE IV**

**MEETINGS OF MEMBERS**

 4.1 Annual Meeting. An annual meeting of the members shall be held in November of each year for the purpose of nomination of directors and for the transaction of such other business as may come before the meeting. If such day be a Sunday or a legal holiday, the meeting shall be held at the same hour on the next succeeding business day.

 4.2 Special Meetings. Special meetings of the members may be called either by the president or the board of directors, or not less than one fourth (1/4) of the members having voting rights, in each instance only for the purpose or purpose stated in the call of the meeting.

 4.3 Place of Meetings. The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting of members called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Association in the State of Illinois or such location as noted in the call of the meeting; provided that such meeting shall be at a location in Madison County, Illinois.

 4.4 Notice of Meetings. Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of such meeting, or, in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. The notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at its address as appearing on the records of the Association with postage thereon prepaid. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

 4.5 Informal Action by Members. Any action required to be taken at a meeting of the members of the Association, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either (i) by all the members entitled to vote with respect to the subject matter thereof, or (ii) by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting. If such consent is signed by less than all of the members entitled to vote, then such consent shall be come effective only (1) if, at least five (5) days prior to the effective date of such consent a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (2) if, after the effective date of such consent, prompt notice in writing of the taking of the Association action without a meeting is delivered to those members entitled to vote who have not consented in writing.

 4.6 Fixing of Record Date. For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the Board of Directors of the Association may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than sixty (60) days and, for a meeting of members, not less than ten (10) days, or in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, not more than sixty (60) days and not less than twenty (20) days before the date of such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When determination of members entitled to vote at any meeting of members had been made, such determination shall apply to any adjournment of the meeting.

 4.7 Quorum. The holders of one-fourth (1/4) of the votes which may be case at a meeting of the Association, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of members; provided that, if less than one-fourth (1/4) of the outstanding votes are represented at said meeting, a majority of the votes so represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the members, unless the vote of a greater number of voting by classes is required by the Illinois General Not for Profit Corporation Act, the Articles of Incorporation of the Association, or these Bylaws. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of a member from any meeting shall not cause failure of a duly constituted quorum at that meeting.

 4.8 Proxies. Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act by proxy, but no such proxy shall be voted or acted upon after eleven (11) months from its date.

 4.9 Voting by Ballot. Voting on any question or in any election may be by voice unless the chairman of the meeting shall order, or any member shall demand that voting be by ballot.

**ARTICLE V**

**BOARD OF DIRECTORS AND EXECUTIVE BOARD**

5.1 General Powers. The affairs of the Association shall be managed by or under the direction of its Board of Directors, all of whom shall serve without compensation.

 5.2 Board Members. The Board of Directors shall initially be members from each Charter Member organization. Each additional organization whose team is approved for membership in the Association shall granted one (1) board seat for the following fiscal year so long as such additional organization remains a member of the Association. Each member of the Association may only have one (1) board member. The board member to represent each member will be appointed by that member organization.

 5.2 Term. All board members shall serve from January through December of the then current year.

 5.3 Executive Board. The Executive Board shall consist of a President, Vice President, Treasurer and Secretary who shall be elected by the Board of Directors from their members. The Executive Board shall operate and make the day-to-day decisions for the Association subject to the directives of the Board of Directors.

 5.4 Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than these Bylaws, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

 5.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two (2) directors. The persons or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the board called by them.

 5.6 Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previous thereto by written notice to each director at his or her address as shown by the records of the Association except that no special meetings of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least twenty (20) days prior to such meeting. Such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any special meeting of the Board of Directors may be waived in a writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such 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. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

 5.7 Quorum. A majority of the then serving Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

 5.8 Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, these Bylaws, or the Articles in Incorporation. No director may act by proxy on any matter.

 5.9 Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the member whose board seat is then vacant.

 5.10 Resignation and Removal of Directors. A director may resign at any time upon written notice to the Board of Directors, provided that any such resignation shall take effect immediately upon delivery to the Board of Directors irrespective of any conditions in such written notice. A director may be removed with or without cause, as specified by statute. A director may be removed for cause, at a meeting called for the purpose of voting on such removal, upon (a) a 2/3 vote of all remaining directors, or (b) upon the vote of a majority of members.

 5.11 Informal Action by Directors. The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote.

 5.12 Presumption of Assent. A director of the Association who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file her or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a director who voted in favor of such action.

 5.13 Reimbursement. All directors shall be reimbursed by the Association for all reasonable and necessary costs and expenses incurred by a director on behalf of or in connection with such director’s discharge of his or her duties for the Association.

**ARTICLE VI**

**OFFICERS**

 6.1 Officers. All officers shall be members of the Board of Directors. The officers of the Association shall be a president, one or more vice presidents (the number thereof to be determined by the Board of Directors), a treasurer, a secretary, and such other officers as may be elected or appointed by the Board of Directors by resolution. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person.

 6.2 Election and Term of Office. The officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. Vacancies may be filled, or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

 6.3 Removal. Any officer elected or appointed by the Board of Directors may be removed, upon not less than ten (10) days and not more than sixty (60) days written notice, by a two thirds (2/3) vote of the then serving members of the Board of Directors whenever in the business judgment of the Board of Directors the best interests of the Association would be served thereby.

 6.4 President. The president shall be the principal executive officer of the Association. Subject to the direction and control of the Board of Directors, he or she shall generally be in charge of the business and affairs of the Association; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he or she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the board of directors. He or she shall preside at all meetings of the members and of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, he or she may execute for the Association any contracts, financial instruments, or other documents which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Association and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

 6.5 Vice-President. The vice-president (or in the event there be more than one vice-president, each of the vice-presidents) shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him or her by the president or the Board of Directors. In the absence of the president or in the event of his or her inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents, in the order designated by the Board of Directors, or by the president if the Board of Directors has not made such a designation, or in the he absence of any designation, then in the order of their seniority of tenure) shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, the vice-president (or any of them if there is more than one) may execute for the Association any contracts, financial instruments, or other documents which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Association and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

 6.6 Treasurer. The treasurer shall be the principal accounting and financial officer of the Association. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for the Association; (b) have charge and custody of all funds of the Association, and be responsible therefore, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

 6.7 Secretary. The secretary shall (a) record the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose, (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the Association; (d) keep a register of the post officer address of each member which shall be furnished to the secretary by such member; and (e) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

 6.8 Assistant Treasurers and Assistant Secretaries. The assistant treasurers and assistant secretaries, if any, shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the president or the Board of Directors. If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

 6.9 Compensation. All officers shall serve without compensation.

 6.10 Reimbursement. All officers shall be reimbursed by the Association for all reasonable and necessary costs and expenses incurred by an officer on behalf of or in connection with such officer’s discharge of his or her duties for the Association.

**ARTICLE VII**

**CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

 7.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

 7.2 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the Association.

 7.3 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

 7.4 Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, or devise for the general purposes or for any special purpose of the Association.

**ARTICLE VII**

**BOOKS AND RECORDS**

 8.1 Books and Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the board of directors, and any committees, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

**ARTICLE IX**

**SEAL**

 9.1 Seal. The corporate seal shall have inscribed thereon the name of the Association and the words “Corporate Seal, Illinois” or words of similar import. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

**ARTICLE X**

**WAIVER OF NOTICE**

 10.1 Waiver of Notice. Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the organization, person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

**ARTICLE XI**

**MEMBER’S FINANCIAL RESPONSIBLITIES**

 11.1 Application Fee. Each new organization making application to the Association for membership shall be required to pay a non-refundable fee of One Hundred Dollars ($500.00) to the Association.

 11.2 Annual Dues and Fees. Each member shall be required to pay such annual dues and fees as may hereafter be determined by resolution of the Board of Directors.

**ARTICLE XII**

**EXPRESS LIMITATION ON LIABILITY**

12.1 Waiver of Liability. The Association, members of the board of directors, officers, coaches, managers, referees, and all other supervisory personnel will not be held responsible for injuries to persons or damage to property, and all members and participants in any Association event hereby are deemed to have knowingly and voluntarily waived any claim or cause of action against any such person or entity.

 12.2 Acceptance of Responsibility. Each member acknowledge it shall be responsible for all such member’s coaches, parents, players and spectators.

Effective date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2023.

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President Secretary