**BYLAWS**

**OF**

**Yorkville Youth Tackle Football**

**An Illinois Not For Profit Corporation**

**Updated November 28, 2011**

**ARTICLE ONE**

**OFFICES**

**Section One: *Principal Office.*** The principal office of this corporation in the State of Illinois shall be located at 12 Cotswold Drive, in the City of Yorkville, County of Kendall.

**Section Two. *Other Offices*.** The corporation may have other offices, either within or without the County of Kendall, State of Illinois, as determined by the board of directors.

**ARTICLE TWO**

**MEMBERSHIP**

**Section One.*Classes of Membership***. The corporation shall have no members.

**ARTICLE THREE**

**DIRECTORS**

**Section One*. Number***. The authorized number of directors of this corporation shall be nine.

**Section Two. *Qualifications of Directors***. Directors must have at least 1 year of service as a committee chairman or football/cheerleading level head coach.

**Section Three*. Term of Office*.** The term of office of each director shall be two (2) years, with no more than four (4) directors being eligible for reappointment or re-election in any given year. The president may serve for 3 years prior to reappointment.

**Section Four. *Powers***. Except as otherwise provided in the articles of incorporation, or by the law, the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the board of directors, which may, however, delegate the performance of ay duties or the exercise of any powers to officers and agents which the board, by resolution, designates.

**Section Five. *Replacement of Directors*.**

(a)    Whenever a vacancy exists on the board of directors, whether by death, resignation, or otherwise, the vacancy shall be filled by election of a new director by an electorate made up of the committee chairs and existing board members as defined at the time of election. If that power is not exercised within ninety (90) days after the president receives notice of the vacancy, an appointment will be made by a majority of the remaining directors at a regular or special meeting of the board. Any person appointed or elected to fill the vacancy of a director shall have the same qualifications as were required of the director whose office was vacated.

(b)   Any director may be removed, with or without cause, by the vote of equal to or greater than 6 of 9 votes of the board of directors at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled as stated above.

(c)    Any person appointed or elected to fill a vacancy in the board of directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated above.

**Section Six. *Compensation***. No member of the board of directors shall receive compensation from the corporation.

**Section Seven.  *Meetings.***

(a)    Meetings shall be held at a place designated by resolution of the board of directors; or, in the absence of a designation, at the principal office of the corporation.

(b)   Regular meetings shall be held as prescribed by the board of directors. Notice of regular meetings shall be assigned by the secretary and mailed to each director at the address last recorded on the books of the corporation, not less than seven (7), nor more than twenty-one (21) days before the date of the meeting. However, this requirement may be waived by resolution of the board of directors.

(c)    The president may, as the president deems necessary, and the secretary shall, if so requested in writing by a majority of the members of the board of directors, call a special meeting of the board. In this event when possible, two (2) days written notice to each director shall be deemed sufficient.

(d)   A quorum defined as 6 members for the transaction of business at any meeting of the board. However, if less than a majority of the directors are present at any meeting a majority of the directors present may adjourn the meeting without further notice.

(e)    Except as otherwise provided in these bylaws, or in the articles of incorporation of this corporation, or by law, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the board of directors.

(f)     All meetings of the board of directs shall be governed by Robert’s Rules of Order, including any published revisions of those rules, and except as those rules are inconsistent with these bylaws, with the articles of incorporation of this corporation, or with applicable law.

(g)    If so determined by the President, an “E-meeting” may be carried out and a vote and action taken provided all Directors respond to the electronic notice.

**Section Eight. *Action Without Meeting***. No meeting need be held by the board to take any action required or permitted to be taken by law, provided all members of the board individually or collectively consent in writing to the action, and their written consent or consents are filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action s taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting, and that the bylaws authorize the directors to so act. Such a statement shall be prima facie evidence of that authority.

**Section Nine. *Liability of Directors***. The directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations.

**ARTICLE FOUR**

**OFFICERS**

**Section One. *Designation of Officers***. The officers of the corporation shall be a President, one or more Vice-Presidents (as determined by the board of directors), Secretary, Treasurer and any other officers elected in accordance with the provisions of this article. The board of directors may elect or appoint other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it deems desirable, and these officers have the authority to perform the duties prescribed by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

**Section Two. *Election and Term of Office***. The officers of this corporation shall be elected annually be the board of directors at the regular annual meeting of the board of directors. If the election of officers is not held at the annual meeting, the election must be held on the soonest convenient date. New offices may be created and filled at any meeting of the board. Each officer shall hold office until his or her successor has been duly elected and qualified.

**Section Three. *Removal****.* Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the interests of the corporation would be best served. Any such removal is without prejudice to the contract rights, if any of the officer being removed.

**Section Four. *Vacancies***. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

**Section Five. *President****.* The president shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The president:

(a) Shall preside at all meetings of members and of directors;

(b) May sign, with the secretary or other officer authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the board of directors, expect in cases where the signing and executing of those instruments has been expressly delegated by the board of directors by these bylaws, or to some other officer or agent of the corporation by law; and

(c) Shall perform all other duties generally incident to the office of president and any other duties prescribed by the board of directors.

**Section Six. *Vice-President***. In the absence of the president or in the event of the president’s inability or refusal to act, the vice-president 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. Duties will also include establishing a nominating committee made up of no less than 3 established committee members or football/cheerleading level representatives to hear and determine credentials of candidates for the nominees for Director vacancies. Any vice-president shall perform additional duties assigned to him or her by the president or by the board of directors.

**Section Seven. *Treasurer***. If so required by the board of directors, the treasurer shall:

1. Give a bond for the faithful discharge of the treasurer’s duties in a sum and with surety or sureties deemed appropriate by the board of directors;
2. Have charge and custody of, and be responsible for, all funds and securities of the corporation;
3. Receive and give receipts for moneys due and payable to the corporation from any source and deposit all such moneys in the name of the corporation in banks, trust companies, or other depositories selected by the board of directors; and
4. Perform all duties generally incident to the office of treasurer and any other duties assigned to the treasurer by the president or by the board of directors.
5. Report on current financial standings at each board meeting.

**Section Eight. *Secretary****.* The secretary shall:

1. Keep the minutes of meetings of members and of the board of directors, in one or more books provided for that purpose;
2. See that all notices are duly given in accordance with these bylaws or as required by law;
3. Be custodian of the corporate records and of the seal of corporation;
4. Keep a membership book containing the names and addresses of all members and directors of the corporation, and with respect to any membership which has been terminated, record that fact together with the date of termination; and
5. Exhibit to any director of the corporation, or to a director’s agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the articles of incorporation, the membership book, the minutes of any meeting, and the other record of the corporation.
6. Notify Directors and committee members of meetings.

**Section Nine. *Football Director.*** Responsible for reporting on football activities, coaches, code of conduct, and gamesmanship on the playing field.

**Section Ten. *Cheerleading Director.***Responsible for reporting on cheerleading activities, coaches, code of conduct, and gamesmanship on the playing field.

**Section Eleven. *Member at Large.***Holds voting rights on the board of directors. Duties to be assigned by the President and board of directors as needed.

**Section Twelve. *Assistant Treasurers and Assistant Secretaries***. The assistant treasurers and assistant secretaries, in general, shall perform any duties assigned to them by the board of directors, the president, the treasurer, or the secretary of the corporation. If it is required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in sums and with sureties deemed appropriate by the board of directors.

**ARTICLE FIVE**

**COMMITTEES**

**Section One. *Executive Committees***. By majority vote of the directors in office, the board of directors may, by resolution, establish one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided by the resolution, shall have and exercise the authority of the board of directors in the management of the corporation; provided, however, that the designation of and delegation of authority to committees shall not relieve the board of directors, or any director individually, of any responsibility imposed on the board of directors or any individual director by these bylaws, or by law.

Committees include, but are not limited to:

1.                  Football

2.                  Cheerleading

3.                  Game Day

4.                  Equipment

5.                  Spirit wear

6.                  Volunteer

7.                  Registration

8.                  Concessions

9.                  Team Moms

10.              Website and Communications

**ARTICLE SIX**

**CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section One. *Contracts****.* The board of directors may, by resolution, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. This authority may be general, or confined to specific instances.

**Section Two. *Gifts and Contributions***. The board of directors or an executive committee may:

1. Accept on behalf of the corporation any contribution, gift, bequest, or devise of any type of property (donations) for the general and special charitable purposes of the corporation, on terms approved by the board or committee;
2. Hold funds or property in the name of the corporation or of a nominee or nominees appointed by the board or committee;
3. Collect and receive the income from funds or property;
4. Devote the principal or income from donations to benevolent and charitable purposes designated by the board or committee; and
5. Enter into an agreement with any donor to continue to devote the principal or income from the donation to a particular purpose designated by the donor and after approval of the agreement by the board or committee, devote the principal or income from that donation according to the agreement.

**Section Three. *Deposits***. All funds of the corporation shall be deposited to the credit of the corporation in banks, trust companies, or other depositaries selected by the board of directors.

**Section Four. *Checks, Drafts, Orders for Payment***. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the officer or officers, agent or agents of the corporation and in the manner determined by the resolution of the board of directors. In the absence of such determination, these instruments shall be signed by the treasurer or an assistant treasurer, and countersigned by the president or vice-president of the corporation. Any payout from YYTF that is anticipated to be greater than $500 must receive approval from the Board of Directors.

**ARTICLE SEVEN**

**MISCELLANEOUS**

**Section One. *Books and Records***. The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, board of directors, and committees, and shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any director, or member, or the agent or attorney of either, or any proper person at any reasonable time.

**Section Two. *Fiscal Year***. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

**Section Three. *Corporate Seal***. The board of directors shall provide a corporate seal described as follows: Yorkville Youth Tackle Football, Inc.

**Section Four. *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 the bylaws of this corporation, a written waiver of notice signed by the person or persons entitle to notice, whether before or after the time stated, shall be deemed equivalent to the giving of notice.

**ARTICLE EIGHT**

**AMENDMENTS**

**Section One. *Power of Directors To Amend Bylaws***. Subject to the limitations of the articles of incorporation, these bylaws, and the General Not-For-Profit Corporation Act of Illinois concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of the corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the board of directors.

Amendment for 2012 Season

Due to a change in the football conference for the 2011 season and the large number of executive board vacancies, the remaining board members from 2012 will be granted one further year of services before re-election.