

**Bylaws of the
Southeast Polk Youth Tackle Football League**
Revised December 18th, 2008

**Article I
Offices**

**Section 1
PRINCIPAL OFFICE**

The principal office of the corporation is located in Polk County, State of Iowa.

**Section 2
CHANGE OF ADDRESS**

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: _____, 20____
_____ Dated: _____, 20____
_____ Dated: _____, 20____

**Section 3
OTHER OFFICES**

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

Article II Nonprofit Purposes

**Section 1
PURPOSES**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

**Section 2
SPECIFIC OBJECTIVES AND PURPOSES**

The specific objectives and purposes of this corporation shall be:

1. To bring together youth from the Southeast Polk School district to participate in an organized youth tackle football league.
2. To develop the character of youth through participation in an organized athletic program and association with community leaders and coaches.
3. To provide an organization which will enhance the Southeast Polk football programs.

4. To bring together people from all ethnic and socioeconomic levels within the community and encourage a non-discriminative environment throughout the community.
5. To endorse and support the development of new and improved methods for educating young people on playing the game of football.
6. To engage in any lawful business to, or of a similar nature to the foregoing, which may be deemed necessary or convenient in the conduct of the business of the corporation.
7. To cooperate in the publishing of an official organ for dissemination of news of the industry, articles of an educational character, and as a medium for contact with the membership.
8. To participate in civic and charitable activities and encourage the youth and adult participants to assist both physically and financially.

Article III Directors

Section 1 NUMBER

The corporation shall consist of President, Vice President, Treasurer and Secretary, also known as Executive Officers and an annually determined number of at large directors. Collectively they shall be known as the Board of Directors.

Section 2 QUALIFICATIONS

Directors shall be of the age of majority in this state.

Section 3 POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4 DUTIES

It shall be the duty of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation.
- c) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly.
- d) Meet at such time and places as required by these Bylaws.
- e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

**Section 5
COMPENSATION**

Directors shall serve without compensation except that they may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

**Section 6
TERM OF OFFICE**

Each director shall hold office for a period of one year or until his or her successor is elected and qualifies. Officer positions of President, Vice President, Treasurer and Secretary will have two year terms. Successors to these offices must be actively serving on the Board of Directors in either Officer position or an at large Director position.

**Section 7
PLACE OF MEETINGS**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

**Section 8
REGULAR MEETINGS**

An annual meeting of the Board of Directors shall be held in the last two months of the calendar year. The election of the Directors shall take place at the annual meeting or at such place and time as is most convenient for Directors and participants to vote.

**Section 9
SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

**Section 10
NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a) Regular Meetings. No less than Ten days notice shall be given by the Secretary of the corporation to each director.
- b) Special Meeting. At least one week prior notice shall be given by the Secretary of the corporation to each director.
- c) Notification must be in writing, may be given personally, by first class mail, by electronic mail, or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message of telephone call within twenty four hours of the first facsimile transmission.

- d) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, of the laws of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11

QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Officers and directors at large.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 12

MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 13

CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairman of the Board or, if no such person has been so designated, or in his or her absence, the Vice-Chairman of the Board or, if no such person has been so designated, or in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

Section 14

VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, Vice President, Treasurer and Secretary, or the at large Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director of directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws, or provisions of law, vacancies on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

Section 15

NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 16

INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 17

INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity of arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

Section 18

ELECTION OF DIRECTORS

Vacancies on the Board of Directors which occur through the normal expiration of terms shall be filled by nominations and voting from the parents of children that have participated in the football program during the previous season or existing board members. At large positions are determined and elected on a yearly basis. The number of at large positions is annually determined by the Officers and is elected on an annual basis. President and Treasurer Officer level positions are elected every odd numbered year. Vice President and Secretary Officer level positions are elected every even numbered year.

Article IV Officers

Section 1

DESIGNATION OF OFFICERS –

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have "At large Board members, such as

Equipment, Safety, Player Representative, Rules, Officiating .and other such officers with titles as may be determined from time to time by the Board of Directors.

Section 2

QUALIFICATIONS

Any person over the age of twenty one may serve as an officer of this corporation. Additionally, the candidate must have one year of service as an at large board member before becoming an officer on the Board of Directors.

Section 3

ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Officers must be currently active as an officer or Director at Large. President and Treasurer Officer level positions are elected every odd numbered year. Vice President and Secretary Officer level positions are elected every even numbered year.

Section 4

REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Section 5

VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the board shall fill the vacancy.

Section 6

DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairman of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation,

execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 7

DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 8

DUTIES OF SECRETARY

The Secretary shall:

- a) Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- b) Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of the committees of directors and members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- d) Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law of the provisions of these Bylaws, to duly executed documents of the corporation.
- e) Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- f) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.
- g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9

DUTIES OF TREASURER

The Treasurer shall:

- a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

- b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- c) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- d) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- e) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
- f) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 10

Duties of At-Large Board Members

Equipment Directors shall:

- a) Have responsibility for all league owned equipment
- b) Organize the disbursement of league equipment
- c) Take an annual inventory of league equipment
- d) Report on any damage or loss of league equipment
- e) Work with the treasurer to order equipment on behalf of the corporation
- f) Perform other duties as assigned

Player Representatives Shall:

- a) Be the liaison between players, coaches and the Board of directors
- b) Represent the players interest and gather facts on any player, coach or parental concerns that arise during the course of each season
- c) Report issues, injuries and concerns to the Board of directors on a timely basis
- d) Work with Equipment Directors to ensure all equipment recovered from players that do not finish the season
- e) Attend practices of teams which the Player Rep is given responsibility . The purpose is to talk with parents and coaches to monitor team and player progress and to field any questions that may arise.
- f) Perform other duties as assigned
- g)

Safety directors shall:

- a) Provide education and direction regarding player safety.

- b) Work with coaches and board members to increase knowledge of proper safety precautions
- c) Provide information and instruction on properly and safely running drills in practice
- d) Report any issues with player safety to the board
- e) Coordinate annual coaches clinic
- f) Perform other duties as assigned

Fundraising and Media Relations directors shall:

- a) Work with the community to find and secure donations to the league
- b) Seek out opportunities to better the financial position of the league
- c) Act as agent for the Board when applying for grant money
- d) Report opportunities to the board at a regular basis
- e) Publicize the league and special events with local media
- f) Perform other duties as assigned

Officiating and scheduling directors shall:

- a) Responsible for setting league game schedule each season
- b) Responsible for marketing agreements with official scheduling companies
- c) Act as board liaison when scheduling officials for games
- d) Report scheduling and rules concerns to the board of directors.

The entire Board shall share the following responsibilities

- a) Board member of the day duties on game day during the season
- b) Assisting other directors in duties as requested

Section 10

COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

Article V Committees

Section 1

TYPES OF COMMITTEES

The corporation shall have such committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of board members or persons who are not also members of the board and shall act in an advisory capacity to the Board. Examples of such committees, coach selection committee etc.

Section 2

MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changed in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Article VI Members

2. **The corporation shall have no members.**

Article VII Execution of Instruments, Deposits, & Funds

Section 1

EXECUTION OF INSTRUMENTS

The Board or Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2

CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and approved by the President of the corporation.

Section 3

DEPOSITS

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

Section 4
GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the nonprofit purposes of this corporation.

Article VIII **Records, Reports, and Seal**

Section 1
MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- a) Minutes of all meetings of directors, committees of the board, and meetings of the members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Board of Directors at all reasonable times during office hours.

Section 2
CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3
DIRECTORS' INSPECTION RIGHTS

Every director shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 4
PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state within the time limits set by law.

Article IX **IRC 501(c)(3) Tax Exemption Provisions**

Section 1
LIMITATIONS ON ACTIVITIES

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a

corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2

PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributions to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3

DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debt and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distributions shall be made in accordance with all applicable provisions of the laws of this state.

Article X Amendment of Bylaws

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors, or as may otherwise be specified under provisions of law.

Article XI Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986, as amended from time to time, or to corresponding provisions of a future federal tax code.

Adoption of Bylaws

We, the undersigned, are all of the directors of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of eleven preceding pages, as the Bylaws of this Corporation.

Dated: _____

Jamie Sargent

Reese Strickland

Randy Pierce

Joe Hermes

Scott Duer

Tim Brockway

Mark Williams

Robert Andersen

Jeff Gardner

Matt Ballard