

BY LAWS OF THE

JUNIOR



YOUTH FOOTBALL AND CHEER

THIS COPY BELONGS TO: _____

BY LAWS OF THE ANTELOPE YOUTH FOOTBALL AND CHEER INC.

ARTICLE I | Name and Colors

Section I

The name of this corporation shall be Antelope Youth Football And Cheer, Inc. (hereinafter referred to as AYFC Inc.); Antelope Junior Titans; Antelope Jr. Titans; AJT; and Team Antelope.

Section II

The colors of the organization will be Scarlet and Grey.

ARTICLE II | Purpose

The purpose for which this charitable corporation is formed is to further promote the progressive development of the sport of youth football and cheerleading through organization, training, and education; to organize a football team or teams to compete and participate in youth football, to promote the progressive development of the sport of youth football and cheerleading through the establishment and development of programs for minors, to secure sponsors for all teams, to receive gifts, legacies and donations from any source whatsoever to be used solely to promote the health, welfare and recreation of the general public through the organization of the corporation for the development of the sport of youth football and cheerleading.

ARTICLE III | Voting Membership

Section I

Membership of the Antelope Jr. Titans shall consist of each family whose child participates in the Antelope Jr. Titans program, or any adult approved by the Executive Board, who is willing to actively participate in league functions.

Section II

The voting membership of this organization shall consist of, and be limited to, those individuals who are not in arrears in the payment of any membership dues, athletic equipment, or other fees associated with this organization. All adult members shall be eligible to vote if he or she attends (5) regular meetings within a 12-month period up to and including a voting meeting. Members who meet these requirements will be known as voting members. (The meeting in which the vote takes place will count as (1) of the (5) required regular meetings.)

Section III

All members shall receive a copy of the bylaws upon request.

Section IV

A quorum shall be one third (1/3) of the voting membership.

ARTICLE IV | Executive Board, Directors, Program Manager, Supervisors, and Staff

Section I

The business and property of the AYFC INC. shall be managed by the nine (9) member AYFC INC. Executive Board. The Executive Board of the AYFC INC. shall make written reports to the membership annually as to the matters handled by the Executive Board during the preceding twelve (12) months.

Section II

The Executive Board shall meet once (1) each month at an appropriate date and time which shall be established by the Executive Board. All board meetings are open to the membership in a non-voting capacity. Any member wishing to present new business before the Executive Board must send a written request to be placed on the agenda or have approval by the President or Secretary.

Section III

The Executive Board of the AYFC INC. will consist of these nine (9) officers:

1. President
2. Vice President (Public Relations)
3. Vice President (Operations)
4. Vice President (Football)
5. Vice President (Cheerleading)
6. Vice President (Fundraising)
7. Secretary
8. Treasurer
9. Registrar

Section IV

A quorum for the transaction of business at any meeting of the Executive Board shall consist of two-thirds (2/3) or six (6) of the members of the Executive Board.

Only the President shall be empowered to call for a special meeting of the Executive Board. All Executive Board members shall be notified by the Secretary.

Section V

President: The President shall preside at all meetings and shall preserve order and decorum. He/She shall carefully supervise the affairs of the AYFC INC. Corporation and labor for its usefulness, efficiency and compliance with the Bylaws of the corporation. He/She may deem necessary and recommend committee formation which is not otherwise provided for herein. The President will serve as Chairperson of the Oversight Committee and will not be eligible to serve or chair any other committees. Committee chairpersons are to be approved by the Executive Board unless otherwise specified in these by-laws.

Vice President (Public Relations): The Vice President for Public Relations shall be charged with the duty of public relations officer for the AYFC INC.. He/She will be totally concerned with the enhancement of AYFC INC.'s reputation with all parties including and not limited to schools, the city, businesses, conferences, organizations and/or governments or persons of which AYFC INC. might have contact. He/She shall serve as negotiator regarding AYFC INC. business as directed by the Executive Board. He/She shall provide direction and support to the Director of Press. He/She will also serve as media representative with the responsibility of implementing and

controlling media coverage under the guidelines of the Executive Board of the AYFC INC.. He/She shall serve as a member of the Oversight Committee. In the absence of the President, the Vice President for Public Relations shall fulfill the duties of that office.

Vice President (Football): The Vice President for Football shall provide direction and support to the Director of Coaches, and the Director of Tackle Football. He/She shall be charged with the supervision of football program activities and shall monitor adherence to policy, both AYFC INC. corporate, football conference affiliation and/or any affiliate of the AYFC INC.. He/She shall serve as Chairperson of the Selection Committee. The Vice President shall make recommendations to the Executive Board concerning present and new activities, rules and disciplinary guidelines and decisions regarding the football program. He/She shall represent AYFC INC. at all Sierra Youth Football And Cheer Association meetings regarding Football.

Vice President (Cheerleading): The Vice President for Cheerleading shall provide direction and support to the Director of Cheerleaders and the Director of AYFC INC. Boosters. He/She shall be charged with the supervision of the Cheerleading program activities and shall monitor adherence to policy, both AYFC INC. corporate, conference affiliation, and/or any affiliate of the AYFC INC.. He/She shall serve as Chairperson of the Events and Concessions Committee. The Vice President shall make recommendations to the Executive Board concerning present and new activities, rules and disciplinary guidelines and decisions regarding AYFC INC. Cheerleading. He/She shall represent AYFC INC. at all Sierra Youth Football And Cheer Association meetings regarding Cheerleading.

Vice President (Operations): The Vice President for Operations (*also known as VP of Team Parents*) shall provide direction and support to the Director of Concessions, the Supervisor of Gameday, and the Supervisor of Security. He/She shall be charged with the supervision of the operation of the football field, press box, concessions stands, gate, referees, cleanup crew, and security. He/She will coordinate and organize the efforts of AYFC INC. volunteers. He/She shall serve as Chairperson of the Operations and Property Committee. The Vice President shall make recommendations to the Executive Board concerning all aspects of AYFC INC. operations.

Vice President (Fundraising): The Vice President for Fundraising shall provide direction and support to the Director of Marketing. He/She shall be charged with the operation of the AYFC INC. fundraising and donation programs under the direction of the Executive Board. He/She shall serve as Chairperson of the Marketing Committee.

Secretary: The Secretary shall issue notices of Board Meetings to all Executive Board members. The Secretary shall attend and keep minutes of all Executive Board and General Membership meeting. Minutes of all meetings shall be issued to all Executive Board members and approved by these officers at the following meeting. The Secretary shall have charge of all corporate books, records, papers and the corporate seal. He/She shall attest all written contracts, mortgages, deeds, and similar instruments of the AYFC INC.. The Secretary shall submit for approval all duties herein to the President. He/She shall serve as member of the Oversight Committee.

Treasurer: The Treasurer shall have custody of all AYFC INC. financial records and be responsible for all moneys and securities of the AYFC INC. shall keep regular books of accounts

and shall render detailed reports to the Executive Board for approval. The Treasurer shall be responsible for the preparation and filing of all taxes, accounting forms and payroll as may be required by this corporation or any government agency. At the conclusion of the fiscal year, the Treasurer will make a written detailed financial statement available to be included in the AYFC INC. Annual Report. At the end of the Treasurer's term of office or upon resignation or termination by the Executive Board, all accounts of moneys in his/her charge, together with books, receipts and other relevant material belonging to the corporation, shall be turned over to the President. After the assumption of duties of a new treasurer and the review by officers of the Executive Board, a determination will be made as to the accuracy of these reports. A decision for acceptance by the President and Secretary shall be determined with their signatures, or a call by the President and Secretary for review and/or independent audit will be rendered. He/She shall serve as a member of the Oversight Committee.

Registrar: The Registrar shall be held responsible for all duties involved with the registering of any and all persons involved with AYFC INC.. The Registrar shall provide direction and support to the Director of Records. The Registrar shall keep the official list of membership and will assign each new membership number. He/She shall entail the registering of players, coaches, team mothers, coordinators, Executive Board or any persons involved with AYFC INC.. He/She will be charged with the duty of entering into the computer all information concerning participating persons and the responsibility for detailed reports and the accuracy at all times of such reports. The Registrar shall be responsible for filing any and all reports concerning player participants as required by the Sierra Youth Football And Cheer Association or and such conference by which the AYFC INC. may be affiliated. He/She shall serve as a member of the Selection Committee.

Section V

The Directors of AYFC INC. will assist the Executive Board with the business of the organization and will consist of the following eight (8) non voting positions:

1. Director (Press)
2. Director (Coaches)
3. Director (Football)
4. Director (Concessions)
5. Director (Cheerleaders)
6. Director (Boosters)
7. Director (Marketing)
8. Director (Records)

Section VI

Director (Press): The Director of Press shall receive direction from the Vice President for Public Relations. He/She shall organize and direct AYFC INC. volunteers in all manners of reporting on AYFC INC. events and games. Coordinates AYFC INC. press releases and Live Game Spots. Arranges for History of AYFC INC. to be recorded. Arranges for AYFC INC. photo day. Serves as member of the Marketing Committee.

Director (Coaches): The Director of Coaches shall receive direction from the Vice President for Football. He/She shall organize and direct AYFC INC. coaches in all manners of preparing for

the season including Certification, AYFC INC. policies, AAYFC rules, and equipment checkout. Serves as member of the Selection Committee.

Director (Football): The Director of Football shall receive direction from the Vice President for Football. He/She shall organize and direct equipment and uniform checkout and return. Serves as member of the Operations and Property Committee.

Director (Concessions): The Director of Concessions shall receive direction from the Vice President for Operations. He/She shall organize and direct all AYFC INC. concessions. He/She shall provide direction to volunteer concession workers at the Game Day Concession stand. He/She shall preside over sales of AYFC INC. merchandise. He/She shall provide for the food acquisition and planning of AYFC INC. events as requested. Serves as member of the Events and Concessions Committee.

Director (Cheerleaders): The Director of Cheerleaders shall receive direction from the Vice President for Cheerleading. He/She shall organize and direct AYFC INC. cheer coaches in all manners of preparing for the season including Certification, AYFC INC. policies, AAYFC rules, and equipment and uniform checkout. Serves as member of the Selection Committee.

Director (AYFC INC. Boosters): The Director of AYFC INC. Boosters shall receive direction from the Vice President for Cheerleading. He/She shall organize and direct the AYFC INC. Boosters. He/She shall direct effort to prepare parents for the season by informing them of AYFC INC. policies, Game Day activities, and travel arrangements. He/She works with parents of team members to form team "Spirit Groups" to foster a great Game Day atmosphere. He/She provides direction to the AYFC INC. "Spirit Band" and the AYFC INC. Mascot "Titan". Serves as member of the Events and Concessions Committee.

Director (Marketing): The Director of Marketing shall receive direction from the Vice President for Fundraising. He/She shall assist the Vice President with donation solicitations, the AYFC INC. fund-raiser, AYFC INC. merchandise development and sales. He/She shall serve as member of the Marketing Committee.

Director (Records): The Director of Records shall receive direction from the Registrar. He/She shall assist the Registrar with the registering of players, coaches, team mothers, coordinators, or any persons involved with AYFC INC.. He/She shall serve as member of the Operations and Property Committee.

Section VII

Staff Positions

The AYFC INC. may hire staff positions, as needed to carryout the business of the organization. All AYFC INC. staff will be under the direction of the President and/or Vice President. No presently paid position of the AYFC INC. may also be a coach.

ARTICLE V | Elections, Appointments, Resignation and Removal of Officers

Section I

The Executive Board will by September 1st of each year appoint a four (4) person nominating committee. This nominating committee will address the three (3) officer positions up for election. The chairman of the nominating committee shall be a current member of the Executive Board whose term does not end the current year. The President of AYFC INC. will not be allowed to serve on the nominating committee in any capacity. The remaining members shall be made up of one (1) additional Executive Board Member (whose term does not end the current

year), and two (2) Directors. The nominating committee will meet and present a proposed ballot of eligible nominees to the Executive Board for approval of the ballot no later than October 1st of each year. The incumbent will shall be automatically placed on the ballot if he/she wishes to run again. An election will be held at the discretion of the Executive Board following one of the methods listed below:

Ballots will be mailed to the members for their consideration no later than November 1st. Every ballot returned to AYFC INC. and postmarked no later than December 1st will be counted. Additional eligible nominations may be written in and approved with the consent of the nominee providing the write in candidate meets all the qualifications for eligibility. Nominees will be elected by a simple majority of those returning ballots.

A membership meeting may be called and the voting membership can cast their ballot for the nominee of their choice. Nominees will be elected by a simple majority of those casting ballots. There are no term limits on any Officer of the AYFC INC.. Eligibility for officer positions are as follows:

1. President - Must have one (1) full year of experience on the Executive Board.
2. Executive Board - Must have one (1) full year of experience as a Director.
3. Director - Must have one (1) year of serving the AYFC INC. in a voluntary position.

Section II

Each fiscal year there will be three (3) Executive Board positions up for election. Each Executive Board Member shall serve for a period of three (3) years and/or until his successor is duly elected and installed. The three-year terms will begin following and extending the cycle of years listed below:

Officer Beginning years of terms:

1. President 2009,2012,2015,2018,2021
2. Vice President (Public Relations) 2010,2013,2016,2019,2022
3. Vice President (Football) 2009,2012,2015,2018,2021
4. Vice President (Operations) 2008,2011,2014,2017,2020
5. Vice President (Cheerleading) 2008,2011,2014,2017,2020
6. Vice President (Fundraising) 2010,2013,2016,2019,2022
7. Secretary 2010,2013,2016,2019,2022
8. Treasurer 2009,2012,2015,2018,2021
9. Registrar 2008,2011,2014,2017,2020

These terms or rotations shall never be adjusted for any reason.

Section III

The officers of the Executive Board of AYFC INC. will be elected by returned ballot no later than the end of the first (1st) full week of December. A simple majority of the voting members returned ballots shall be sufficient for the election of any officer to the AYFC INC. Executive Board. The results of the election will be ratified at the December Executive Board meeting.

Section IV

Any officer may resign upon written notice or by informing any two officers of the board verbally. In the event that any vacancy exists in any office, whatever the reason, such vacancy

may be filled, as needed, by a two thirds (2/3) vote of the Executive Board. Newly appointed officers shall serve out the remaining portion of that offices term.

Section V

Any officer (Executive Board) may be removed by three fourths (3/4) vote of the membership. The Executive Board can ask for removal of any officer with three fourths (3/4) vote of the board; however, the office in question will be allowed the right to ask for an appeal to the membership. At such request, the board will call for a special membership meeting within thirty (30) days of the written request for appeal by the officer in question.

Section VI

New officers shall assume their responsibilities on the Executive Board on January 1st of the year following their election.

Section VII

The Directors of AYFC INC. will be appointed by a two thirds (2/3) vote of the Executive Board. The Directors will assume their responsibilities on January 1st of the year preceding their appointment. Each of the Directors terms will be for one (1) year ending December 31st. Any Director may be removed by a three fourths (3/4) vote of the Executive Board.

ARTICLE VI | Amendment of Bylaws

These Bylaws may be amended by one of the following methods at the discretion of the Executive Board:

These Bylaws may be amended by two thirds (2/3) vote of the membership at any membership meeting, provided that notice of intent to do so shall be published and distributed to all of the membership, two (2) weeks prior to the meeting date.

These Bylaws may be amended by a two thirds (2/3) vote of the verified ballots returned by mail from the membership providing the due date is three (3) full weeks after the amendments are mailed out.

ARTICLE VII | Rules & Regulations

The rules governing the tackle football and cheerleading programs, as well as members rules and regulations, are set by the Executive Board of AYFC INC. The Executive Board will acknowledge and hold firm any and all rules and policies set by the conference or league of which AYFC INC. is a member.

ARTICLE VIII | Fiscal Year

The fiscal year for the AYFC INC. shall be from January 1st through December 31st of each year.

ARTICLE IX | Parliamentary Authority

The rules contained in the Robert's Rules of Order shall govern the AYFC INC. in all cases in which they are applicable and in which they are not inconsistent with these Bylaws or special rules of order, which the AYFC INC. may adopt.

ARTICLE X | Order of Business

1. Call meeting to order
2. Reading and approval of minutes
3. Treasurer's report
4. Reading of communications
5. Reports and their disposal
6. Unfinished business
7. New business
8. Announcements
9. Programs
10. Anything for the good of the organization
11. Adjournment

ARTICLE XI | Nonprofit Status – Dissolution

This corporation does not afford pecuniary gain, incidentally or otherwise, to its members. Upon the dissolution of the corporation, the Executive Board shall, after paying or making provisions for payment of all liabilities of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organization organized and operated exclusively for charitable, educational, religious, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized or operated exclusively for such purposes.

ARTICLE XII | Equal Opportunity Policy

It is the policy of this corporation to provide equal opportunity to all persons without regard to race, age, religion, national origin, sex, handicap status, or veteran status.

ARTICLE XIII | Special Committees

Section I

The Executive Board shall have the authority to appoint any committee with a chairman for the operation of any activity.

Section II

If any activity becomes a permanent function of the AYFC, the Executive Board may recommend that it be added to the by laws at the end of the fiscal year.

ARTICLE XIV | Standing Committees

Section I

A. Public Relations

1. The committee shall be headed by a chairperson appointed by the newly elected President at the regular meeting in January of the new fiscal year.
2. The committee will be charged with the responsibility of delivering all the football and cheerleading teams and organization news to the newspapers, radio stations and other appropriate mass media.

Section II

A. Equipment Committee

1. The committee shall be headed by a chairperson appointed by the newly elected President at the regular meeting of the new fiscal year.
2. The equipment committee shall submit an estimated annual budget to the finance committee for new equipment needed with the recommendations from the Football Director and/or Cheerleading Director. They shall store, maintain and issue all equipment and keep current inventory of same.

Section III

A. Field Supervision Committee

1. The committee shall be headed by a chairperson appointed by the newly elected President at the regular meeting in January of the new fiscal year.
2. The field supervisor chairperson and his/her committee shall be in charge of the field preparation for all games and sideline security.

Section IV

A. Snack Bar Committee

1. The committee shall be headed by a chairperson appointed by the newly elected President at the regular meeting in January of the new fiscal year.
2. The committee shall be responsible for the maintenance and functioning of the snack bar during the said football and cheerleading season.
3. Security of said snack bar is the responsibility of the snack bar chairperson.

Section V

A. Finance Committee

1. The committee shall be headed by a chairperson appointed by the newly elected President at the regular meeting in January of the new fiscal year.
2. It will be charged with the responsibility for preparation of an estimated budget and recommendation of expenditures.
3. At the regular meeting in the month of the Executive Board's choice, to be announced on month prior, an estimated budget shall be submitted by the committee showing anticipated income and estimated expenditures for the coming year which will be open for discussion. Necessary changes shall be made and put to a vote at the meeting no later than July of that fiscal year.

4. The expenditures will be listed on the budget in order of priority established by the Executive Board upon recommendation of the committee due to the fact, if income is not achieved, the lesser important items can be considered at a later date.
5. Any emergency deviation from the budget shall be made with the recommendation of the Executive Board and the approval of at least one (1) member of the finance committee.
6. All monies collected will be turned over to the Treasurer for deposit in the bank approved by the AYFC. At each monthly meeting a financial report will be made available to the members attending the meeting showing actual figures. This report will be prepared by the treasurer.
7. Special meetings of the finance committee may be set up by the President and/or Treasurer as he/she deems it necessary.

Section VII

A. Fundraising Committee

1. The committee shall be headed by a chairperson appointed by the newly elected President at the regular meeting in January of the new fiscal year.
2. It will be charged with the responsibility of making a recommendation for fundraising to the Executive Board.
3. The committee will oversee all fundraising activities.
4. Shall submit estimated costs and expected profit for approval by the Executive Board.

Section VIII

A. Complaints Committee

The committee shall be established by the Executive Board each year for the purpose of finding facts and making recommendations regarding complaints filed against the AYFC INC. organization and it's members. The Executive Board will name the Chairperson of this committee. This committee shall upon receipt of a written complaint gather facts and interview witnesses. After the committee has reached a consensus, the committee will submit to the Executive Board for consideration a written recommendation containing the findings of the committee and the recommended remedy. Upon receipt of an official written complaint the committee will meet to gather facts and interview witnesses. The committee will review the facts and formulate a written report for the Executive Board. This written report will describe the committees finding of facts and will propose remedies or penalties to be considered by the Executive Board. This report will be presented by the chairperson at the next Executive Board meeting for action and will become a part of the minutes of the meeting.

ARTICLE XV | Removal of Members and Participants

The Executive Board shall have the authority to suspend from the activities of the organization any member or participant whose conduct is considered, by a simple majority of the Executive Board, to be detrimental to the best interest of the corporation.

ARTICLE XVI | Annual Report

An annual report will be prepared each January by the President of the organization. This report will contain as a minimum:

1. A description of the goals and accomplishments managed by the Executive Board over the past fiscal year.
2. A financial report for the fiscal year.
3. A list of newly elected Executive Board Members.
4. An application form for membership renewal.

The Executive Board will ratify the report at the January Executive Board Meeting. This report will be mailed to all members of the organization in the previous fiscal year.

ARTICLE XVII | Participation Football Teams

Section I

A. Participation shall be extended to youths of the age and weight specifications determined by the Sierra Youth Football & Cheer League, or any league in which AYFC participates.

B. Requirements:

1. All football players must have a physical examination from the current year and be declared physically sound by providing a signed statement by a physician.
2. All football players must submit a signed consent by his/her parent/legal guardian.
3. All football players must initially submit a birth certificate.

ARTICLE XVIII | Instructional Teams

Section I

All instructional team(s) may be formed upon recommendation of the football director. They will be under the control of the football director or his representative.

ARTICLE XIX | Pre and Post Season Activities Football

Section I

All pre and post season activities shall be directed by the Executive Board and supervised by the football director.

ARTICLE XX | Participation Cheerleading Squads

Section I

A. Membership shall be extended to all youth of the same age limits as the youth on the football teams.

B. Requirements:

1. All cheerleaders must have a physical examination from the current year and be declared physically sound by providing a signed statement by a physician.

ARTICLE XXI | Pre and Post Season Activities Cheerleading

Section I

All pre and post-season activities shall be directed by the Executive Board and supervised by the Cheerleading Director.

ARTICLE XXII | Coaches

Section I

All Head Coaches of the AYFC INC. must be a minimum of twenty-one (21) years of age. An Assistant Coach shall be a minimum of eighteen (18) years of age. A Mentor Coach shall be a minimum of sixteen (16) years of age. No person will be permitted to become a Head Coach, Assistant Coach, or a Mentor Coach in the AYFC INC. if that person has been convicted of any crime of child neglect, endangerment, or abuse. False or misleading information provided in the application will be grounds for immediate termination and dissociation from the AYFC INC..

Section II

A signed application must be submitted by each applicant regardless of prior participation or experience as a coach in the AYFC INC. or any other sports program. All coaches will be screened and prioritized by the Selection Committee. The Selection Committee shall present coaching candidates and staffs to the AYFC INC. Executive Board in regular session for its approval.

Section III

All Head Coaches, Assistant Coaches, and Mentor Coaches must complete a certification program approved by the Executive Board that shall focus on the fundamentals of coaching football and the use of basic first-aid for sports-related injuries.

Section IV

Head Coaches will receive direction from the Director of Coaches. The Head Coach is responsible for providing guidance to all coaches on his/her staff. Assistant Coaches receive direction from the Head Coach. Assistant Coaches may take over the responsibilities of the Head Coach at the discretion of the Head Coach or in his/her absence. Mentor Coaches receive guidance from the Head Coach or his/her designated assistants. Mentor Coaches shall never assume the responsibilities of the Head Coach in his/her absence.

ARTICLE XXIII | Volunteers

Section I

Volunteers of the AYFC INC. are individuals who have good moral character and are in accord with the purposes of the organization. Volunteers of the AYFC INC. include Executive Board members, Directors, coaches, voting members, parents of participants, and other individuals who receive no compensation for their services to the organization.

Section II

Security volunteers shall be a minimum of twenty-one (21) years old. All other volunteers shall be a minimum of sixteen (16) years old.

ADOPTION & RATIFICATION

The foregoing by-laws of the Antelope Youth Football and Cheer Association, consisting of Articles I through XVIII are hereby adopted and ratified as amended, and are made part of the permanent corporate records of the Antelope Youth Football And Cheer Association.

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ADOPTION & RATIFICATION

Names and Signatures of Directors:

Jeffrey Coley

Laura Abril

Heather Frederick

Berlyn Kamminga

Les Hale

Laura Holder

Jennifer Horsley

Sasha Kelly

DATE: January 19th, 2008

**Amendment to Bylaws of
ANTELOPE YOUTH FOOTBALL AND CHEER**

Hereby the following articles/and sections are amended or added to the Bylaws of ANTELOPE YOUTH FOOTBALL AND CHEER to state as follows:

ARTICLE II | Purpose

Section I

This corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

Section II

This corporation is a non-profit organization established with an objective to provide youth football and cheerleading program for children ages six to fourteen in the Antelope and surrounding community.

ARTICLE IV | Executive Board, Directors, Program Manager, Supervisors, and Staff

Section VIII

Directors shall not receive any compensation for their services, except that each director is entitled to receive from the corporation reimbursement of expenses incurred by the director in the furtherance of the corporation's business. Nothing contained in this Section shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for that service. The salaried individuals can not vote on their own compensation and the compensation decisions shall be made by the unrelated board members.

Section IX

The officers of the corporation shall not be eligible for any compensation.

ARTICLE XI | Nonprofit Status – Dissolution

Section I

No substantial part of the activities of this corporation shall be for propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on or behalf of, or in opposition to, any candidate for public office. 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 II

No part of the net earnings of corporation shall inure to the benefit of, or be distributable to, its 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 III

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts 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 distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section IV

In any taxable year in which the corporation becomes a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation

- a) Shall distribute its income for said period at such time and manner as not to subject to tax under Section 4942 of the Internal Revenue Code;
- b) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- c) Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- d) Shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code;
- e) Shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XXIV | Conflict of Interest and Compensation Approval Policies

Section I

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section II

(a) Interested Person.

Any director, principal officer, member of a committee with Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- b) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate the Board of Directors or committee decides that a conflict of interest exists.

Section III

(a) Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board of Directors or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and

reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section IV

The minutes of meetings of the Board of Directors and all committees with Board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision of the Board of Directors or committee as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section V

A voting member of the Board of Directors who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the Board or a duly constituted compensation committee of the Board shall also comply with the following additional requirements and procedures:

- (a) the terms of compensation shall be approved by the Board or compensation committee prior to the first payment of compensation.
- (b) all members of the Board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 - 1. is not the person who is the subject of compensation arrangement, or a family member of such person;
 - 2. is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
 - 3. does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
 - 4. has no material financial interest affected by the compensation arrangement; and
 - 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board or committee member.
- (c) the Board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 - 1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources
 - 2. the availability of similar services in the geographic area of this organization
 - 3. current compensation surveys compiled by independent firms
 - 4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- (d) the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation shall include:
 - 1. the terms of the compensation arrangement and the date it was approved;
 - 2. the members of the Board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each Board or committee member;
 - 3. the comparability data obtained and relied upon and how the data was obtained;

4. If the Board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board or committee shall record in the minutes of the meeting the basis for its determination.
5. If the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board or committee meeting.
6. any actions taken with respect to determining if a Board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
7. The minutes of Board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board or committee meeting or 60 days after the final actions of the Board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board or committee meeting following final action on the arrangement by the Board or committee.

Section VI

Each director, principal officer, and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section VII

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section VIII

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

Adoption of the Amendment

This amendment to Bylaws, consisting of preceding nine pages, has been adopted by the vote of a majority of the number of Directors at a meeting of the Board of Directors of ANTELOPE YOUTH FOOTBALL AND CHEER held on May 6th, 2008.

Names and Signatures of Directors:

Jeffrey Coley

Heather Frederick

Les Hale

Laura Holder

Sasha Kelly

Laura Abril

Berlyn Kamminga

Jennifer Horsley