

Union Youth Football Association Bylaws.

The following are the Bylaws set forth by the Union Youth Football Association (UYFA) as adopted by the Board.

ARTICLE I – NAME

Section 1.01 The name of this organization shall be Union Youth Football Association (UYFA).

ARTICLE II – PURPOSE

Section 2.01 The purpose of the UYFA shall be to promote the education of and dissemination of knowledge and training about tackle football among interested players, player’s parents or guardians, coaches, and other interested persons, in an atmosphere of mutual respect and encouragement. The main organizational focus will be on tackle football oriented toward grades three (3) through seven (7) inclusive (major grades), with ancillary attention given to grades one (1) and two (2) (Mighty Mites).

ARTICLE III – OFFICES

Section 3.01 – Principal Office. The principal office for the transaction of the business of the UYFA shall be established by resolution of the Board of Directors (hereinafter called the “General Board”). The General Board is granted full power to change the principal office from one location to another.

Section 3.02 – Other Offices. The UYFA may establish an office or office(s) at other locations within or without the State of Oklahoma, as the General Board may from time to time determine or as the business of the UYFA may require.

ARTICLE IV – MEMBERS/MEMBER'S MEETINGS

Section 4.01 – Eligibility. Any person residing within the boundaries of Independent [School District #9](#) (Union Public Schools) who is willing to comply with and follow the Members Rules and Regulations of the UYFA may become a member. Membership is established by payment of the annual registration/ participation fee or by being awarded a scholarship or fee waiver by a majority vote of the General Board. Non-residents may participate by making written application to the General Board, by providing a written release from their respective district’s youth football organization, and paying the annual registration participation fee.

Section 4.02 – Membership Termination. Any member may be removed for misconduct by a vote of two-thirds (2/3) of the members. Any member may resign by written resignation mailed to the remaining members or filed with the Secretary of the UYFA.

Section 4.03– Annual Meetings. The annual meeting of the UYFA members for purpose of electing officers, grade representatives, and for transacting other proper business shall be held in the month of December at such time and place as the General Board shall determine by resolution. One or more additional general membership meetings may be held prior to the annual player registration for the purposes of parent orientation and transaction of other proper business that may come before the meeting.

Section 4.04– Special Meetings. Special meetings of the UYFA may be called at any time by a majority of the General Board. The General Board shall call a special UYFA meeting when furnished with a written request of the majority of UYFA members eligible to vote. The purpose of the special meeting shall be included in the written request and no business other than that specified in the written request shall be covered at the special meeting.

Section 4.05– Meeting Places. Any and all special meetings shall take place at a location determined by the General Board within the City of Tulsa or City of Broken Arrow.

Section 4.06– Meeting Notification.

A. Written notification of special meetings shall be transmitted in person, via the United States mail, facsimile (fax) machine, or by electronic mail (email). Notification shall be not less than ten days nor more than sixty days prior to the meeting. If notice is sent via the United States mail, notice is given when deposited in the United States mail, postage prepaid, and directed to the member’s address as it appears on the records of the UYFA. If sent via fax or electronic mail the fax or electronic mail timestamp on said transmission shall constitute notice, when sent to an electronic mail address as it appears on the records of the UYFA. An affidavit of the Secretary or an Assistant Secretary of the UYFA that notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

B. Notification of meeting is not required to be given to any member who has waived such notice and such notice shall be deemed waived by any member attending such meeting in person except for the expressed purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.07– Quorum. The presence of a majority of UYFA members entitled to vote or, in the absence of a majority of UYFA member entitled to vote, ten UYFA members entitled to vote shall constitute a meeting quorum for the transaction of business at any meeting of the members of the UYFA. After a quorum is established, a smaller number of members may be adjourned from time to time.

Section 4.08– Voting.

A. Each member shall be entitled to one (1) vote in person on the matter in question.

B. At any meeting of the members all matters, except as otherwise provided in the By-laws or by law, shall be decided by the vote of a majority in the voting interest of the members present and entitled to vote thereat and thereon, a quorum being present. The vote at any meeting of the members on any question need not be by written ballot unless so directed by the Meeting President. Voting may also be carried out by solicitation of votes via ~~phone or~~ email with the results of said vote being made available to the Secretary for inclusion in the minutes of the next board meeting.

Section 4.09– Meeting President and Secretary. The President or in the President’s absence the most senior Board member shall preside over the meeting, with the UYFA secretary serving as meeting secretary. The meeting President shall appoint a meeting Secretary if the UYFA secretary is absent.

Section 4.10– Memorandum of Consent. Any action taken by vote of the members at any annual or special meeting may be effected by consent in writing of such members.

ARTICLE V – GENERAL BOARD OF DIRECTORS

Section 5.01 – General Powers. The property, business, and affairs of UYFA shall be managed by and under the direction of the General Board.

Section 5.02 –The UYFA General Board shall have eleven members consisting of the following:

Officers

- a) President
- b) Executive Vice President - Registration
- c) Vice President - Finance
- d) Vice President - Legal/Insurance
- e) Treasurer
- f) Secretary

Grade Representatives

- g) Third Grade Representative(s)
- h) Fourth Grade Representative(s)
- i) Fifth Grade Representative(s)
- j) Sixth Grade Representative(s)
- k) Seventh Grade Representative(s)

If more than one (1) Grade Representatives are appointed to serve for one (1) grade, only one (1) Grade Representative from each respective grade shall have a vote on matters brought before the General Board. The President shall designate which representative shall vote in each respective grade.

Head coaches and assistant coaches are eligible to serve on the General Board.

5.03 – Resignations. Any General Board member may resign at any time by giving written notice to the Board or to the Secretary of the UYFA. Any resignation will become effective immediately upon receipt and does not require acceptance to be effective.

5.04 – Vacancies. Any vacancy in the General Board regardless of the circumstances causing the vacancy may be filled by a majority vote of the remaining General Board members. A quorum of the remaining General Board does not need to be present. Each General Board member chosen in this fashion shall fill the remaining term of the vacant General Board member.

5.05 – Meeting Place. The General Board may hold any of its meetings at locations inside ~~or outside of~~ Oklahoma as the General Board may designate. General Board members may participate in any regular or special General Board meeting by conference call or by Internet chat, provided that all members can hear or read. This type of participation shall be the same as physical presence at the meeting.

5.06 – Regular Meetings. The General Board shall meet regularly at such times as designated by the President or by resolution of the General Board. Any business may be transacted at meetings where a majority all of the General Board members are in attendance. Notice of regular meetings need not be given.

5.07 – Special Meetings.

A. Special meetings of the General Board may be called at any time by the President of the General Board or by any three directors to be held at the principal office of the UYFA, or at such place or places, within or without of the State of Oklahoma, as the person or persons calling the meeting may designate. Unless otherwise noted the meeting notice, any business other than the approval of contracts with another UYFA or party (or subsidiary thereof), and actions taken with respect to salaries, compensation, and other payments to be paid to, or contracts made with, a Director or executive office, may be transmitted at any special meeting. At any meeting at which all Directors shall be present, even without notice, any business may be transacted.

B. Notice of all special meetings of the General Board shall be given to each Director by United States mail, facsimile (fax), telephone, or electronic mail. Notice by mail shall be postmarked at least four days in advance of the meeting date, or four hours if by fax, electronic mail, or by telephone. Such notice may be waived by any director and any meeting shall be a legal meeting without notice having been given if all the Directors shall be present thereat if those not present shall, either before or after the meeting sign a waiver of notice or a consent to, such a meeting, or shall after the meeting, sign the approval of the minutes thereof. All such waivers, consents, or approvals shall be made part of the minutes of the meeting.

5.08 – Quorum and Manner of Acting. Except as otherwise provided by law, the presence of a majority of the authorized number of Directors shall be required to constitute a quorum for the transaction of business at any meeting of the Board, and all matters shall be decided at any such meeting, quorum being present, by the affirmative votes of a majority of the Directors present. After a quorum is established, a smaller number of Directors may adjourn from time to time. The Directors shall act as a Board, and the individual Directors shall no power as such.

5.09 – Removal of Directors. At any General Board meeting specifically designated for that purpose, any Director of the UYFA or Spirit Co-Leader or Spirit Interim Leader may be removed by a two-thirds vote of all Directors currently on the General Board. Any such Director shall be entitled to at least ten days-notice in writing, by United States mail, of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

5.10 – Action by Consent. Any action required or permitted to be taken at any meeting of the General Board or of any committee thereof may be taken without a meeting if a written consent thereto is signed by all members of the General Board or such a committee, as the case may be, and such written consent is filed with the minutes of proceedings of the General Board or such committee.

5.11 – Compensation. Individual General Board members shall not receive any compensation for their services. However, the General Board may approve reimbursing individuals for direct operation expenses incurred on behalf of the organization. Expenses of attending General Board meetings shall not be reimbursable.

5.12 – Committees. A. The General Board may, by resolution passed by a majority of the whole General Board, designate one or more committees. Any such committee, to the extent provided in the resolution of the General Board, shall have and may exercise all powers authority of the General Board in the management of the business and affairs of UYFA, and may authorize the seal of the UYFA to be fixed to all papers which require it. No committee shall have power or authority to amend the By-laws, encumber property or assets of the UYFA, or to enter into contracts on behalf of the UYFA. Any such committee shall keep written minutes of its meetings and report the same to the Board at the next regular General Board meeting. The President of the General Board shall also have the authority to designate one or more committees, as he or she shall deem

necessary. Committees designated by the President shall be governed by the same rules as those governing committees designated by General Board resolution as described earlier in this section.

B. Except as may be otherwise ordered by the General Board of Directors, the President of the General Board shall appoint the members of all special or other committees or standing committees of the Board with the exception of the Finance Committee. The President of the General Board shall be an ex-officio member of all standing committees. The committee members shall be members of the UYFA.

In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at a meeting in the place of any such absent or disqualified member.

The following are the standing committees of the UYFA:

1. Executive Committee (Executive Board). This committee is composed of the officers of the UYFA. The Executive Board shall meet at the call of the President or Executive Vice President or any two officers of the UYFA between regularly scheduled meetings of the Board. Three members of the Executive Committee shall constitute a quorum for the transaction of business by the Executive Board. The President or in the President's absence, the Executive Vice President shall serve as committee chair. The Executive Board shall have power to authorize expenditure of funds on behalf of the UYFA.

2. Finance Committee. There shall be a Finance Committee whose responsibilities shall include fact finding for the General Board on matters relating to the financial administration of the UYFA, preparation of the annual budget for presentation to the Board, and for arranging an annual audit of the books, financial statements, filing of local, state, and federal tax returns as required by law, and financial controls of the UYFA. The committee shall establish the policy by which funds of the UYFA shall be deposited, withdrawn, and invested, and policy on bank selection. These policies and supporting procedures shall be published and made available to the General Board. The Vice President – Finance, Treasurer, and one other member of the Board shall serve on this committee. The Vice President – Finance shall serve as chair of the committee.

3. Coaches Board. There shall be a Coaches Board consisting of at least one head or assistant coach from each of the major grades and any other persons that the President may designate. The President shall be the chair of this committee. This committee will interview all head-coaching candidates and make recommendation to the General Board as candidates to accept as a head coach. The President and the committee shall also make themselves available to hear disputes between coaches and parents.

Dismissal of Coaches

Coaches may be relieved of their head coaching duties with or without cause.

4. Community Service Committee. There shall be a Community Service Committee chaired by the Executive Vice President, with at least two other members appointed by either the General Board or the President. This committee shall make recommendation for the disbursement of funds as scholarships for college-bound students, Christmas-time toy distribution to pediatric patients of area hospitals, and other community-building projects.

5. Spirit Committee. There shall be a Spirit Committee chaired by the Spirit Co-Leader of Operations, and Spirit Co-Leader of Finance and Registration. The Spirit Co-Leader of Operations and Spirit Co-Leader of Finance and Registration, and the Spirit Interim Leader shall each be selected by the President of UYFA and

voted on by the General Board. To be considered for the position of Spirit Co-Leader of Operations or Spirit Co-Leader of Finance and Registration, the candidate must have served previously as the Spirit Interim Leader. The respective duties of each of these positions shall be as follows:

A. Spirit Co-Leader of Operations – Shall be responsible for setting up and managing camps, setting teams, facilities, and uniforms. The Spirit Co-Leader of Operations shall present a report to the UYFA Board at the first regularly scheduled meeting of each year of items that the Spirit Committee anticipates participating in for the coming year and a proposed budget.

B. Spirit Co-Leader of Finance and Registration – Shall be responsible for registration, payroll, and fundraisers.

C. Spirit Interim Leader – One (1) position for training purposes for eventual placement as a Spirit Co-Leader.

Other provisions that apply to Spirit Committee only:

1. Uniforms – All uniforms will be purchased by the parents and will not be funded by UYFA.
2. Camp Apparel – All camp apparel will be purchased directly from an approved vendor of the UYFA and paid for by the participating parents and will not be funded by UYFA.
3. Fundraisers – All fundraisers must first be approved by the UYFA General Board and then be approved by the Spirit Co-Leader of Finance and Registration.

6. Interested Directors. A. No Director shall vote on a question in which such Director is interested, except the election of a President or other officer or of members of any Committee of the General Board. No contract or other transaction of the UYFA shall be affected or invalidated in any way by the fact that any of the Directors of the UYFA are in anywise interested in or connected with any other party to such contract or transaction, or are themselves parties to such contract or transaction. The Directors shall fully disclose such interest or connection to the General Board at the meeting at which such contract or transaction is authorized or confirmed. The contract or transaction must be deemed fair to the UYFA at the time authorized or confirmed by the General Board. A majority of non-interested directors must be present and voting at the meeting where contract/transaction approval is given. No vote shall be disqualified because of interest in the contract or transaction.

B. No contract or other transaction between the UYFA and any other UYFA shall be affected by the fact that any of the Directors of the UYFA are interested in or are directors or officers of such other UYFA, if such contract or transaction be made, authorized, or confirmed by the General Board in the manner provided in the preceding paragraph, or by committee of the UYFA having the requisite authority, by vote of a majority of the members of such committee not so interested; and any Director individually may be party to or may be interested in any contract or transaction of the UYFA, provided that such contract or transaction shall be approved by the General Board or by any Committee of the UYFA having the requisite authority, in the manner herein set forth.

C. The General Board, in its discretion, may submit any contract or act of the General Board or of any committee for approval or ratification at any annual meeting of the members, or at any special meeting of members. If a special meeting is called for the purposes, all or in part, of approval or ratification of a contract or General Board action by the members, the special meeting notice shall so state this.

D. Any director of the UYFA may vote upon any contract or other transaction between the UYFA and any subsidiary UYFA without regard to the fact that such a person is also a Director of such subsidiary UYFA.

ARTICLE VI – OFFICERS

Section 6.01 – Officers. The officers of the UYFA shall be a President, an Executive Vice President – Registration, Vice President – Finance, Vice President – Legal/Insurance, a Secretary, and a Treasurer, such other officers as may be elected, from time to time, by the General Board. The President shall have general supervision, direction, and control, of the officers, grade representatives, coaches, employees, volunteers, business, and affairs of the UYFA, unless directed otherwise by the General Board. To become an officer of the UYFA you must have a child enrolled in Union Public Schools. Additionally, to hold a position as a UYFA Vice President, you must have served the previous year as an UYFA Grade Representative. To hold a position as the UYFA President, you must have served the previous year as an UYFA Vice President.

Section 6.02 – President. The President shall exercise the duties as customarily pertain to the office and shall have general and active supervision over the property, business, and affairs of the UYFA, and over its other officers, grade representatives, coaches, employees, and volunteers. The President may discharge officers, agents, or employees, except officers elected by the General or Executive Board. The President may sign, execute and deliver, in the name of the UYFA, powers of attorney, contracts, bonds, and other obligations. The President will determine the number of teams from the May spring enrollment and communicate this information to the members by newsletter no later than the end of June.

The President shall have the following guidelines to consider for team formation:

Grades 3 and 4: No more than 24 players and not less than 20. Grades 5 through 7: No more than 28 players and not less than 22

The President shall consider the minimum play rule as established by the Indian Nations Football Conference (INFC) when setting team numbers, realizing that the higher the minimum play rule, the more benefit to having fewer people on the team.

The President shall enforce the following rules:

A protected player shall not be considered officially protected until the signed protection form is on file in the UYFA office. Possession of the signed form by either the appropriate Grade Representative or President shall be considered as being filed with the UYFA office. The number of protected players per team shall be governed by the rules set forth by the INFC.

Any player may return to the draft provided that he has filed a completed request with the UYFA office prior to the beginning of the combine. Possession of the signed form by either the appropriate Grade Representative or President shall be considered as being filed with the UYFA office.

In the event the President must reduce team numbers in grade (due to low enrollment), the President with the advice of the Coaches Board, shall consider the following, the number of players returning to each team, competitiveness of each team in the INFC, available coaches, impact on all teams of a reduction, as well as any other relevant factor. After considering these factors, with the advice of the Coaches Board, the President will determine which team shall be subject to dissolution. All players on a dissolved team shall be returned to the draft.

The President shall perform such other duties as may be prescribed by the General Board or the Bylaws.

0-pSection 6.03 Executive Vice President. The Executive Vice President (EVP) shall act in the absence of the President with the same power and authority. The EVP shall be responsible for coordinating the spring sign-ups including publicity, medical personnel, facilities, for dissemination of sign-up forms to the appropriate parties, and for making grade counts available during the time when sign-ups are being taken. The EVP shall be the chair of the Community Service Committee and shall perform other duties as directed by the President.

Section 6.04 Vice President – Finance. The Vice President – Finance (VPF) shall be responsible for those duties specified section 5.12, Item 1 (Finance Committee), plus other duties as directed by the President.

Section 6.05 Vice President – Administrative. The Vice President – Administrative (VPA) shall be responsible for securing annual quotations on general liability insurance for the Officers, Grade Representatives, coaches, employees, volunteers, and spectators and for insurance to cover injury to the players participating in the games. The VPA shall be responsible for ensuring that Certificate of Insurance is filed with the Athletic Department of Independent School District 9 prior to the commencement of any game or practice. The VPA shall be responsible for securing legal services for those UYFA matters requiring an attorney, plus other duties as directed by the President.

Section 6.06 Secretary. The Secretary shall keep the minutes of all meetings of the members of the General Board and Executive Board, and to the extent ordered by the President, the minutes of the meetings of all committees. The Secretary shall give notice of special meetings of the General Board. The Secretary shall have custody of the Corporate Seal, which shall bear the corporate name and incorporation date, and general charge of the documents, papers, and records of the UYFA. The Secretary may sign and execute contracts with the President or other officers, affix the UYFA seal to said documents, and perform other duties customarily assigned to the office.

Section 6.07 Treasurer. The Treasurer shall have general custody of the funds and securities of the UYFA and have general supervision, under supervision from the VPF, of the collection and disbursement of UYFA funds. The Treasurer shall endorse on behalf of the UYFA for collection, checks, notes, and other obligations, and shall deposit said items in a designated bank or banks. The Treasurer may sign with the President or other officers all bills of exchange or promissory notes of the UYFA. The Treasurer shall keep accurate entries of all receipts and disbursements of all monies received by the UYFA. The Treasurer shall be prepared to present to the General Board a balance sheet and income statement at all regular meetings and to make these two financial statements available to the President upon request. The Treasurer shall perform such duties as designated by the President.

Section 6.08 Assistant Secretaries and Treasurers. The Executive Board may appoint one or more assistant secretaries or treasurers as needed.

Section 6.09 Subordinate Officers. The General Board or President may appoint such other officers as the business of the UYFA may deem necessary.

ARTICLE VII – CONTRACTS AND BANK ACTIVITY

Section 7.01 Contract Execution. No officer or other UYFA agent may execute any legal instrument in the name of the UYFA unless given that authority by the General Board.

Section 7.02 Checks, Drafts, Deposits, and Banks. These items and entities shall be dealt with as prescribed in Section 5.12, Item 2 – Finance Committee.

ARTICLE VIII – INDEMNIFICATION

Section 8.01 Actions or Suits. The UYFA shall indemnify any person party to or threatened to be made party to any lawsuit, when that person is performing as an authorized agent of the UYFA and when that person was acting in good faith and in a manner that he or she believed to be in the best interests of the Association, and had no reason to believe the person's conduct was unlawful. Indemnification shall be for attorney's fees, judgments, and fines. An entering of a no contest (nolo contendere) plea shall not affect the indemnification in any way. The fact that said person is no longer affiliated with the UYFA shall not affect their eligibility for indemnification in any way.

Section 8.02 Determination of Right of Indemnification. Eligibility for indemnification under section 8.01 shall (unless ordered by the court) be made only by majority vote of the General Board.

ARTICLE IX – NET EARNING PROHIBITIONS, AND DISTRIBUTION UPON DISSOLUTION, FISCAL YEAR

Net earning are to be distributed according to Section 501(c) of the IRS Code of 1986 or corresponding section of any future Federal tax code.

Upon dissolution of the UYFA, assets shall be distributed in accordance with Section 501 (c) of the IRS Code of 1986 or future corresponding Federal tax code. The fiscal year shall end December 31.

ARTICLE X – INSPECTION OF THE CORPORATE BOOKS, AMENDMENTS

Section 10.01 Inspection of the Corporate Books. The General Board from time to time shall determine the extent, times, and places, and under what conditions the Corporate Books shall be open to inspection. *No member shall have any right to inspect any UYFA account, book, or document except by statute or by authorization of the General Board.*

Section 10.02 Amendments. Amendments to the existing Bylaws can be made at any General Board meeting by a 2/3 vote of the Directors present at said meeting, provided that the amendment is submitted in writing at a prior General Board meeting. The Bylaws of the UYFA shall be subject to change only by action of the General Board.