

MISSISSIPPI VALLEY YOUTH FOOTBALL LEAGUE

BYLAWS

ARTICLE I NAME AND OFFICE

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

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

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

ARTICLE II PURPOSES

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

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

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

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

D. To promote good sportsmanship by reminding parents and spectators that this is a game for our youth, the focus of the league is to develop athletes with the skills and habits to set them up for success at the high school level, and that parents are vital partners in helping instill good sportsmanship in our youth.

ARTICLE III ASSOCIATION MEMBERSHIP

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

A. Eligibly is defined as a 501c3 entity with adequate insurance coverage, a Representatives, a bank account maintaining no less than \$1,000 balance, and a home field that meets all requirements listed in the Rules and Regulations.

3.2 New Organizations. The affirmative vote of two-thirds (2/3) of the Organizations shall be required for the admission of any additional Organizations. New Organizations shall serve 1 year of probation, cannot host any playoff or super bowl games, and must pay a one-time \$500 entry fee.

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

3.4 Classes of Organizations. The Association shall have one class of membership (Organization).

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

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

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

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

3.9 Transfer of Association Status. Status in the Association is not transferable or assignable and may not be pledged in any manner by Organizations.

3.10 No Organization Certificates. No Organization certificates of the Association shall be required.

ARTICLE IV MEETINGS OF THE ORGANIZATIONS

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

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

4.3 Place of Meetings. The Representatives may designate any place as the place of meeting for any annual meeting or for any special meeting of Organizations called by the Representatives. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Association in the State of Illinois or such location as noted in the call of the meeting; provided that such meeting shall be at a location in an Illinois county where a Member Organization is registered.

4.4 Notice of Meetings. Written notice stating the place, date, and hour of any meeting of Organizations shall be delivered to each Organization entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of such meeting, or, in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

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

4.6 Fixing of Record Date. For the purpose of determining the Organizations entitled to notice of or to vote at any meeting of Organizations, or in order to make a determination of Organizations for any other proper purpose, the Representatives of the Association may fix in

advance a date as the record date for any such determination of Organizations, such date in any case to be no more than sixty (60) days and, for a meeting of Organizations, not less than ten (10) days, or in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, not more than sixty (60) days and not less than twenty (20) days before the date of such meeting. If no record date is fixed for the determination of Organizations entitled to notice of or to vote at a meeting of Organizations, the date on which notice of the meeting is delivered shall be the record date for such determination of Organizations. When determination of Organizations entitled to vote at any meeting of Organizations had been made, such determination shall apply to any adjournment of the meeting.

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

ARTICLE V REPRESENTATIVES AND EXECUTIVE SUBCOMMITTEE

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

5.2 Representatives. Each additional Organization whose team is approved for membership in the Association shall be granted up to five (5) Representatives for the following fiscal year so long as such additional Organization remains a member of the Association. The five (5) positions will include a Primary, Secondary, and three alternates with voting rights in that order. The Representatives to represent each Organization will be appointed by that member Organization.

5.3 Term. All Representatives shall serve from January through January of the then current year or until his or her death, resignation, or removal in the manner hereinafter provided.

5.4 Executive Subcommittee. The Executive Subcommittee shall consist of a President, Vice President, Treasurer and Secretary who shall be elected by the Representatives from their Organizations and are collectively referred to as “Officers”. The Executive Subcommittee shall operate and make the day-to-day decisions for the Association subject to the directives of the Representatives. No Representative can hold more than one (1) position on the Subcommittee. No one (1) Organization can hold multiple positions on the Subcommittee. Bylaws specific to the Officers are details in Article VI.

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

5.6 Special Meetings. Special meetings of the Representatives may be called by or at the request of the president or any two (2) directors. The persons or persons authorized to call

special meetings of the Representatives may fix any place as the place for holding any special meetings of the Representatives called by them.

5.7 Notice. Notice of any special meeting of the Representatives shall be given at least two (2) days previous thereto by written notice to each director at his or her address as shown by the records of the Association except that no special meetings of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least twenty (20) days prior to such meeting. Notice of any special meeting of the Representatives may be waived in a writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

5.8 Quorum. A majority of the then serving Representatives, in addition to the President or Vice President, shall constitute a quorum for the transaction of business at any meeting of the Representatives, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

5.9 Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Representatives unless the act of a greater number is required by statute, these Bylaws, or the Articles in Incorporation.

5.10 Vacancies. Any vacancy occurring in the Representatives shall be filled by the Organization whose board seat is then vacant.

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

5.12 Informal Action by Directors. The authority of the Representatives may be exercised without a meeting if a consent in writing, setting forth the action taken, is approved by majority of the directors entitled to vote.

5.13 Presumption of Assent. A director of the Association who is present at a meeting of the Representatives at which action on any Association matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file her or her written dissent to such action with

the person acting as the secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a director who voted in favor of such action.

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

ARTICLE VI OFFICERS

6.1 Officers. All officers shall be members of the Representatives. The officers of the Association shall be a president, vice president, a treasurer, a secretary, and such other officers as may be elected or appointed by the Representatives by resolution. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Representatives.

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

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

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

6.5 Vice-President. The vice-president shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him or her by the president or the Representatives. In the absence of the president or in the event of his or her inability or refusal to act, the vice-president shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association or a different mode of execution is expressly prescribed by the Representatives or these Bylaws, the vice-president may execute for the Association any contracts, financial instruments, or other documents which the Representatives has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Association and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Representatives, according to the requirements of the form of the instrument.

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

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

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

6.9 Compensation. All officers shall serve without compensation.

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

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

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

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

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

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

ARTICLE VIII BOOKS AND RECORDS

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

ARTICLE IX SEAL

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

ARTICLE X WAIVER OF NOTICE

10.1 Waiver of Notice. Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of

Incorporation or these Bylaws, a waiver thereof in writing, signed by the organization, person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XI ORGANIZATION’S FINANCIAL RESPONSIBILITIES

11.1 Application Fee. Each new Organization making application to the Association for membership shall be required to pay a non-refundable fee of Five Hundred Dollars (\$500) to the Association.

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

11.3 Additional Fees. Any material new, additional, or unforeseen fees need to be approved by the Representatives.

ARTICLE XII EXPRESS LIMITATION ON LIABILITY

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

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

Effective date: _____, 2025.

President

Vice President

Secretary

Treasure

Alton Primary

Belleville Primary

Collinsville Primary

Edwardsville Primary

Granite City Primary

Highland Primary

Jerseyville Primary

Mascoutah Primary

O’Fallon Primary

Troy Primary

DEFINITIONS

Association – Mississippi Valley Youth Football League

Organization – Members of the Association

Representatives – Members of the Organizations appointed by the Organizations to represent the Organizations.

Executive Subcommittee – Consists of the Association’s President, Vice President, Secretary and Treasurer. Also referred to collectively as “Officers”.