

REVISED March 2010

BY-LAWS
OF
ARVADA MIDGET FOOTBALL ASSOCIATION, INC.

ARTICLE I

Name

Section 1. Name and place of business. The name of this Corporation shall be the Arvada Midget Football Association, Inc. The principal place of business of the Corporation shall be located in the County of Jefferson, State of Colorado.

Section 2. Corporation not-for-profit. This shall be a Colorado not-for-profit Corporation in accordance with the Colorado Non-profit Corporation Act. No dividends shall be paid and no part of the income or profits of the Corporation shall be distributed to its members, directors, or officers. The Corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, and may confer benefits upon its members in conformity with the purposes of the Corporation.

ARTICLE II

Membership meetings

Section 1. Place. All meetings of the membership shall be held in such place within or without the State of Colorado as shall be determined from time to time by the Board of Directors and the place at which said meeting shall be held shall be stated in the call for such meeting.

Section 2. Annual Meeting. The annual membership meeting of the Corporation shall be held in December of each year.

Section 3. Regular Meetings. Regular meetings of the membership shall be held at established times and places as the Board of Directors shall determine.

Section 4. Special meetings. Special meetings of the membership may be called by the President at any time, or upon request of two (2) or more members of the Board of Directors, or by 20 percent of the general membership, provided three (3) days written notice is given unless waiver of said notice is received.

Section 5. Voting. Each member present at any membership meeting shall have one vote on each matter presented to the membership for action, with the President voting only in case of a tie vote. Said voting may be conducted by voice vote, email, or paper ballot.

Section 6. Order of business. At all meetings of the membership, the order of business shall be as follows:

- a. Calling the meeting to order
- b. Approval of minutes of last meeting
- c. Election of officers, if necessary
- d. Reports of committees
- e. Miscellaneous business

Section 7. Quorum. A quorum of the Corporation shall consist of the eligible voting membership present. A majority of those present shall govern, unless otherwise specifically provided.

ARTICLE III

Membership

Section 1. Classification.

- a. The voting membership of this organization shall consist of those directors then in office and the team managers of record on the date of the meeting.
- b. In the event any team manager resigns at the end of the playing season, the coach for said team shall represent the team as the team manager and shall have voting membership until the next team meeting, at which time a new team manager will be selected.

Section 2. Qualifications. All Team Managers must either be the parent or the guardian of a child in the program and have paid player's fees current to the date of the meeting. Team Managers may not be coaches on the staff of the team they represent. Spouses, children, or other direct relatives of the Head Coach may not serve as a Team Manager.

Section 3. Duties. Members **shall** perform any reasonable service required.

Section 4. Suspension of members. The membership, by two-thirds (2/3) affirmative vote at any duly constituted meeting, shall have the authority to suspend any member thereof whose conduct is considered as detrimental to the best interests of the Corporation.

ARTICLE IV

Board of Directors and Meetings

Section 1. Powers. The management of all the affairs, property and interest of the Corporation shall be vested in the Board of Directors. In addition to the powers of authority conferred upon said Board of Directors by the Articles of Incorporation of the Corporation, and by the laws of the State of Colorado, the Board of Directors shall exercise all powers and do all such lawful acts and things as are not by statute or by the Articles of Incorporation required to be done and performed by the members; provided, however, that the Board of Directors shall not take any action in contravention of the By-Laws of said Corporation until and unless the same have been duly amended.

In addition to such powers as are conferred above and by the laws of the State of Colorado, the Board of Directors are specifically charged with the following duties:

- a. To review, approve, reject or amend, as may be necessary, a yearly budget for the Corporation as the same shall be presented by the officers of the Corporation.

In addition, any special appropriations, which may arise during the course of the year, shall require Board of Directors approval. The Board of Directors may disperse funds from the corporate treasury, pursuant to annual budget, as amended, without further approval.

b. All appointments of agents and employees of the Corporation shall be subject to approval by the Board of Directors. In addition, the Board of Directors may delegate any specific authority necessary for the management of the business of the Corporation to said agents or employees under the laws of the State of Colorado.

c. To adopt the initial official playing rules and regulations of the Corporation.

d. To establish and enforce the collection of Player's fees for participating players.

Section 2. *Number and term.* The initial Board of Directors shall consist of fourteen (14) individuals, and thereafter, the Board of Directors shall consist of seven (7) individuals. Directors shall serve for one (1) year terms and may be re-elected or reappointed pursuant to these provisions. The membership may increase or decrease this number, or change the composition thereof, by majority vote, at any duly constituted meeting.

Section 3. *Classification of Directors.* The Board of Directors shall consist of three categories: (1) Officers elected by the membership; (2) the immediate past president, and; (3) those directors appointed by the president with the approval of the elected officers. The categories of directors shall be compiled as follows:

Officers Elected by the Membership

President
First Vice President
Second Vice President
Treasurer

Immediate Past President

The Immediate Past President

Appointed Directors

Equipment Manager
Assistant Equipment Manager
Field Manager
County Representatives
North Jeffco Representatives
Sponsor/Team Parent Coordinator
Two Grade Group Coordinators (minimum)
Secretary

Section 4. *Qualifications.* To be qualified for election or appointment to the Board of Directors, an individual must demonstrate an interest in the purposes of the Corporation.

Section 5. *Meetings.* Regular meeting of the Board of Directors shall be held at such time and place, as the Board of Directors shall determine. Special meetings of the Board of Directors may be called by the president or two (2) members of the Board of Directors upon oral or email request to the president.

Section 6. Annual meeting. The annual meeting of the Board of Directors shall be held in January of each year.

Section 7. Quorum. A simple majority of the whole number of the Board of Directors shall be necessary to constitute a quorum for the transaction of business.

Section 8. Compensation. No salary shall be paid to the directors for their services unless approved by the Board of Directors.

Section 9. Removal of Directors. A member of the Board of Directors may be removed from office by a resolution to that effect, duly adopted by a two-thirds (2/3) affirmative vote of the membership present and voting in duly constituted meeting of the Corporation called for that purpose.

Section 10. Filing of vacancies. All vacancies occurring in the Board of Directors shall be filled by the president of the Corporation with the approval of the elected officers in the Corporation for the unexpired term of such member; however, in the event the vacancy is that of an officer, an election shall be held by the Board members to select a new officer(s) to fill the unexpired term of such former officer. Said election shall be conducted at either a special, regular, or annual meeting of the members of the Board of Directors.

Section 11. Dual capacities. With Board of Director approval, the president may appoint an elected officer to also serve as an appointed director. The president shall also be permitted to appoint one person to perform the duties of two appointed director positions. In such an event, said director shall only have one vote as a direct and member.

Should the president be re-elected as an officer or appointed to the Board of Directors, he shall only have one vote as a director and member.

ARTICLE V

Elected Officers

Section 1. Required Officers. The officers of this corporation shall consist of a president, two vice presidents and treasurer.

Section 2. Term of office and succession. Each officer shall hold office for the fiscal year for which he is elected, or until his successor is elected to take office, or until he is terminated pursuant to Article V, Section 6.

Section 3. President. The President shall act as the executive officer and shall preside at all meetings of the members of the Board of Directors; he shall also have such powers and duties as may properly belong to his office or shall be prescribed by the Board of Directors of the Corporation; he shall appoint all standing and special committees, and Appointed Directors listed in Article IV, Section 3, such appointments to be concurrent with the term of president. The president shall be a voting member of the Board of Directors.

Section 4. Vice Presidents. There shall be two (2) vice presidents serving under the direction and control of the president. One of the vice presidents shall be designated the First Vice President and shall in the absence or disability of the president perform the duties of the president. The other shall be designated Second Vice President. The two vice presidents shall be voting members of the Board of Directors.

Section 5. Treasurer. The treasurer shall bill and collect all Corporation and sponsorship fees and assessments, keep an accurate record of all income and expenditures, and make no expenditures, except those authorized by the majority vote of the Board of Directors. The president shall annually appoint an audit committee to examine and audit the books, prepare, and file the necessary income tax statement and a financial report to the Board of Directors. The treasurer shall be a voting member of the Board of Directors.

Section 6. Removal of officers. Any officer of this organization may be removed from his or her office for cause by a two-thirds (2/3) vote of all voting members of the Board of Directors, or by two-thirds (2/3) affirmative vote of the membership present and voting in a duly constituted meeting of the Corporation called for that purpose.

ARTICLE VI

Elections

Section 1. Date of elections. At the annual membership meeting of the Corporation in December of each year, the Corporation shall elect a president, a first vice president, a second vice president and a treasurer by ballot vote of the membership.

Section 2. Nominations. The president shall appoint a nominating committee consisting of three members of the Corporation. The nominating committee shall select candidates for nomination and shall submit its' list of proposed nominees to the Board of Directors at its last regular meeting in November. The Board of Directors shall approve and certify the nominees and shall submit the names of the nominees to the membership for its consideration at the Annual Membership meeting. Nominations shall also be accepted from the floor prior to the election and write in candidates shall be permitted.

Section 3. Balloting. The election shall be by a majority vote by secret written ballot and shall be in person and not by proxy. Only voting members of record as of the November Board of Directors meeting may vote.

Section 4. Order of elections. The election of officers shall be held in the following order:

1. President
2. First Vice President
3. Second Vice President
4. Treasurer

ARTICLE VII

General Provisions

Section 1. Fiscal year. Fiscal year of this Corporation shall begin on the first day of January and end on the last day of December.

Section 2. Waiver or suspension. The by-laws shall never be waived or suspended.

Section 3. *Amendments.* Any proposed amendments of these by-laws, by majority vote of the Board of Directors, must be submitted in writing to the general membership. If the general membership, at least twenty-eight (28) days and no more than ninety (90) days after said submission of the proposed amendment shall pass said proposed amendment by a two-thirds (2/3) affirmative vote of those members present and voting at a duly constituted meeting, said amendment shall thereupon and thereafter be in full force and effect.

Section 4. *Inapplicability.* Notwithstanding any of the foregoing provisions, the terms of the officers and directors serving at the time of these by-laws, and the membership of the Board of Directors at said time, shall not be affected.

Section 5. *Notices.* Except as otherwise provided herein, required notices shall be given in writing not less than seven (7) days prior to the scheduled meeting and shall state the date, time and location of said meeting.

ARTICLE VIII

Playing Rules and Regulations

Section 1. *Official rules.* The official playing rules and regulations of the Corporation shall be selected by the Board of Directors and shall be binding on the Corporation.

Section 2. *Sweating down.* AMFA does not allow or condone the act of sweating down. Sweating down being defined as a rapid loss of weight to obtain the goal of making weight or not being classified as a patch player. Players caught sweating down should be immediately reported to the AMFA President. A review by the Board will be held concerning classification of said player. If a Coach, Manager, or Board Member is aware of a player sweating down, it is their obligation to report such incidents immediately. Failure to do so will necessitate an immediate disciplinary review by the Board of Directors. Maximum penalty being suspension for a period of one (1) year.

Weights will be taken at registration and will be carried on roster until weigh-in. Large discrepancies will be noted at that time.

ARTICLE IX

Equipment Issued to Teams

Coaches are responsible for the timely return of equipment issued to said coach. ALL equipment must be returned not later than December 31st of that season year. Coaches not returning all equipment by this date will be subject to sanctions, fines, or suspension at the discretion of the Board. Lost or stolen equipment must be reported immediately and replacements will be issued.

Report all losses or thefts of equipment to Equipment Manager. Coaches will be financially responsible for equipment shortages at turn in time.

APPROVED AND ADOPTED: