

DESERT HIGHLANDS YOUTH FOOTBALL ASSOCIATION

BY-LAWS

ORIGINAL 2006 BY-LAWS
WITH ADMENMENTS FOR 2009
As of February 9, 2009

ARTICLE I – NAME and PURPOSE

Section 1. Name

The Corporation shall be known as, “*Desert Highlands Youth Football Association,*” (DHYFA, or the Corporation.)

This name is registered with the State of Arizona Corporation Commission.

Desert Highlands Youth Football Association operates as a “non-profit” 501(c)(3) corporation, and files State and Federal taxes as such.

Section 2. Purpose

The purpose of this association is to inspire the youth of Anthem, New River, Black Canyon City, Tramonto, North Phoenix, and adjacent areas of Arizona youth; to practice the ideals of health, citizenship, and character, to give interested youth an opportunity to participate in football; to bring the youth of the area together by means of a common interest in sportsmanship; to impart to these activities elements of safety, sanity, and intelligent supervision; and to keep the welfare of the boy or girl first, foremost, and entirely free of adult ambition and personal glory.

Section 3. Dissolution

In the event the Board determines to dissolve the Corporation, all assets remaining after any and all payments of all corporate debts, shall be donated to another 501(c)(3) non-profit organization. This decision to dissolve the Corporation shall require the vote of at least ninety percent (90%) of the then current Board.

ARTICLE II – MEMBERS

Section 1. Classes of Members

The Corporation shall have three (3) classes of Members. The designation of such classes shall be as follows:

Executive Board - This class shall consist of President, Vice-President(s), Secretary, Treasurer, Player Agent and Athletic Director. No Head Coach can be elected as President or Player Agent. The rights and duties of these members are defined in these by-laws.

Board of Directors - This class shall consist of Director of Business

Mangers, Director of Cheer, Director of Fundraising, Equipment Manager, Director of Publicity, Director of Auxiliary/Purchasing, Director of Scholastic, all Assistant positions (Assistant Treasurer, Assistant Athletic Director) and Trustee (elected or appointed members who are not part of the Executive Board). All of these positions must follow the same voting right guidelines that are defined in these by-laws to be considered an active member of the board.

Participating Members - This class shall consist of any person who is the parent or legal guardian of a child who is properly registered with the Corporation. This completed registration, as well as any required Association fees or dues, paid when due, shall be the only acts required to attain membership. The Board may permit other people to become Participating Members, such permission shall be granted on a case-by-case basis by the Board, at its sole discretion.

Individual Actions of Members - No Board Member, or Participating Member, shall act as an individual and represent the Board as a whole. No negotiations, verbal agreements, contracts, etc... can be made without two-thirds vote of the Executive Board Members.

For purposes of this Document, the term "the Board and Board Members" means Executive Board and Board of Directors of the Corporation.

Section 2. Voting and Representation

Board and Participating Members

Each member of the Board shall be a voting member, except the President who votes only to break a tie. The head coach of each of the teams shall have a vote at all regular board meetings of the association, on all matters pertaining to the operation of the association, except financial matters and coaches selections. There shall be no proxy votes allowed.

Electronic Vote

If a special and unique occasion arises, and with given notice, the Board may be asked to cast a vote via electronic mail (e-mail). After the time of the vote has expired, (minimum of 24 hours, from the time stamp of sent e-mail), the majority of the votes received shall be counted as either "yea," "nay," or "no reply," with a timely follow up from the Board Members whose vote was "no reply."

Voting by US Postal mail is not allowed.

Loss of Voting Rights of Board Members

Any Member of the Board, who has an unexcused absence at any two (2) consecutive meetings whether special or regular monthly meetings, will lose their voting rights. Consecutive attendance at any two (2) subsequent meetings shall automatically reinstate voting rights, effective at the next scheduled Board meeting.

Any Member of the Board, who has 3 or more absences, excused and/or unexcused, within a calendar year will lose their voting rights for the remainder of that calendar year with no possibility of re-instatement of voting rights.

Absences must be communicated to the Board President or Secretary, 24 hours prior to the scheduled meeting, to be considered an excused absence. Excused absences include, but are not limited to the following; sickness of the Board Member or his/her immediate family, death of a Board Members immediate family, out of town due to either work related or family vacation trip, a previous scheduled event, either work related, school related, etc... Decisions as to whether circumstances qualify as an excused absence shall be determined by the Board.

Section 3. Termination of Membership

The Executive Board, in its entirety, by affirmative vote of two-thirds (2/3) of all of the Board Members may suspend or expel a member for cause, pending an appropriate hearing; and may, as a result of such a hearing, terminate the membership of any member who becomes ineligible for membership, OR suspend or expel any member who shall be in default in the dues as fixed in Article XI of these By-Laws, OR who shall not be current with any pledges, sponsorships, or other financial commitments as may have been promised to or due to the Desert Highlands Youth Football Association.

Section 4. Resignation

Any Member may resign by filing a written resignation with the President and the Secretary of the Board, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid to the Corporation.

Section 5. Reinstatement

Upon written request signed by a former member and filed with the President and the Secretary of the Board, the Executive Board may, by the affirmative vote of two-thirds(2/3) of the members of the Executive Board, reinstate such former member to membership upon such terms as the Executive Board may deem appropriate.

Section 6. Transfer of Membership

Membership in the Corporation is not transferable or assignable.

ARTICLE III – MEETING OF MEMBERS

Section 1. Annual Meeting

An annual meeting of the members of the Board will be held prior to January 31 of each consecutive year, for the purpose of transacting any business and announcing the Board Members for the upcoming year.

Section 2. Special Meetings

Special meetings of the Participating Members and/or Board Members may be called by the President and/or any two (2) members of the Executive Board. Also refer to Article III, Section 4.

Section 3. Place of Meetings

The Board may designate any place, within Maricopa County, Arizona, as the place of meeting for any annual meeting, or for any special meeting called, as defined in Article III, Section 2.

If a majority of the members shall meet at any time and place within Maricopa County, Arizona, and consent to the holding of such a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings

Written notice stating the place, day and hour of any meeting of members shall be delivered either personally, or by mail, or by electronic mail, (e-mail) if possible to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Officers or Members calling the meeting. In case of a special meeting or

when requested by statute or by these By-Laws, the purpose or purposes for which the meeting is called must be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5. Informal Action By Members

Any action required by law to be taken at a meeting of a majority of members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum

The members holding one half of the total eligible votes, plus one vote, which may be cast at any special meeting, shall constitute a quorum at such a meeting. If a quorum is not present at any special meeting, the meeting is invalid, except if the special meeting is the annual meeting for the election of Board Members.

At the annual meeting, or special meeting called to replace the scheduled annual meeting, the members present shall constitute a quorum for the sole purpose of electing the Board Members, and shall be able to conduct further business only if a majority of the members are present.

Section 7. Proxies

None allowed.

Section 8. Manner of Acting

A simple majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law, or by these By-Laws.

Section 9. Board Member Elections

Notification to the Participating Members of open positions and election ballot dates will be given a minimum of two (2) weeks prior to the October

meeting. Positions are open to any participating member of the association of the current year. An election committee will be formed at the September meeting. The nominations will be reviewed at the October meeting. If interviews of candidates is needed, these will occur prior to the November board meeting. Interviews will be completed prior to the November board meeting. At such time, the November board meeting, the recommendations of the election committee will be presented, if necessary voted on, at such meeting.

Election ballots will be provided to every Participating Member of the current year association at the final game of the season or final association event of the season. Each Participating Member family is allowed one vote. Each Executive Board Member and Board of Director Member is allowed one vote. In the event that a child or children registered in the Association have more than two parents, that family shall be limited to two(2) votes, and that family shall determine which of the parents shall cast any votes. No absentee voting.

Positions commence January 1 of the following year.

ARTICLE IV – BOARD MEMBERS

Section 1. General Powers

The Board of the Corporation shall manage all business of the Corporation and shall have and may exercise all the powers of the Corporation, except as otherwise reserved to specific members by the laws of the state of Arizona, by the Articles of Incorporation, or by these stated by-laws.

The Board may: (1) hold meetings at such times and places as it thinks proper; (2) admit members and suspend or expel them by ballot; (3) appoint committees on particular subjects from the members of the Corporation; (4) print and circulate documents and publish articles; (5) carry on correspondence and communicate with other associations interested in the purpose of this Corporation; (6) employ agents; (7) elect officers of the Corporation; (8) remove Board Members for failure to perform duties or whenever in it's judgment the best interest of the Corporation would be served; (9) devised and carry into execution such other measures as it deems proper and expedient to promote the objectives of the Corporation and to best protect the interest and welfare of the members.

Section 2. Number of Members, Tenure and Qualifications

Number of Members & Tenure

The number of Executive Board Members shall be at least six (6); the number of the entire Board shall not exceed twenty (20) total members. All members of the Executive Board shall hold office for two(2) calendar years. All members of the Board of Directors shall hold office for one(1) calendar year. Best effort needs to be given to have Executive Board members with alternating terms (ie. President and Vice President don't have terms ending the same year).

Should the reigning President resign by choice or fail to get elected he/she shall have the option to remain an active, non-voting member of the Executive Board for a period of one (1) year following such action. The decision of the Past President to serve must be executed and communicated to the newly elected DHYFA Board President by January 31· each consecutive year.

If the President is removed for any reason referenced in Article II, Section 3, the provisions of this extension are revoked.

Individual Action

No individual Board Member, or Participating Member shall act in any capacity to bind, obligate, or represent the Corporation, or Board, without the prior authorization of the Board. No negotiations, verbal agreements, contracts, etc... can be made without two-thirds (2/3) vote of the Board.

Qualifications

The following are the requirements for the Executive Board: President, Vice-President, Athletic Director, Secretary, Player Agent and Treasurer. The members of the Executive Board are confirmed by the President of the Desert Highlands Youth Football Association, after the general elections have been held.

The following fourteen (14) remaining Board Members, either in Coordinator or Director positions, shall be qualified to serve as long as they are current Participating Members, and must be confirmed by the Board.

Section 3. Regular Meetings

The Board shall meet a minimum of ten (10) times per calendar year. The dates and times shall be decided by the Board. Notice of scheduled meetings, shall be made known to the Board Members, and also made

public at least five (5) days prior to scheduled meeting dates. The annual meeting of the Board shall be held within thirty (30) days, after the close of the general election. The Board may provide by resolution the time and place, within Maricopa County, Arizona, for the holding of additional regular meeting of the Board without other notice than such resolution. Meetings shall follow the Roberts Rules of Order, an agenda shall be made and followed for the direction of the meeting.

Each team is required to have either the head coach, team business manager or an assistant coach in attendance at each board meeting held after team assignments. Failure of a team to attend the meetings will cause the head coach to face the penalty of a minor violation as prescribed in the league by-laws. Failure of a head coach to attend 75% of the board meetings held after team assignments will cause the head coach to face the penalty of a minor violation as prescribed in the league by-laws.

Section 4. Special Meetings

Special meetings of the Board may be called by or at the request of the President, OR any two (2) Participating Members of the Board.

The person or persons authorized to call special meetings of the Board may fix any place, within Maricopa County, Arizona, as the place for holding any special meeting of the Board, called by them. Also refer to Article III, Section 4.

Section 5. Informal Action By Members

Notice of any special meeting of the Board shall be given at least ten (10) days prior thereto by written notice delivered personally, or sent first class mail to each Board Member at his/her address shown by the records of the Corporation, OR with at least two (2) days prior notice if all Board members are contacted by telephone. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, in a sealed envelope so addressed, with postage thereon prepaid.

Any Board Member may waive notice of such meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, OR except where a Board Member objects to a transaction at the next regularly scheduled Board meeting.

Neither the business to be transacted at, nor the purpose of any regular

or special meeting of the Board need be specified in the notice of waiver of notice of such meetings, unless specially required by law or by these By-Laws.

Section 6. Quorum

A majority of the Board shall constitute a quorum, for the transaction of business at any meeting of the Board. If less than a majority of the Board Members are present at said meeting, a majority of the Board Members present at said meeting may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting

The act of a majority of the Board Members present at a meeting, at which a quorum is present, shall be the act of the Board, unless the act of a greater number is required by law, or by these By-Laws.

In order to override any Board decision, it shall require an absolute majority of the entire current Board.

Section 8. Vacancies

Any vacancy occurring in the Board , or any Coordinator or Director, to be filled by any reason of an increase in the numbers of directors may be filled by the affirmative vote of the majority of the remaining Board Members, though less than a quorum of the Board Members.

A General Member elected to fill a vacancy shall serve for the remaining term of his/her predecessor in office.

Section 9. Compensation

Board Members, as such shall not receive any stated salaries or other compensation of any kind for their services. Board Members or Participating Members can NOT borrow, or use Association funds for personal use, for any reason, or to be paid for any personal compensation.

Section 10. Board Insurance

The Board is required to pay for and maintain adequate Directors & Officers insurance for the entire Board. The approved insurance company shall also bond at the minimum offered, and not to exceed \$100,000.00

the Board President and Treasurer.

The Corporation shall carry any and all insurance required by the Central Arizona Youth Football League, or by American Youth Football, from an approved insurance carrier.

ARTICLE V – OFFICERS

Section 1. Officers

The Officers of the Corporation shall be a President, one or more Vice-President(s), one or more Athletic Director(s), (the number thereof to be determined by the Board), a Secretary, a Treasurer, Player Agent and other officers as may be elected in accordance with the provisions of these by-laws.

The Board may elect or appoint such other officers, including one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem necessary. Such officers to have the authority and perform the duties prescribed, from time to time, by the Board.

The offices of President, Vice President, Player Agent, Athletic Director, Treasurer, and Assistant Treasurer (if appointed) shall not be simultaneously held by persons who are married, or reside at the same address.

Any two (2) offices on the Board may be held by the same person, except the offices of the President, the Treasurer, and Athletic Director.

Section 2. Term of Office

The term of office for all Board of Director positions shall be one (1) calendar year, effective from January 1 to December 31; and, Executive Member positions shall be two (2) calendar years, effective from January 1 to December 31. The term of office for all appointed positions shall be one (1) calendar year, effective from January 1 to December 31.

New officers may be created and filled at any meeting of the Board.

Section 3. Removal

Any officer elected or appointed by the Board may be removed by a two-thirds (2/3) vote of the total Board, whenever in its judgment the best interests of the Corporation would be served thereby, but such removal

shall be without prejudice to the contract rights, if any of the officer so removed.

Section 4. Vacancies

A vacancy in the office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the remaining portion of the term.

Section 5. President

The President shall be the principal executive officer of the Corporation and shall in general supervise and control all other business and affairs of the Corporation.

He/She shall preside at all meetings of the members and of the Board.

He/She may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board any (1) deeds; (2) mortgages; (3) bonds; (4) contracts; (5) or other instruments which the Board has been authorized to be executed, except in cases where the signing and executing thereof shall be expressly delegated by the Board, OR by these By-Laws, OR by statute to some other officer or agent of the Corporation.

He/She along with the Treasurer shall be required to give bond for the discharge of their duties in such sum and with such surety or sureties, as the Board shall determine, see Article IV, Section 10.

In general he/she shall perform all duties incident to the office of President, and in such other duties as may be prescribed by the Board.

The President may not be a Head Football Coach or a Head Cheer Squad Coach with any team within the Desert Highlands Youth Football Association.

Section 6. Vice-President

In the absence of the President, or in the event of his/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 of the Board.

Any Vice-President shall perform such other duties from time to time that may be assigned to him/her by the President or by the Board. In the

event that the Board has more than one Vice-President, they shall be designated as "First", "Second", etc... as to show order of succession.

The Vice-President shall also set on the Desert Highlands Youth Football Association "Coach Selection Committee." This committee shall consist of at least three members, and may include the Vice-President, the Athletic Director, and one other elected Board member. Either the Vice-President or the Athletic Director shall chair this committee.

The duties of this three (3) member committee shall be to interview and present to the entire Board any and all Head Coach candidates for the current season, for the Board's approval. Also this Committee shall be the formal committee for any such action taken by the Board, in regards to any Head Coach, Assistant Coach, or Cheer Head Coach discipline issues that may be formally brought before by the Board.

Section 7. Treasurer

If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties, as the Board shall determine. Refer to Article IV, Section 10

He/She (1) shall have charge and custody of and be responsible for ALL funds and securities of the Corporation; (2) receive and give receipt for monies due and payable to the Corporation for any source whatsoever; (3) disperse funds and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII, of these By-Laws; (4) and in general perform all the duties incident to the office of Treasurer; (5) and such other duties as from time to time that may be assigned to him/her by the President or by the Board.

The Treasurer shall, at every regular scheduled Desert Highlands Association Board Meeting; (1) give a brief report of the current Association finances; (2) also the Treasurer will be required to bring to and present for review the most recent bank statements, and the Association checkbook, for any/all Board Members to view and review if they so desire.

Section 8. Secretary

The Secretary shall; (1) keep the minutes of the meetings of the Board, and any meeting of the general members, in one or more books provided for that purpose; (2) see that all notices are duly given accordance with

the provisions of these By-Laws, or as required by law; (3) be custodian of the corporate records; (4) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; (5) and in general perform all duties incident to the office of Secretary; (6) and such other duties as from time to time that may be assigned by the President, or the Board.

Section 9. Assistant Treasurer & Assistant Secretaries

If required by the Board, the Assistant Treasurer and Assistant Secretary when so acting, shall have all the powers of, and be subject to all the restrictions upon their position as in accordance with Article IV of these By-Laws.

The Assistant Treasurer and/or Assistant Secretary shall perform such duties as shall be assigned to them by the Treasurer, Secretary, President, or the Board.

Section 10. Player Agent

The Player Agent may not be a Head Football Coach or a Head Cheer Squad Coach with any team, or hold any other position on the Association Board. The Player Agent does not have any authority at any other field or game site other than those within his/her Association boundaries.

The Player Agent other responsibilities are as follows:

Assist with pre-certification of other Associations within the Conference.

Assist with certification of other Associations within the Conference.

Responsible for the maintenance of team rosters.

Have thorough knowledge of the DHYFA governing body general rulebook, By- Laws, and/or Coaches rule book.

Work with the Association President on issues that were not able to be resolved at the Association level.

Watch for any violation of the DHYFA Association Code of Conduct.

Make sure to report these violations to the Association President, or the Board.

On "game days", function as an extension of the DHYFA Board in resolving issues that may arise on the home field, related to the rules that govern our program.

Use of "Summary Authority" when witness to a serious violation of the rules that cannot be allowed to continue. The Association Deputy Commissioner has the ability to invoke "Summary Authority".

Keep in mind that "Summary Authority" should only be used as a "last

resort” and only if the Deputy Commissioner is the “Highest Ranking Official” at the field or game site. The use of “Summary Authority” does not take the place of a formal hearing. If used, a Due Process Hearing must be scheduled within the required time frame. Required to sit on and possibly chair the DHYFA “Coach Selection Committee.”

Section 11. Athletic Director & Assistant Athletic Director

Athletic Director and Assistant Athletic Director shall implement a program for coaches encompassing coaching techniques, first aid, chapter policy, etc. He/she shall be the liaison between the Board and the Game and Practice Facility officials. It shall also be the duty of the Athletic Director or the Assistant Athletic Director to be present at all home contests to settle all disputes arising in conjunction with the interpretation of rules, other than referee’s decisions. He/she shall carry out such duties and assignments as delegated by the President.

Section 12. Director of Business Managers

The Director of Business Managers shall train and assist Business Managers with the contract book and coordinate activities including: team pictures, fund raising, opening day, he/she shall also carry out such duties and assignments as delegated by the President.

Section 13. Director of Fundraising

The Fund Raising Director shall solicit team sponsors and boosters to help raise necessary funds for the continuation of the program. He/she shall recommend new fund raising programs and evaluate present methods in conjunction with the established budgets. He/she shall also carry out such duties and assignments as delegated by the President.

Section 14. Equipment Manager & Assistant Equipment Manager

The Equipment Manager and Assistant Equipment Manager shall be responsible for the purchase of all equipment and the maintenance, distribution, collection, storage, and issuance of the equipment. He/she shall transact purchase orders as approved by the Board. He/she shall also carry out such duties and assignments as delegated by the President.

Section 15. Publicity Director & Assistant Publicity Director

The Publicity Director shall be responsible for chapter releases to the media, updating the DHYFA Web Site, and the writing and distribution of chapter publicity to chapter families. He/she shall also carry out such duties and assignments as delegated by the President.

Section 16. Auxiliary/ Purchasing Director & Assistant Auxiliary Director

The Auxiliary/Purchasing Director shall be responsible for sales and fundraising sales from the snack bar and merchandise. He/she is also responsible for the maintenance of the snack bar. He/she shall also carry out such duties and assignments as delegated by the President.

Section 17. Director of Scholastics

The Director of Scholastics shall be responsible for review of our scholar athlete program and community service projects. He/she shall also carry out such duties and assignments as delegated by the President.

ARTICLE VI – COMMITTEES and AT-LARGE MEMBERS

Section 1. Committees/Coordinators of Directors

The Board, by resolution adopted by a majority of the Board Members, may designate and appoint one or more committees, each of which shall consist of two or more Board Members. The Board will endeavor to provide for the election of a general member to fill coordinator positions including, but not limited to special events, public relations, marketing, and snack bar, which committees/coordinators to the extent provided in said resolution shall have and exercise the authority of the Board in the management of the Corporation.

Except that no such committee shall have the authority of the Board in reference to amending, altering, or repealing the By-Laws; electing, appointing, or removing any member of any such committee, or any Board Member, or officer of the Corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or

amending, altering, or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by such committee and the delegation thereto the authority shall not operate to relieve the Board, or any individual Board Member, of any responsibility imposed upon it or him/her by law.

Section 2. Other Committees

Other committees not having and exercising the authority of the Board in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Board Members.

Members present at a meeting at which a quorum is present, except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint members thereof.

Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such removal.

Section 3. Term of Office for Committees

Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairmen of Committees

One (1) member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies

Vacancies in the membership of any committee/coordinator position may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum of Committees

Unless otherwise provided in the resolution of the Boards designation of a committee, a majority of the Members of the whole committee shall constitute a quorum and act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules of Committee

Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of the Corporation.

ARTICLE VII – CONTRACTS/CHECKS/DEPOSITS AND FUNDS

Section 1. Contracts

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by the Board.

Each and all such instruments shall be signed by the Treasurer or an Assistant Treasurer, AND countersigned by the President or Vice-President of the Corporation.

Section 2. Checks, Drafts, etc...

There will be one (1) official checking account for the Association. The account shall be held in a financial institution within Maricopa County, Arizona.

All checks, drafts of orders for payments of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officers, agent or agents of the Corporation, and in such manner as shall from time to time to be determined by the resolution of the Board. In the absence of such determination by the Board , such instruments shall be signed by the Treasurer or an Assistant treasurer AND countersigned by the President or Vice-President of the Corporation.

Usage of Debit Card

NO debit card usage, (a card that is connected to the official bank account), will be allowed by the Desert Highlands Youth Football Association Board, or any Teams within the Association.

Section 3. Deposits

ALL funds of the Corporation shall be deposited immediately into the established official checking account that has been established by the majority vote of the Board. Refer to Article VIII, Section 2.

Section 4. Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purpose, or for any special purpose of the Corporation.

Section 5. Check Requisition

All requests for checks, from Team Business Managers, or Team Head Coaches, shall be submitted to the Treasurer on a Desert Highlands Youth Football Check Requisition form. The form should be completely filled out, with any and all receipts, which should be attached to the form. Receipts may be the original or a photocopy of original.

No check will be issued by the Treasurer, if the Check Requisition Form and any receipts are not submitted, for proof of expenditure.

No check will be issued back to any Team, if the amount of the request is more than the amount of funds that are currently noted in the Teams financial account, or other outstanding issues of funds exist, as decided by the Board.

Section 6. Budgets, Audits and Financial Reports

Budgets

Within the first calendar quarter, upon submission from the Board, the Treasurer shall develop and present an annual budget for the Board to approve. Such budget shall be reviewed by the Board on at least a quarterly basis through the year.

Audits

A yearly audit of all financial records shall be completed by an appointed Audit Committee. This committee shall review all financial records, and report its findings to the Board. With a recommendation as to have an audit done by an independent auditor, or to accept the findings of the committee as acceptable for the financial well being of the Corporation.

Financial Reports

The Board Treasurer, (and any other appointed members) shall prepare annually a financial statement, which at a minimum consists of a income sheet, an expense sheet, and a current balance of all Corporation funds. This report shall be completed and presented to the Board, no later than 60 days after the end of the calendar year. It shall also contain a written report as to the financial status of the Corporation that may be shared with any participating member of the Corporation. The Board shall take the responsibility to submit in a timely fashion any financial reports, yearly forms, etc, that may be due to any state or federal government agency.

ARTICLE VIII – CERTIFICATE of MEMBERSHIP

Section 1. Certificates of Membership

The Board may provide for the issuance of certificates evidencing membership in the Corporation that shall be in such form as may be determined by the Board.

Such certificates shall be signed by the President, a Vice-President, the Deputy Commissioner, or by the Secretary or an Assistant Secretary. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation.

If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such items and conditions as the Board may determine.

Section 2. Issuance of Certificates

When a member has paid initiation fee and dues that may be required, a certificate of membership shall be issued in his/her name and delivered to him/her by the Secretary, if the Board shall have provided for the issuance of the certified membership under the provisions of Article VIII, Section 1.

ARTICLE IX – BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings for its members.

Board Members, and any Committees having any authority of the board, shall keep at its registered or principle office a record giving the names and addresses of their members entitled to vote on any Corporation matter. Any member, or his/her agent or attorney may inspect all books and records of the Corporation, for proper purpose at any reasonable time.

ARTICLE X – FISCAL

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each calendar year.

ARTICLE XI – DUES

The Board may determine from time to time the amount of initiation fees, Association fees or dues, or Association fundraising, payable to the Corporation by all Participating Members. The Board may, at its discretion waive such Association dues or fees that might be owed, on a case by case basis.

ARTICLE XII – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Arizona Non-Profit Corporation Act, or under the provisions of the Articles of Incorporation, or these By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, either before or after the time stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE XIII – LIMITATION OF LIABILITY AND INDEMNIFICATION

A Director shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damages or injury if such Director was acting in good faith and within the scope of his or her official capacity, unless such damage or injury was caused by willful and wanton or grossly negligent conduct of such Director. No Director shall be personally liable to the Corporation or its Members for monetary damages for breach of fiduciary duty as a Director; *provided, however*, that this Article shall not eliminate or limit the liability of a Director for (i) any breach of the Director's duty of loyalty to the Corporation or its Members; (ii) acts of omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) any transaction from which the Director's derived an improper

personal benefit; or (iv) any violation of Arizona Revised Statutes Section 10-1097, Director conflicts of interest. For purposes of this Article, the term "Director" includes a trustee or a person who serves on the Board or council of the Corporation in an advisory capacity. The Corporation may purchase "errors and omissions" liability insurance to cover its Directors; with premiums to be payable from the Corporation's operating funds. Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the corporation or is or was serving at the request of the corporation or for its benefit as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the general corporation law of the State of Arizona from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. The Directors may in its discretion cause the expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding to be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation. No such person shall be indemnified against, or be reimbursed for, any expense or payments incurred in connection with any claim or liability established to have arisen out of his own willful misconduct or gross negligence. Any right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, provision of law or otherwise, as well as their rights under this Article. The Directors may from time to time adopt further Bylaws with respect to indemnification and may amend these and such Bylaws to the full extent permitted by the Non-Profit Corporation Law of the State of Arizona.

ARTICLE XIV – POLICY, PROCEDURES AND JOB DISCRPTIONS FOR ADULT VOLUNTEERS

Please see the current season policy, procedures, and job description information sheets that will be made available by the current seasons Executive Board to all members covered under the stated DHYFA positions that follows. These information sheets will be updated and redefined either on a yearly basis or as deemed necessary by the DHYFA Board Members.

Section 1. Team Head Coaches

Head Coaching Positions are evaluated annually. Every coaches contract is automatically terminated on December 31, and shall run no longer than twelve (12) months. Head coaching positions shall be awarded based on the criteria described in the Central Arizona Youth Football and Cheer League by-laws. Head coaches shall be required to sign and adhere to the coaches contract and code of conduct.

Section 2. Team Business Managers

Section 3. Cheer Squad Head Coaches

Section 4. Members of the Board

Section 5. Adult Volunteers “Code of Conduct”

ARTICLE XIV – ADMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority of the Board present on any two (2) consecutive regular meetings if at least two (2) days notice is given of intention to alter, amend, or repeal or to adopt new By-Laws at such meetings.

No changes or amendments to these By-Laws shall be made after August 1, each year, unless it is an issue of health or safety to the children registered and participating in the Association, or unless it is approved by a vote of two-thirds (2/3) of the current Board.

The Original By-Laws of the Corporation were written, revised, ratified, and adopted by the Board Members of the Corporation at its regular meeting, on December 14, 2006.

The first set of amendments to the above said By-Laws were ratified and adopted by the Board at its regular meeting held on April 12, 2007.

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