

BY-LAWS OF THE
WISCONSIN ALL-AMERICAN YOUTH FOOTBALL LEAGUE
(WIAAYFL), INC.

Article I Name: This organization shall be known as the WISCONSIN ALL-AMERICAN YOUTH FOOTBALL LEAGUE (WIAAYFL), Inc.

Article II Purpose: The Wisconsin All-American Youth Football League (AAYFL), Inc., hereinafter referred to as "Corporation", is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under sec. 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The powers of this corporation shall include, but shall not in any way be limited to, as follows:

A. The corporation will attempt to provide an opportunity to youth, ages 14 and under, to participate in the sport of football and bring youth together through a common interest in fair play and fellowship.

B. The corporation's goals are to help build character and sportsmanship as well as to assure safety and provide intelligent supervision insofar as it is possible and to provide for the welfare of the participants.

C. To educate, promote youth football, fund raising and solicitation.

Article III Membership: Membership in the corporation shall be gained by a majority vote of all existing member organizations of the AAYFL. Each member organization shall be entitled to one (1) vote and hold one (1) seat on the Board of Directors in conducting the business of the corporation.

Members shall be eligible to serve on committees established by the Board of Directors or the Commissioner for the purpose of advising or assisting in the carrying out of the purpose of the corporation. All committees shall be represented by each division within the league. Members shall be eligible for election to the Executive offices of the corporation.

Any member of the corporation shall be subject to suspension or dismissal from membership if they should fail to conduct themselves in the commonly accepted manner of good sportsmanship or in such manner as to jeopardize the safety or welfare of a participant or for actions detrimental to the league or its membership. Members will automatically be suspended until all league obligations are met. Members must adhere to all decisions of the board.

Notice of a charge to suspend or dismiss a member shall be presented in writing to the Executive Board of Directors and will specify in detail the actions upon which said charge is based. A non-

refundable fee of one-hundred (100) dollars must also accompany the charges. The charge will be heard promptly by the Board of Directors at a formal meeting and a decision will be handed down. Suspension or dismissal of a member will require a three fourths (3/4) majority vote of the Board of Directors.

Article IV Board of Directors: The corporation shall be managed by the existing member organizations. Each member organization shall appoint one (1) individual to the Board of Directors. The term of each director shall be determined by each member organization for their respective seat on the board, and until a successor is elected, or appointed, and qualified.

Article V Meetings: The annual meeting of the members shall be held at any convenient time and place within the last three (3) months of each calendar year. Such meetings shall be called by the Commissioner upon thirty (30) days written notice. Other meetings may be held to suit the requirements of the corporation's business and the convenience of the directors. Such meetings may be held at any place within the State of Wisconsin. Meetings of the board may be called by or at the request of the Commissioner or any two (2) directors.

Notice of meetings shall be given by written notice delivered personally or mailed to each director at his home address at least thirty (30) days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail properly addressed with postage prepaid. Attendance of a director shall be mandatory for all properly called meetings of the board. A fine of twenty-five (25) dollars shall be levied against a member organization whose representing director fails to attend a properly called meeting of the board, unless notification of conflict is made to the Commissioner before the scheduled board meeting.

Article VI Executive Officers: The Executive Officers for the corporation shall consist of the following: Commissioner, Deputy Commissioner-Class A Northeast, Deputy Commissioner-Class A Southeast, Deputy Commissioner-Class A Northwest, Deputy Commissioner-Class A Southwest, Deputy Commissioner-Class B North, Deputy Commissioner-Class B South, a Treasurer, a Secretary and such other officers and assistant officers as the Board of Directors may deem necessary.

All officers shall serve two (2) year terms. The Commissioner, Treasurer, Deputy Commissioner-Class A Northeast, Deputy Commissioner-Class A Southeast, and Deputy Commissioner-Class B North, shall be elected in odd numbered years by majority vote of the Board of Directors. The Deputy Commissioner-Class A Northwest, Deputy Commissioner-Class A Southwest, Deputy Commissioner-Class B South, and Secretary shall be elected in even numbered years by majority vote of the Board of Directors.

Any officer or agent elected or appointed by the Board of Directors may be removed by a three fourths (3/4) vote of the Board of Directors whenever in its judgment the best interest of the corporation shall be served thereby.

A vacancy in any office because of death, resignation, disqualification or otherwise may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

Article VII Duties: The Executive Officers shall be responsible for the enforcement of all league rules or corporate policies established by the Board of Directors. They shall have authority to address any violations and impose any appropriate penalties.

COMMISSIONER shall be the principle executive officer of the corporation and subject to the control of the Board of Directors, shall in general supervise and control all business and affairs of the corporation. He shall at present preside over all meetings of the members.

DEPUTY COMMISSIONERS shall be a liaison to the executive officers for their respective conference. They shall assist the Commissioner in the administration of the corporation. They shall settle disputes within their conference, except when it involves their own team.

SECRETARY shall handle all correspondence and documentation of the corporation. The secretary will also keep the minutes of the corporation and board meetings.

TREASURER shall control the funds of the corporation, have charge, custody of, and be responsible for, all funds and securities of the corporation. It shall be the function of the treasurer, in conjunction with the commissioner, to prepare an annual budget for board approval. Interim treasury reports shall be prepared and presented at each board meeting for approval by the board of directors. All funds received for the corporation must be deposited in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the board of directors.

Article VIII Nominations: Initial nominations for Executive Officers will be accepted by open nomination or volunteering to serve as an executive officer. Nominations will be accepted at the annual meeting.

Article IX Elections: A majority vote will constitute election. Voting rights shall be allocated among members as follows: Each member organization shall be entitled to one (1) vote. Election results will be determined immediately by the Secretary and Treasurer.

Article X Office Manager: The Office Manager(s) is/are appointed by the Executive Officers. The Manager(s) have no term limit and shall receive an annual stipend of \$15,000 per calendar year.

Article XI Quorum: Business may be conducted at any meeting of the membership or Executive Officers when a majority is present. Notification of all meetings must have a minimum of thirty (30) days written notice.

Article XII Rules: All meetings shall be run in accordance with Roberts Rules of Order.

Article XIII Amendment: These by-laws may be amended at any business meeting by a vote of two-thirds (2/3) of the corporation members present provided the amendment has been submitted in writing at the previous business meeting or in writing to each member thirty (30) days prior to the meeting.

Article XIV Fiscal Year: The fiscal year of the corporation shall be the calendar year.

Article XV Use of Funds and Assets: The funds and assets of the corporation shall be used solely for the purposes of the corporation as set forth in Article II of these bylaws. No part of the corporation's funds may be used for propaganda or influencing legislation. No part of such funds, assets, and earnings of the corporation shall inure to the benefit of or be distributable to any member, director, officer, or other official of the corporation. The corporation may be authorized and empowered to pay reasonable compensation for services rendered.

Article XVI Dissolution: Upon dissolution of the corporation, the Executive Officers, shall after paying or making provision for the payment of the corporation's lawful debts, shall distribute all assets to any of the following organizations: (1) each individual organization member, in equal shares; (2) organizations who have been organized and are operated for purposes consistent with those of the corporation who are operated as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States law); (3) organizations operated exclusively for charitable, educational, religious or scientific purposes shall at the time qualify as an exempt organization under Section 501 (c)(3) of such Code; (4) to the State of Wisconsin or a political subdivision thereof; or (5) to the United States of America, and to no other organization or person.

Article XVII Fees: The Executive Officers will determine leagues fees annually and incorporate these fees into the league budget. The budget will be presented to the members of the corporation annually for their approval. The budget presentation shall occur during a meeting of the membership in the first quarter of the calendar year pertaining to the budget. The determined fees will be the responsibility of each member of the corporation. All fees will be written into the league rules.

Article XVIII Effective Date: The by-laws shall be in effect commencing with their adoption.

Article XIX League Expansion:

A. Internal Expansion (For existing members who anticipate future growth which will warrant expanding their programs to run two "A" & "B" programs).

1. Organization must show a three year history of 46 players on each roster (A and B), or keep a waiting list for a period of 3 consecutive years to show additional players available, including this list with the player roster to the league by September 1.

2. Organization must make a formal presentation requesting expansion, outlining the required points, and fulfilling requirements necessary for all organizations requesting expansion.

3. Single Season Expansion (For members and associate members who have enough players in their "A" and/or "B" programs to field an additional team(s) in a single season).

- a. Additional "A" and/or "B" teams may be added to the game schedule for a single season based on maintaining an even number of teams at the respective level. Teams will be added on a first-come, first served basis as recorded by the commissioner.
- b. Fee per team: 50% of the standard annual league fee as determined above. Non-refundable fees are due after team acceptance and prior to March 1.
- c. Fielding an additional single season expansion team does not constitute an additional league membership.
- d. All residency rules, weight and age restrictions, etc. apply.
- e. The commissioner shall create a game schedule as fairly as possible; however, single season expansion teams may travel longer distances due to pairing in another division.
- f. Single season expansion may be repeated in subsequent years. Expansion one year does not guarantee an available expansion slot the following year.

B. External Expansion (For new organizations wishing to join the AAYFL).

1. Organization must make a formal presentation requesting expansion, outlining the required points, and fulfilling requirements necessary for all organizations requesting expansion.
2. An organization may enter the league with only one team at each level. Further expansion by the organization must follow internal expansion by-laws.
3. Organizations seeking membership at the "C" and/or "D" levels only, must fulfill the requirements necessary for all organizations requesting expansion. Membership would be in the form of a Non-Voting Associate Membership, which would have all the rights and responsibilities of full membership, except there is no right to vote on any issue.

C. The following requirements must be addressed by organizations requesting expansion, detailed description of each will be provided to the league.

1. Board of Directors (minimum 5)

2. Letters of agreement from High School Coach and Athletic Director.
3. Fund raising/cost expectancies
4. Playing field/facilities
5. A & B teams (minimum 46 players total), or a minimum of 30 players total for a combined A/B team (Class B only)
6. Coaching staff
7. League financial requirements
8. Detailed school district boundary map
9. The Board of Directors shall set the league expansion fee at the end of each season.

D. League will vote to expand or not for the next season of play, at the final meeting of the year.

1. Formal presentations must be made to the league prior to March 1 for admittance to the league for that season.
2. Expansion will take place to maintain an even number in the league.
3. The Board of Directors shall set the league expansion fee at the end of each season.

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